



**SELLER'S REPRESENTATION LETTER
(AFFILIATE – REPORTING COMPANY)**

(Broker's Name and Address)

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:

This letter will confirm to you that I have requested you to sell for my account, in "brokers' transactions," as that term is used in Rule 144, the above referenced Shares in the manner permitted by Rule 144. In connection with the proposed sale, I hereby represent to you that:

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. Based in part upon information furnished by the Issuer, the Shares are fully paid and a minimum of six months has elapsed since the date that the Shares were acquired from the Issuer or an affiliate of the Issuer thereof as described in Rule 144.
3. Based on information published or made available to me by the Issuer and relied upon by me, I have reason to believe there is adequate current public information available with respect to the Issuer.
4. The amount of shares of Common Stock of the Issuer sold by me and by all persons whose sales are required to be aggregated with mine pursuant to Rule 144 within the past three months, together with the Shares, does not exceed the maximum amount permitted by Rule 144.
5. I have neither solicited or made any arrangements for the solicitation of buy orders in connection with the proposed sale of the Shares, nor will I make any payment to any person in connection with this sale except the payment of the usual and customary brokers' commission with respect to any of the Shares that are sold in brokers' transactions.
6. I do not currently intend to sell additional shares of Common Stock of the Issuer through any means other than as may be permitted in the future by Rule 144. [IF FORM 144 SHARE/VALUE THRESHOLD MET]
7. I am today transmitting, for filing, three copies of the required "Notice of Proposed Sale of Securities Pursuant to Rule 144 under the Securities Act of 1933" (Form 144) to the U.S. Securities and Exchange Commission, Washington, D.C. 20549, and am enclosing one copy thereof for your records. It is my bonafide intention to sell the Shares within a reasonable time after the filing of such notice.

I am familiar with Rule 144 and agree that, in connection with the matters described above, you and the Issuer are relying on the statements made herein. The Issuer may rely on such statements as if this letter were addressed to the Issuer.

Very truly yours,

Signature

Printed Name and Title