

Fleming PLLC
49 Front Street Suite 206
Rockville Centre New York 11570
Facsimile: 516-977-1209

Re: **Rule 144 Representation Letter**

Gentlemen:

In connection with the request for the removal of the restrictive legend from the stock certificates owned by the undersigned (the "Seller"), which represent _____ shares (the "Shares") of common stock, par value _____ per share, of _____, a _____ corporation (the "Company"), pursuant to Rule 144 of the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), Seller hereby represents, warrants and confirms to you as follows:

1. The undersigned acquired and fully paid for the Shares as follows:

| Date of Acquisition | Manner of Acquisition | Date of payment |
|---------------------|-----------------------|-----------------|
|---------------------|-----------------------|-----------------|

2. The undersigned is not now, and has not been during the preceding three months, as officer, director or more than 10% stockholder of the Company or in any other way an "affiliate" of the Company as that term is defined in Rule 144(a)(1).

3. None of the following parties is an affiliate of the Company and has not been an affiliate of the Company for the past three (3) months:

Applicable to Individuals

- (a) Neither my spouse nor any relative of mine who shares the same residence as the undersigned;
- (b) Any trust or estate in which the undersigned or any of the persons described in section 3(a) collectively own 10% of more of the beneficial interest or in which I or any such person serves as a fiduciary; or
- (c) Any corporation, limited liability company, partnership or other entity in which I or any of the persons described in section 3(a) and (b) collectively are the beneficial owners of 10% or more of any class of equity securities or interest.

Applicable to Entities

- (d) No officer, director or party holding in excess of 10% of the outstanding securities of such entity.

4. The undersigned does not know of any material information about the Company or its prospects which has not been publicly disclosed, and, if at any time before the undersigned sells the Shares, the undersigned acquire such information, the undersigned will refrain from making any sales of the Shares as long as the undersigned is in possession of non-public material information.

5. The undersigned acknowledges that notwithstanding the removal of the legend on the certificates representing the Shares:

- (a) In the event that because of a failure by the Company to meet the current public information requirements of Rule 144(c), the undersigned will not be able to sell the Shares until such time that the Company is in compliance with the requirements of Rule 144(c), and

- (b) In the event that the Company shall meet the "shell" company definition set forth under Rule 144(i), the undersigned will not be able to sell the Shares until such time that the Company is in compliance with the requirements of Rule 144(i)(2).

The undersigned hereby acknowledges that Rule 144(i) states that securities of an issuer, who meet the definition of a "shell" company as set forth in Rule 144(i), may only be resold provided the following conditions are met:

- the issuer has ceased to be a shell company;
- has been subject to the reporting requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- has filed all reports and other materials required to be filed by section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports; and
- at least one year has elapsed since the issuer has filed current "Form 10 information" with the Commission reflecting its status as an entity that is no longer a shell.

The term "Form 10 information" means the information that is required by Form 10, to register under the Exchange Act each class of securities being sold under this rule. The Form 10 information is deemed filed when the initial filing is made with the Commission.

The undersigned acknowledges that the Company and its counsel rely upon the completeness and accuracy of the information and representations contained in this letter. Accordingly, the undersigned agrees to indemnify and hold harmless the Company, its officers, directors and counsel for any loss they or any of them may sustain arising out of a breach of the representations set forth in this letter or any violation of the Act, the Exchange Act or any other applicable laws or regulations by the undersigned or anyone acting on the undersigned's behalf.

By: _____

Name: _____

Date: _____