

C Y P R E S S  
A S S E T M A N A G E M E N T, I N C.



INVESTMENT ADVISORY AGREEMENT

This agreement is entered into as of 10/30 1998, by and between  
Linda P. & Kenneth L. Ledy

(the "Client") and CYPRESS ASSET MANAGEMENT, INC. (the "Advisor").

1. APPOINTMENT OF THE ADVISOR Effective 10/30 1998, the Client appoints the Advisor as Investment Advisor with respect to those assets of the Client identified in Section 3 below hereto (as augmented or diminished from time to time hereinafter pursuant to the provisions of this Agreement referred to collectively hereinafter as the "Client's Account").

2. DISCRETIONARY AUTHORITY (a) Advisor is concurrently herewith delivering to the Client a brochure ("the Brochure") pursuant to the Securities and Exchange Commission's Investment Advisors Act Rule 204-3, promulgated under the Investment Advisors Act of 1940, as amended. The Client hereby grants to the Advisor (and Advisor accepts the responsibilities and obligations attendant to such grant) full and complete discretion and authority to manage the investment of the Client's Account, including without limitation, the power and authority to purchase, sell, exchange, trade, write options on and otherwise deal in the securities and assets of any type or nature that may from time to time be acquired for the Client's Account.

(b) The Advisor shall have the absolute authority and discretion to place brokerage orders on behalf of the Client with such broker or brokers as the Advisor shall from time to time in its sole discretion, select. The Advisor is specifically granted the authority to select brokers not only on the basis of their ability to execute trades and their commission rates, but also on their research capability and advice (and may, in its sole discretion, authorize the payment of commissions higher than would otherwise be the case as consideration for such research advice). The Advisor shall not be responsible for any acts or failures to act by such broker or brokers, provided that the Advisor shall effect trades in the Client's Account.

ETF-2552-000157

2929 ALLEN PARKWAY SUITE 2000 HOUSTON, TEXAS 77019 (713) 512-2100

GOVERNMENT  
EXHIBIT  
306

Crim. No. H-04-25 (S-2)

