

**SELLER/ SHAREHOLDER'S REPRESENTATION LETTER
FOR NON-AFFILIATES**

To:

Manhattan Transfer Registrar Company
38B Sheep Pasture Road
Port Jefferson, NY 11777
631-928-7655

THIS FORM MUST BE COMPLETED, SIGNED, DATED, AND FORWARDED TO:

Fax: 631-209-8143, or

dhough@mtrco.com or dcarlo@mtrco.com

* Regardless of attorney, broker, or other representation letters provided to Manhattan Transfer Registrar Company ("MTR"), this letter must be completed and executed by seller/shareholder before MTR will consider a transfer request. Please consult with your attorney.

Date: _____ Shareholder's Name: _____

Issuer: _____ Shareholder's Address: _____

1. In connection with the legend removal by the undersigned of _____ shares of Common Stock (the "shares") of _____, a Corporation (the "Issuer") represented by certificate number(s) _____ and the request of the undersigned that the restrictive legend on the Shares be removed pursuant to an exemption under the following (*check one of the boxes*):

- Rule 144 (b)(1)(i) of the Securities Act of 1933, as amended, (minimum 6 months holding period), or**
- Rule 144 (b)(1)(ii) of the Securities Act of 1933, as amended (minimum 12 months holding period), or**
- Section 4a(1) of the Securities Act of 1933, as amended.**

2. The undersigned, seller/shareholder, hereby represents and warrants to MTR the following:

a) The undersigned (i) is not an affiliate of the issuer (i.e., a person who, directly or indirectly through one or more intermediaries, controls, or is under common control with the issuer), (ii) is not a relative or spouse, or a relative of such spouse, of an affiliate of the issuer who has the same home as the affiliate, and has not been an affiliate of the issuer or such relative or spouse during the three months preceding the date of this representation letter;

b) I am not an officer, director, control person, or beneficial owner of more than 10% of any class of security of the Issuer and I have not been during the preceding three months an affiliate of the Issuer as that term is defined by Rule 144 of the Securities Act of 1933;

c) I am not in possession of any non-public material information concerning the Issuer;

d) I hereby warrant to the transfer agent and counsel opining to the request to remove a legend in accordance with applicable securities law, that the answers to the within questions are true to the best of my knowledge and belief and that I agree to hold the transfer agent and attorney harmless for any misstatement of fact or omission contained herein;

e) My request to remove the restrictive legend and sell the shares is not in connection with a distribution of any securities on my behalf, and I am not an underwriter with respect to these securities as defined in Section 2(11) of the Exchange Act;

f) In the event of a change of any information contained herein, or in the event any information shall come into my possession which would indicate that the information contained herein is not accurate or complete, I shall immediately inform you of such change or information in writing;

g) I am not aware of any stops or holds placed on these shares;

h) I agree that if the sale of the shares herein has not been completed within 90 days from the date below, then I will update this letter and re-submit it to the MTR, and

i) If the restrictive legend is being removed pursuant to Rule 144, I warrant that the shares will be sold in a manner in accordance with Rule 144.

3. Number of shares of issuer currently owned by shareholder:

***This amount includes shares owned personally in certificate form or brokerage account and any entities of which the shareholder is affiliated including this request.**

Issuer “shell company” status: *(check appropriate boxes)*

4. The Issuer is is not currently a “shell company” as defined under Rule 144(i)(1)(i).

5. The Issuer has never has executed a reverse merger either acquiring or being acquired by an entity. *If the Issuer has entered into a reverse merger agreement, please provide the date of merger:

6. The Issuer has never has been a shell company.

If the Issuer was a former shell company, please provide date of non-shell status, if any:

a) The Issuer has filed all reports (other than Form 8-K reports) required under the Exchange Act for the preceding 12 months and has filed current "Form 10 information" with the Commission reflecting its status as an entity that is no longer an issuer described in Rule 144(i)(1), and at least one year has elapsed since the issuer filed that information with the Commission. Yes No

Holding Period:

7. Seller acquired the shares on: _____ / _____ / _____.

8. The following period has elapsed since the date the seller acquired the shares (*check one of the boxes*):

- (6 months to 1 year), or
- (1 year to 2 years), or
- (2 years or more).

Current Public Information:

9. (*Check all boxes that apply*):

- The issuer is, and has been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of section 13 or 15(d) of the Exchange Act and has:
 - Filed all required reports under section 13 or 15(d) of the Exchange Act, as applicable, during the 12 months preceding such sale;
 - Submitted electronically and posted on its corporate Web site, if any, every Interactive data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T, during the 12 months preceding such sale, or
- If the issuer is not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act, there is adequate current public information available as defined in Rule 144(c)(2).

Questions 10-12 must be completed if the subject shares are being issued upon the conversion of any promissory note, debenture, or other "convertible security."

10. Total principal amount of convertible security owned by Shareholder: _____.

11. Number of shares of stock issued to Shareholder on conversion of the convertible security or any other indebtedness of the Issuer within the preceding three months: _____.

12. Issuer's financial statements show the convertible security on its balance sheet, with appropriate footnote disclosure, as follows:

(a) Date the convertible security issued: _____ / _____ / _____.

(b) Issuer reported outstanding convertible security described in Issuer's financial statements for the period ending: _____ / _____ / _____, filed/posted on: _____ / _____ / _____; reported on page _____.

PRINT shareholder's name: _____

*Exactly as it appears or will appear on the stock certificate

PRINT signer's name & title: _____

*If signer's name is different from the listed shareholder

**Any person signing in a representative capacity must include a corporate resolution, partnership agreement, trust documents or other applicable documentation that authorizes this individual to sign on behalf of the entity.

Seller/Shareholder, under penalty of perjury, hereby swears and affirms that all information provided by Seller/Shareholder in this representation letter is and will be accurate and complete.

Signature of Seller/Shareholder

Date: _____