

RULE 144 BROKER'S REPRESENTATION LETTER – NON-AFFILIATE

Dear _____ :

We have been requested by _____ (the "Seller") to sell up to _____ shares of common stock (the "Securities") of _____ (the "Company") pursuant to the provisions of Rule 144 adopted under the Securities Act of 1933 (the "Act"). We were provided with a representation letter from Seller stating that Seller is not an affiliate of the issuer and was not an affiliate during the 90-day period prior to the sale. In order to obtain the removal, of the legend and stop order relating to the Securities and to permit their sale, we hereby represent, warrant and agree as follows:

1. Reporting Issuer/Non-Reporting Issuer (mark one box)

- Reporting Issuer: The Company
- a) has been subject to such 1934 Exchange Act filing requirements for at least 90 days
 - b) has not been at any time within the 12 month period preceding the date hereof, a shell issuer as described in Rule 144(i)(1), and
 - c) for shares held for at least 6 months but less than 1 year, is in compliance with the current public information requirements of Rule 144(c)

OR

- Non-Reporting Issuer*: The Company
- a) is not subject to the reporting requirements of the 1934 Exchange Act,
 - b) has either (i) never been a shell company as described in Rule 144(i)(1), or, (ii) if it was ever a shell company, complied with Rule 144(i)(2) for at least 12 months prior to becoming a non-reporting company and has not been a shell company at any time since its compliance with Rule 144(i)(2).

*Shares of a non-reporting company must be held for a minimum of 1 year.

Sincerely,

(Broker/Dealer)

Date

By:_____