

# SHAREHOLDER REPRESENTATION LETTER

Date: \_\_\_\_\_

Nevada Agency and Transfer Company:

I, \_\_\_\_\_, am the owner of \_\_\_\_\_ shares of the common stock ("the Stock") of \_\_\_\_\_ ("the Company"). The purpose of this letter is to induce you to allow the re-issuance of a certificate to me evidencing the Stock with the removal of the standard "restrictive" legend. In order to induce you to remove the "restrictive" legend, I represent to you that:

1. My date of acquisition was \_\_\_\_/\_\_\_\_/\_\_\_\_ (date paid for) and;

Choose one:  The Company is a reporting<sup>1</sup> company and I acquired the shares at least *six months ago*. The last public information filed by the company was on \_\_\_\_\_. I am selling the shares<sup>2</sup> in a  private transaction]  broker transaction].  
 The Company  is]  is not] a reporting<sup>3</sup> company and I acquired the shares at least *one year ago*. The last public information filed by the company was on \_\_\_\_\_.

2.  The Company  is]  is not and never has been] a shell issuer as described in Rule 144(i)(1)<sup>4</sup>.

3. In connection with a proposed sale of the shares, the undersigned will not sell any shares if the Company ceases to be in compliance with the current public information reporting requirements under Rule 144(c)(1).

4. Affiliate Status:

I am<sup>5</sup> an officer or director and deemed an "affiliate" of the Company within the meaning of Rule 144 during the preceding three months.

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).

5. I am unaware of any material adverse information with regard to the Company that has not been publicly disclosed.

Please remove the restrictive legend on the enclosed certificate(s) in reliance upon Rule 144 under the Securities Act of 1933 so that the Stock may be free to sell without restriction and return a replacement certificate clear of any restrictive legend based on the information provided above. I understand and am familiar with Rule 144, I agree that the information given above may be relied upon and to indemnify you for any liability arising out of the foregoing representation.

I understand the fee associated with each transfer is \$30 for each new certificate issued, \$50 legend removal fee and \$20 Ground FedEx return or \$40 FedEx overnight return (Domestic). Please find a check enclosed to cover these fees.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

<sup>1</sup> A financial report must be filed with the SEC within the past six months to be considered "reporting" (www.sec.gov).

<sup>2</sup> Shares must change ownership to remove the restriction between 6 months and one year. A legal opinion is required to retain the shares in same registered name.

<sup>3</sup> A legal opinion will be required if the company becomes non-reporting prior to the restriction removal.

<sup>4</sup> A legal opinion is required in all cases if the company is currently a shell company or has ever been a shell company. Shell status is disclosed directly by the Company.

<sup>5</sup> All affiliate transactions require a legal opinion for restriction removal.