

RULE 144/145 SELLER'S REPRESENTATION LETTER FOR AFFILIATES OF THE ISSUER

☐ Rule 144 ☐ Rule 145

Please complete this form if you are selling or have sold securities under the Securities Act of 1933. Return the completed form to your Broker. If you have any questions, please call your Broker/Dealer

(“BROKER”)

CLIENT NAME

JOINT OWNER (IF ANY)

1. CERTIFICATION

In connection with the proposed sale by me of _____ shares of Common Stock of _____ (“the Company”), pursuant to applicable rule of the Securities Act of 1933, I hereby represent to you that:

- A) I confirm that the company is not, and has not been, a shell issuer as described in Rule 144(i)(1).
- B) I confirm to you that “the Company” is in compliance with the 1934 Act current public information reporting requirements contained in Rule 144(c)(1).
- C) I have not made, and will not make, any payments in connection with the execution of the above order to any persons other than Broker.
- D) I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
- E) I have sold _____ shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
- F) To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold _____ shares of the Company stock within the preceding three (3) months.
- G) In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least six (6) months as computed in accordance with paragraph (d) of Rule 144.
- H) ☐ I have enclosed an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and where applicable one copy of which has been sent to the _____ Stock Exchange on _____. The Form is accurate and complete.
- ☐ I did not file Form 144 for the proposed transaction.
- I) I affirm that I am an affiliate of the issuer, as that term is used in Rule 144(a)(1) and do not have any material information about the issuer of these securities that has not been publicly disclosed. If prior to the completion of the execution of this sale order I obtain any such information, I will forthwith notify you so that you may terminate my sales until after it has been publicly disclosed.
- J) I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale.

I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

2. SIGNATURE

I am familiar with Rule 144 and Rule 145 of the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this form honestly and to the best of my knowledge. I understand that National Financial Services LLC (“NFS”) or Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this form.

X

SIGNATURE OF OWNER

DATE mm/dd/yyyy

X

SIGNATURE OF JOINT OWNER (IF ANY)

DATE mm/dd/yyyy