

## CO-OP OWNER LOAN AGREEMENT

I agree to lend Weaver Street Market, Inc., a North Carolina Cooperative Corporation (“the Corporation”) the sum of \_\_\_\_\_ for a term of five (5) years at an interest rate of 5%.

I make the following representations and warranties with the express intention that they be relied upon by the Corporation in determining my suitability to lend money to the Corporation:

1. I understand that the Co-op Owner Loan is being offered to me in reliance on the exemption from registration on the ground that the offering is being made only to residents of North Carolina. I am a citizen of the United States, at least 18 years of age, and a bona fide resident and domiciliary (not a temporary or transient resident) of the State of North Carolina and I have no intention of becoming a resident of any other state.
2. Offers and sales of these Co-op Owner Loans were made under an exemption from registration and have not been registered under the Securities Act of 1933. For a period of six months from the date of the sale by the issuer of these securities, any resale of these securities (or the underlying securities in the case of convertible securities) shall be made only to person’s resident within the state of North Carolina.
3. I am a member-owner of Weaver Street Market and I have no intention of ceasing to be a member-owner.
4. Offers and sales of these Co-op Owner Loans were made under an exemption from registration and have not been registered with the State of North Carolina. The loan is being sold to me in reliance on the exemption from registration that the offering is made by a Corporation organized under Subchapter IV of Chapter 54 of the General Statutes of North Carolina.
5. I further understand that the provisions set forth in the Corporation’s By-laws restrict the transfer or resale of my Co-op Owner Loans. I will make no sale or transfer of such Co-op Owner Loans which is in violation of the Act, any State Securities Act or the Corporation’s By-laws and recognize that my Promissory Note(s) will bear the following legend:

"The Co-op Owner Loans represented by this promissory note have not been registered under the Securities Act of 1933, as amended, or the North Carolina Securities Act and may be transferred only upon compliance with the provisions in the Corporation's By-laws, and may not under any circumstances be transferred without an effective registration statement for such securities under the Securities Act of 1933 or an opinion of counsel satisfactory to the Corporation that the registration is not required under such act.
6. I recognize that loaning money to the Weaver Street Market involves a high degree of risk, and I have taken full cognizance of and understand all of the risk factors related to the loan.
7. I have adequate means for providing for my current needs and possible personal contingencies and have no need in the foreseeable future for liquidity in my loan to the Corporation. My financial responsibility, measured by my net worth and after tax income, is such that my loan to the Corporation is not material when compared to my total financial capacity.

8. Considering all relevant factors in my financial and personal circumstances, I am able to bear the economic risk if my loan to the Corporation should ultimately prove to be worthless. My loan to the Corporation will not exceed 10% of my personal net worth.
9. I and my offeree Representatives, if any, together have sufficient knowledge and experience in financial, business, and tax matters to be capable of evaluating the merits and risks of a loan to the Corporation and to make an informed investment decision with respect thereto.
10. In making my decision to make this loan, I have relied upon past discussions and independent investigations made by me. I have been provided with all materials and information requested by me and there has been direct communication between representatives of the Corporation and me. I have been given the opportunity to make any further inquiries I may desire concerning the operations of the Corporation.
11. I am making these Co-op Owner Loans for my own account and for investment purposes only and have no intention, agreement or arrangement for the distribution, transfer assignment resale or subdivision thereof. By such representation, I mean that I intend to hold the promissory note for my own account and not for the interest or benefit of any others. The loan represents for me a long-term investment, the primary benefit of which is intended to be the interest derived therefrom.
12. I am aware that no federal or state agency has made any finding or determination as to the fairness for investment, nor any recommendation or endorsement of this investment.
13. I recognize that the Internal Revenue Code and the regulations promulgated thereunder may be amended or changed at any time in such a manner as to deprive the Corporation and its shareholders of tax benefits which they otherwise would be entitled to receive.
14. I acknowledge that I have received, read, am familiar with, and understand the Offering Memorandum furnished in connection with this offering prior to the execution of this Loan Agreement. I further understand that the provisions of this Agreement are in addition to those terms, covenants, and conditions as shall be set forth in the Memorandum and the Corporation's Articles of Incorporation and By-laws.

Lenders Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Lenders Name: \_\_\_\_\_ Phone: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail address: \_\_\_\_\_ WSM Owner # \_\_\_\_\_

Lender's Social Security # to be used for tax reporting: \_\_\_\_\_

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*(This section to be completed by Weaver Street Market)*

The foregoing Loan Agreement is accepted by Weaver Street Market, Inc.

BY: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_ Title: \_\_\_\_\_

**Direct Deposit Form (for Weaver Street Market to make annual interest payments into your bank account)**

**BANK INFORMATION:**

Bank Name: \_\_\_\_\_

Bank Mailing Address: \_\_\_\_\_

Bank City, State, Zip Code: \_\_\_\_\_

Bank Phone Number: \_\_\_\_\_

Name on Bank Account: \_\_\_\_\_

Account type:  Checking  Savings  Other

Bank Routing# (ABA): \_\_\_\_\_

Bank Account Number: \_\_\_\_\_

\*\*\*PLEASE ATTACH A VOIDED CHECK\*\*\*

ROBERT SAMPLE  
JOAN SAMPLE  
123 MAIN ST.  
PORTLAND, ME 04101

9999

11/30/2011 Date

Pay to the Order of Sample Check \$ 158.00

one hundred and fifty eight <sup>00</sup>/<sub>100</sub> Dollars

**TD Bank**  
America's Most Convenient Bank®

for SAMPLE Joan Sample MP

0123454321 0123454321 9999

Routing Number Account Number

Authorization Signature(s): x \_\_\_\_\_ x \_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

If joint account both must sign

**MAIL LOAN AGREEMENT AND CHECK TO: Weaver Street Market, Finance Dept, 437 Dimmocks Mill Rd Suite 10, Hillsborough NC 27278**