

**AFFILIATE SHAREHOLDER'S REPRESENTATIONS LETTER**  
**Proposed Sale Six-Month or One-Year Holding Period**  
**Reporting Public Company**

To: [Insert name and address of seller's bank or broker-dealer and/or the attorney who will prepare the opinion]

Dear Sir or Madam:

I seek to make a sale of securities (the "Securities" or the "Shares") in the manner permitted by Rule 144 under the Securities Act of 1933. I represent to you as follows:

Shareholder's name:

Shareholder's address:

Current name of issuer ("Company"):

If the Company name on certificate is not name under which it now trades the former name of Company was

Name of bank/brokerage firm:

Contact person:

Address/phone number:

Number of shares sold:

Type of security  
(for example, "common stock"):

Certificate number:	representing	shares
Certificate number:	representing	shares
Certificate number:	representing	shares
Certificate number:	representing	shares

(Other certificates should be listed in an Exhibit)

**SALE BY AN AFFILIATE PURSUANT TO RULE 144**

1. I am an affiliate of the Company or have been an affiliate within the past 90 days. I am

not aware of any non-public, material, adverse information about the Company.

2. I have seen and carefully reviewed a copy of Rule 144 and advise you that you may rely upon the statements made herein and in the attached Securities and Exchange Commission ("SEC") Form 144 in rendering your opinion. If and when any such statements become inaccurate or incomplete I will immediately notify you and the attorney providing the legal opinion regarding my eligibility to rely on the Rule 144 exemption.
3. The Company (a) has been subject to such 1934 Exchange Act filing requirements for at least 90 days, and (b) has filed with the SEC the reports required by Rule 144(c).
4. I understand that Rule 405 defines a shell company as one that has (a) no or nominal operations (b) no or nominal assets; (c) assets consisting solely of cash and cash equivalents; or (d) assets consisting of any amount of cash and cash equivalents and nominal other assets. I understand that Rule 144(i)(2) requires that a shell company must cease being a shell, notify the SEC that it is no longer a shell, file form 10-like information with the SEC and file its required public reports (other than Form 8-K's) for 12 months thereafter.
5. The Company has either never been a shell company as defined by Rule 405 or, if so, fully complied with Rule 144(i)(2).
6. At the time of any sale of the Securities for my account, the aggregate number of shares of the Company's Securities sold during the preceding three months for my account and for the account of any person whose sales are required by Rule 144 to be aggregated with my sales will not exceed the greater of: (a) 1% of the outstanding shares of the Company's Securities, or (b) the average weekly reported volume of trading in the Company's Securities on all securities exchanges and/or reported during the four calendar weeks preceding the filing of Form 144 with the SEC.
7. I have owned the Securities, both beneficially and of record, for at least six months. Full consideration of the Securities was given at least six months prior to the date of this letter.
8. I will not, either alone or in conjunction with others, sell any Securities of the Company under circumstances which will jeopardize the exemption from registration available under Rule 144. I have not solicited or arranged for the solicitation of, and I will not solicit or arrange for the solicitation of, any order to buy the Securities in anticipation of or in connection with the proposed sale.
9. I have not made, and will not make, any payment in connection with the offering sale of the Securities to any person other than the payment of the usual and customary broker's commission to the selling broker.
10. Concurrently with the placing of the order to sell the Securities, I will file the required Form 144 regarding the sale of the Securities with the SEC in Washington, D.C. and a copy to (if applicable) the exchange on which the Securities are traded if the number of shares or the dollar amount of the sale exceeds the threshold that requires the filing of Form 144. If applicable, a copy of Form 144 with my original signature is attached. It is my bona fide intention to sell the Securities within three months of this date. If for some

reason all of the Securities have not been sold within three months of this date, I direct my broker or bank to return the unsold shares to the Company's stock transfer agent so that a new certificate may be issued that is marked with a restrictive legend.

11. If the Securities to be sold are represented by a balance, derivative or remainder certificate, I have attached to this letter a statement regarding each certificate in the chain (and have provided documentation of): (a) the date on which payment in full was made for the Securities to be sold; (b) the certificate number of each certificate; (c) the date of issue of each certificate; and (d) the number of Securities represented by each certificate.
12. I understand that the attorney providing the legal opinion regarding the availability of the Rule 144 safe harbor for the sale of these securities will rely on these representations. I further understand that the legal opinion will be relied upon by the broker-dealer or bank that sold these Securities, the Company and the Company's stock transfer agent. With respect to the reliance of such persons on these representations, the undersigned holds (a) the attorney, (b) the broker-dealer or bank (c) the Company and (d) the Company's stock transfer agent harmless from and against any and all loss, damage, liability, and expense (including reasonable legal fees) arising out of or resulting from my sale or other disposition of such securities if any of my representations are inaccurate.

Date:

SHAREHOLDER(s):

(must be same as name(s) on stock certificate)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

Print name:

Print name:

Any person signing in a representative capacity shall indicate his/her title