

144 Filing Procedures

- 1) Complete 144 Filing Summary Sheet**
- 2) Pages 6 & 11 Customer to Sign (submit forms with original signatures only).**
- 3) Page 10 – Form 144 must be completed.**
- 4) Customer must provide proof of ownership (copy of sales contract, confirmation).**
- 5) Customer must provide:**
 - a. Legal opinion (can be faxed)**
 - b. All forms must have original signatures**
 - c. Stock power or signed certificate (on back)**
 - d. Corporate resolution (notarized with corporate seal).
Original needs to be on file.**

144 FILING SUMMARY

Customer's Info

Name: _____ Relationship to Co.: _____
Company: _____
c/o: _____
Account #: _____ Tax ID: _____
Address: _____

Phone: _____

Company for Sale Info

Name: _____
Address: _____

Phone: _____
Cusip: _____ Symbol: _____ Stock Title: _____
Shares Outstanding: _____
Shares to be sold: _____ Date Acquired: _____
Proposed Date of Sale: _____
Market Value: _____
Securities Exchange: _____
Nature of Acquisition: _____
From Whom Acquired: _____
Amount of Securities Acquired: _____
Proof of Ownership: _____
Date of Payment: _____ Nature of Payment: _____

Transfer Agent Info

Name: _____
Address: _____

Phone: _____
Contact: _____

COMPLETE ALL ITEMS BELOW BEFORE FILING

Date Fee Charged to customer (\$200): _____
Date Submitted to SEC (staple Airbill): _____
Date submitted to ADP: _____
Date Entered Into Log: _____

NOTES:

Lawyer:
Address:

Phone:
Fax:

Rule 144 Seller's Representation Letter Long Form

Account Number _____

I propose to sell _____ shares of Common Stock ("the stock") of _____ ("the Company"), through Ridge Clearing & Outsourcing Solutions, Inc ("Clearing Firm") in accordance with the requirements of Rule 144 under the Securities Act of 1933. In this connection I deliver to you herewith one signed copy of a Notice of Proposed Sale of Securities Pursuant to Rule 144 (Form 144), which I have transmitted to the Securities and Exchange Commission (in triplicate) and to the principal national securities exchange on which the stock is traded, and one signed copy of the Clearing Firm Seller's Questionnaire. I confirm to you that the statements made on the Form 144 and Questionnaire are true and complete. If any of the information therein or in this letter changes prior to the proposed sale, I will notify you in writing. I represent to you that:

1. I do not know or have any reason to believe that the Company has not complied with the reporting requirements contained in Rule 144(c)(1) and I am not aware of any non-public material adverse information about the Company.
2. At the time of any sale of the Stock for my account, the aggregate number of shares of the Company's Common Stock sold during the preceding three months for my account and for the account of any person whose sales are required by Rule 144 to be aggregated with my sales (as reported in Table II of Form 144) will not exceed the greater of: (a) 1% of the outstanding shares of the Company's Common Stock, or (b) the average weekly reported volume of trading the Company's Common Stock on all securities exchanges and/or reported through NASDAQ during the four calendar weeks preceding the filing of the above-mentioned Form 144 with the Securities and Exchange Commission.
3. I have owned the Stock, both beneficially and of record, for at least one year. Full consideration for the Stock (including the payment of any promissory note or other obligation given in exchange for the Stock) was given at least one year prior to the date of this letter.
4. During the past three months I have not and during the next three months I will not, alone or in conjunction with others, sell any stock of the Company under circumstances which will jeopardize the exemption from registration available under Rule 144.
5. I have not solicited or arranged for the solicitation of, and I will not solicit or arrange for the solicitation of, any order to buy the Stock in anticipation of or in connection with the proposed sale.
6. I have not made, and will not make, any payment in connection with the offerings or sale of the Stock to any person other than the payment of the usual and customary broker's commission to Clearing Firm.

7. It is my bona fide intention to sell the Stock within a reasonable time after the transmittal of the notice on Form 144 referred to in Paragraph 7. If for some reason all of the securities have not been sold within 90 days after the filing of the notice on Form 144, I will submit for filing an amended notice on Form 144 concurrently with the commencement of any further sales.
8. I do not intend to sell additional shares of the Company's Common Stock through any other means.
9. I understand that clearance by the Compliance Department of Clearing Firm may cause a delay in the proposed sale and that the transfer agent's delay in transferring the shares may cause a delay in the payment of the proceeds of sale.
10. I am familiar with Rule 144 and I do not know or have any reason to believe that the proposed sale of the stock may not be made in compliance with Rule 144.

Very truly yours,

Name of Seller

Date

J H DARBIE & CO., INC.

Discount Brokers

99 Wall Street, 6th Floor, New York, NY 10005
Telephone 212-269-7271 Facsimile 212-269-7330

www.jhdarbie.com



MEMBER-NASD-MSRB -SIPC

(The Company): [stock name]
(No. of Shares): [number of shares]
(The Seller): [customer's name]
(The Broker): JH Darbie & Co., Inc
(Proposed Date of Sale): [date of sale]
(The Transfer Agent): [transfer agent]

Ladies and Gentlemen:

In connection with the proposed sale of the above-referenced securities, pursuant to Rule 144 of the General Rules and Regulations of the Securities and Exchange Commission, under the Securities Act of 1933, as amended, the undersigned represents and warrants as follows:

1. The undersigned is a broker/dealer registered as such with the Securities and Exchange Commission pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.
2. If the Shares are sold in a broker's transaction pursuant to Paragraph (f) and (g) of Rule 144, the undersigned will do no more than execute the order to sell the Shares as agent for the seller and will receive no more than the usual and customary brokerage commission. If the undersigned acts as a "Market Maker" as that term is defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, the undersigned may purchase the Shares directly from the Seller.
3. The undersigned will not solicit, nor arrange for the solicitation of, customer's orders to buy the Shares in anticipation of, or in connection with, the sale of the Shares by the Seller, provided that the foregoing will not preclude (I) inquiries by the undersigned of the other broker/dealers who have indicated an interest in the Company's shares within the sixty (60) day period immediately preceding such sale; (II) inquiries by the customers of the undersigned who have indicated an unsolicited, bona fide interest in the Shares within the ten (10) business day period preceding such sale; or (III) publication by the undersigned of bid and ask quotations for the Shares in an inter-dealer quotation system provided that such quotations are incident to the maintenance of a bona fide undersigned's dealer market for the undersigned's own account, and that the undersigned has published bona fide bid and ask quotations on each of at least twelve (12) days within the thirty (30) calendar day period preceding succession without such two-way

quotations.

4. After reasonable inquiry, in particular, inquiry as to the matter specified in Note 2 of Rule 144(g), the undersigned is not aware of circumstances indicating that the above-referenced seller is an underwriter with respect to the Shares or that the sale is part of a distribution of securities of the Company.
5. If the sale of the subject Shares has not been completed within ninety (90) days from the date of the order to sell, or for such additional ninety (90) day periods for which the Seller shall file an Amended Form 144, the undersigned will return the certificate representing any unsold Share to the transfer agent on behalf of the Company, to be re-issued in the name of the Seller with the restrictive legend customarily used by the Company re-affixed thereon.
6. Before placing an order to sell the stock, the Seller will provide the undersigned with three (3) signed copies of the Noticed of Proposed Sale of Securities pursuant to Rule 144 (Form 144) for delivery to the Securities and Exchange Commission, 450 5th Street, N.W., Washington, DC 20546.

J H Darbie & Co., Inc.

By: _____ Date: _____
(Authorized Signature) —

J H DARBIE & CO., INC.
Discount Brokers
99 Wall Street, 6th Floor, New York, NY 10005
Telephone 212-269-7271 Facsimile 212-269-7330
www.jhdarbie.com



[date]

Securities and Exchange Commission
Judiciary Plaza
450 – 5th Street, N.W.
Washington, DC.20549

Re: Filing of Form 144 – [stock name]

Dear Sir or Madam:

Enclosed please find an originally executed and three copies of Form 144 on behalf of :

[customer's company]
[customer's name]

in connection with our proposed sale of common stock of

[stock name].

Please return the extra copy of this letter, date stamped, in the enclosed self-addressed, stamped envelope to acknowledge receipt of this filing.

Sincerely,

J H Darbie & Co., Inc.

Robert Rabinowitz
Vice-President

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

| | |
|--|----------------|
| OMB APPROVAL | |
| OMB Number: | 3235-0101 |
| Expires: | March 31, 2011 |
| Estimated average burden hours per response | 2.00 |

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|-----------------------|--|
| SEC USE ONLY | |
| DOCUMENT SEQUENCE NO. | |

| |
|--------------|
| CUSIP NUMBER |
|--------------|

| |
|---------------|
| WORK LOCATION |
|---------------|

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

| | | | |
|--|--|----------------------------|---------------------|
| 1 (a) NAME OF ISSUER (Please type or print) | | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. |
| 1 (d) ADDRESS OF ISSUER | | STREET | CITY |
| | | STATE | ZIP CODE |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | | (b) RELATIONSHIP TO ISSUER | (c) ADDRESS STREET |
| | | CITY | STATE |
| | | ZIP CODE | |

| | |
|-------------------|--------|
| (e) TELEPHONE NO. | |
| AREA CODE | NUMBER |

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3 (a) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY | (c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i> | (d) Aggregate Market Value <i>(See instr. 3(d))</i> | (e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i> | (f) Approximate Date of Sale <i>(See instr. 3(f))</i> (MO. DAY YR.) | (g) Name of Each Securities Exchange <i>(See instr. 3(g))</i> |
|--|---|---------------------------|---|---|--|--|---|
| | | Broker-Dealer File Number | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

INSTRUCTIONS:

- | | |
|--|---|
| <p>1. (a) Name of issuer (b) Issuer's I.R.S. Identification Number (c) Issuer's S.E.C. file number, if any (d) Issuer's address, including zip code (e) Issuer's telephone number, including area code</p> <p>2. (a) Name of person for whose account the securities are to be sold (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing) (c) Such person's address, including zip code</p> | <p>3. (a) Title of the class of securities to be sold (b) Name and address of each broker through whom the securities are intended to be sold (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount) (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer (f) Approximate date on which the securities are to be sold (g) Name of each securities exchange, if any, on which the securities are intended to be sold</p> |
|--|---|

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| | | | | | | |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| | | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)