

**SELLER'S REPRESENTATION LETTER
(NON-AFFILIATE – REPORTING COMPANY OR NON-REPORTING
COMPANY, ONE-YEAR HOLDING PERIOD)**

Re: Proposed sale(s) of _____ shares of Common Stock (the “Shares”) of _____ (the “Issuer”) pursuant to Rule 144 under the Securities Act of 1933, as amended (“Rule 144”).

Ladies and Gentlemen:

I propose to sell the above-referenced Shares in the manner permitted by Rule 144. In this connection, I represent to you and warrant as follows:

1. I am not an underwriter with respect to the Shares, nor will the proposed transaction be part of a distribution of securities of the Issuer.
2. I am not currently an affiliate of the Issuer and have not been an affiliate of the Issuer for the three-month period immediately preceding the proposed sale under Rule 144.
3. Based in part upon information furnished by the Issuer, the Shares are fully paid and a minimum of one year has elapsed since the date that the Shares were acquired from the Issuer or an affiliate of the Issuer as described in Rule 144.
4. In my review of available information provided to me, or available publicly, the Issuer is not, nor has it been during the past twelve months, a “blank check” or “shell” company as defined under the Rule.

I am familiar with Rule 144 and agree that, in connection with the matters described above, you are relying on the statements made herein. As such, evidenced by my signature below, I attest to the accuracy of the representations.

Very truly yours,

Shareholder Signature

Joint Signature (if applicable)

DATE

Printed Name

Joint Printed Name (if applicable)