



4747 North 7th Street, Suite 170, Phoenix, AZ 85014

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SHAREHOLDER'S REPRESENTATIONS LETTER

Removal of Restrictive Legend under Rule 144

To: Legend Removal Department
First American Stock Transfer, Inc.
4747 North 7th Street, Suite 170
Phoenix, AZ 85014

I am seeking to remove the restrictive legend from securities in the manner permitted by Rule 144(d)(1)(ii) under the Securities Act of 1933. **I represent to you that I understand and avow that I am:**

Shareholder(s) name(s): _____
Shareholder(s) address: _____

That I own _____ number of (common/preferred) shares of _____ Company, represented by certificate(s) # _____, # _____, # _____, or book entry lots issued on _____ date, _____ date, _____ date, at the following cost bases: _____, _____.

AND

1. I am familiar with SEC Rule 144 (d) (1)(ii) and I meet all of the requirements, under the rule, necessary to have the restrictive legend removed from the presented certificate(s) and/or book entry shares.
2. The Company is in compliance with the current public information requirement of Rule 144 (c).
 - A. ____ (**Reporting Issuer**) The Company (a) has been subject to such 1934 Exchange Act filing requirements for at least 90 days, (b) has filed all reports required by Rule 144(c), and (c) has been in compliance with Rule 144(i)(2) for at least 12 months if the Company has ever been a shell company as defined by Rule 405.
- Or**
- B. ____ (**Non-Reporting Issuer**) The Company (a) is not subject to the reporting requirements of the 1934 Exchange Act, (b) has fully complied with the current public information requirements of Rule 144(c), and (c) has been in compliance with Rule 144 (i)(2) for at least 12 months if the Company has ever been a shell company as defined by Rule 405.
3. I understand that if the Company has EVER been a shell and has not filed at least 12 continuous months of Form 10 type information with the SEC, that the Rule 144 restriction may not be removed.

(Under the amended rules, Rule 144 will not be available for the resale of securities initially issued by either a reporting or non-reporting shell company (other than a business combination related shell company) or an issuer that has been at any time previously a reporting or non-reporting shell company, unless the issuer is a former shell company that meets all of the conditions discussed within SEC Release No. 33-8869, *Revisions to Rules 144 and 145*, pgs 45-46.)



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4. Payment in full for the securities, whether by payment in cash, exchange of securities, services rendered or other valuable consideration, was made by me or on my behalf at least six months prior to the date of this letter (in the case of a Reporting Issuer) or at least one year prior to the date of this letter (in the case of a Non-Reporting Issuer).
5. I am not an affiliate of the Company and have not been an affiliate within the past 90 days.

Date: _____

SHAREHOLDER(s): _____
(must be same as name(s) on stock certificate)

Signature

Print name:

Signature

Print name:

Any person signing in a representative capacity shall indicate his/her title