

Seller's Representation Letter

Sales of Restricted Securities by a Non-Affiliate

To: _____

(Issuer's name and address)

I propose to sell _____ shares of Common Stock of _____ (the "Company"), through the Broker in accordance with the requirements of Rule 144 (the "Rule") and I hereby represent:

1. The shares are "restricted securities," as that term is used in Rule 144(a)(3), and I acquired and fully paid for the shares on _____, in the following manner:

(Date)

a. method of acquisition: _____

b. manner of payment: _____

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

1934 Act Reporting Company:

3. a. I confirm that I have been the beneficial owner of such securities for a period of at least six (6) months, but less than one year.
- b. I confirm that, to the best of my knowledge, the Company is in compliance with the 1934 Act current public information reporting requirements contained in Rule 144(c)(1).
- c. I confirm that I have been the beneficial owner of such securities for a period of at least one (1) year as computed in accordance with paragraph (d) of the Rule, and therefore am free to sell the shares without restriction.
- d. I confirm that the company is not, and has not been, a shell issuer as described in Rule 144(i)(1).

Non-Reporting Company:

4. a. I confirm that I have been the beneficial owner of the shares for a period of at least one (1) year as computed in accordance with paragraph (d) of the Rule.
- b. I confirm that the Company is not, and has not been, a shell issuer as described in Rule 144(i)(1). Therefore, I am free to sell the shares without restriction.
- c. I confirm that this transaction is not part of a plan or scheme to evade the SEC's 1933 Act registration requirements.

5. I confirm to you that I am not aware of any material, non-public information about the Company.
6. I understand that the Transfer Agent's delay in transferring the shares may cause a delay in the payment of the proceeds of the sale.
7. Securities Transfer Corporation is authorized to rely on the representations herein in connection with the above sale, and I consent to Securities Transfer Corporation communicating with the Company in connection with such sale.

Very truly yours,

(Signature of Shareholder/Seller's Name)

(Date)

(Print Shareholder/Seller:s Name)

Account #: _____ - _____