



**Rule 144
Seller's Representation Letter
For Affiliates**

Name of Issuer: _____

Class of Stock: _____

Number of Shares to Be Sold: _____

Gentlemen:

I have requested that you sell the above-captioned securities as broker for my account in the manner permitted by Rule 144 (the "Rule") under the Securities Act of 1933. In connection with this request, I hereby advise you as follows:

1. I acquired the shares as indicated below and at least the period described below under "Holding Period," if the seller is selling restricted shares, has elapsed since I acquired the securities and fully paid the purchase price or other consideration required under the relevant purchase contract. I own the securities free and clear of any and all liens, pledges and encumbrances of any nature whatsoever, and the shares are fully paid for and non-assessable.

Please check one

- A-- I acquired the shares I am selling in open market purchases or pursuant to a stock incentive plan which had a currently effective registration statement covering the issuance of the shares upon exercise, or otherwise pursuant to an effective registration statement.
- B-- I acquired restricted shares (as defined in Rule 144(a)) either directly or indirectly from the issuer, or from an affiliate of the issuer, in a transaction or chain of transactions not involving any public offering, including but not limited to pursuant to any stock option plan for which no registration statement has been declared effective

**If you checked B above,
please check one below**

- | | <u>Holding Period</u> |
|--|------------------------------|
| <input type="checkbox"/> The issuer is not subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, as amended. | One year |
| <input type="checkbox"/> The issuer has been subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and the issuer has filed all required reports for the preceding twelve months | Six months |

2. I have not made and will not make any payment to any other person in connection with any execution you may effect on my order; and have not, and will not pay to _____ any more than the usual and customary broker's commission. I have not solicited or arranged and will not solicit or arrange for the solicitation of orders to buy in anticipation of, or in connection with the proposed sale pursuant to such order. I have no sell orders open in the above-captioned securities with any other broker or bank and will not place any sell orders pending completion of this order.

3. This order is not part of a distribution of any securities on my behalf, and I am not an underwriter with respect to these securities.

4. If I have sold or plan to sell more than the lesser of 5,000 shares or other units or shares or units with an aggregate sale price in excess of \$50,000 during any period of three months, I have filed on Form 144 three executed notices of proposed sale with the Securities and Exchange Commission and one with the national securities exchange on which the captioned issue is traded, if applicable. I have attached a copy of the Form 144 as filed by me and the information contained thereon is accurate and complete.

5. I have a bonafide intention to sell these securities within a reasonable time from my filing of such Form 144.

6. I hereby authorize _____ and its agent and representatives to make any inquiry of the issuer, the issuer's transfer agent and counsel of either which you may deem advisable in connection with the proposed sale of these securities.

7. I understand that my order has been accepted by you subject to your investigation as to whether such proposed sale, if executed, will comply with the Rule and policies of _____.

8. I understand that it may be necessary for the issuer of these securities to supply a letter to you certifying that such issuer has filed with the Securities and Exchange Commission all reports and statements required to be filed by such issuer within the past ninety (90) days. I agree to use my best efforts to see that said issuer supplies said letter if deemed necessary by _____.

9. I understand that _____ will, if my order to sell is accepted, act as no more than my agent, as a market maker as that term is defined in Section 3(a) (38) of the Securities and Exchange Act of 1934, or as a riskless principal as defined in Rule 144(f)(1)(iii) for the sale of these securities and that I will receive the proceeds of any sale only if and when you have actually received said proceeds.

10. The transaction or series of transactions referred to herein are not part of a plan or scheme to evade the registration requirement of the Securities Act of 1933, as amended.

11. The issuer of the securities being sold currently has more than nominal operations and more than nominal assets or assets more than those consisting of cash and cash equivalents.

Very truly yours,

Signature

Date

Print Name