

**NON-AFFILIATE SHAREHOLDER'S REPRESENTATIONS LETTER**  
**Removal of Restrictive Legend One-Year Holding Period**  
**Non-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 am seeking to remove the restrictive legend from securities (the "Securities" or the "Shares") in the manner permitted by Rule 144(d)(1)(i) 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)

**REMOVAL OF RESTRICTIVE LEGEND 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 is not now subject to the reporting requirements of the 1934 Exchange Act.
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 144(i)(2) before the Company subsequently ceased reporting and has not been a shell company since it met the requirements of Rule 144(i)(2).
6. Payment in full for the securities, whether by payment in cash, exchange of securities, services rendered or other valuable consideration, was made by me or on my behalf at least one year prior to the date of this letter.
7. 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