NON-AFFILIATE SHAREHOLDER'S REPRESENTATIONS LETTER
Prior Sale 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 have made a sale of securities 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 A NON-AFFILIATE PURSUANT TO RULE 144

1.   I am not an affiliate of the Company and have not 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. I do not have any reason to believe that the prior sale of the Securities did not comply with Rule 144. I understand that my broker/bank and the attorney providing the legal opinion regarding my eligibility to sell these shares using the Rule 144 exemption will rely upon my statements herein. If any such statements become inaccurate or incomplete, I will immediately notify my broker/bank and the attorney providing the opinion.

3. The Company (a) has been subject to the 1934 Exchange Act for at least 90 days, (b) has complied with the current public information requirements set forth in Rule 144(c), and (c) has filed all of its required 1934 Act reports.

4. I understand Rule 405 defines a shell company as one having (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. I have owned the Securities for at least one year. Full consideration of the Securities was given by me, or by a prior shareholder whose holding period is available to me for tacking, at least one year prior to the date of this letter.

7. If the Securities that were sold were 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; (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.

8. 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