

## Seller's Representation Letter - Non-Affiliate

### Sales of Restricted Securities by a Non-Affiliate

[This letter can be used for both, Securities Exchange Act of 1934 reporting companies (see #3, below) and non-reporting companies (see #4, below).]

To: \_\_\_\_\_ (“Broker”)  
*(Name of Brokerage Firm)*

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: Note purchase  
  
\_\_\_\_\_
  - b. manner of payment: Cash \_\_\_\_\_  
  
\_\_\_\_\_
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)).

#### **Reporting Company Under the Securities Exchange Act of 1934:**

3. a.  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.  firm that, to the best of my knowledge, the Company is in compliance with the  
Securities Exchange Act of 1934 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.

**Non-Reporting Company:**

4. a.  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.  confirm that this transaction is not part of a plan or scheme to evade the SEC's Securities Act of 1933 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. The Broker is authorized to rely on the representations herein in connection with the above sale, and I consent to the Broker communicating with the Company in connection with such sale.

Very truly yours,

\_\_\_\_\_  
(Signature of Shareholder/Seller's Name)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Shareholder/Seller's Name)

Account #: \_\_\_\_\_ - \_\_\_\_\_