

Dear: _____

We have been requested by _____ (the "Seller") to sell up to _____ shares of common stock (the "Securities") of _____ the "Company") pursuant to provisions of Rule 144 adopted under the Securities Act of 1933 (the "Act"). In order to obtain the removal, of the legend and stop order relating to the Securities and to permit their sale, the securities will be sold in a manner which satisfies the requirements of paragraphs (f) and (g) of said Rule 144 and in Section 4(4) of the Act, and, in connection therewith, we hereby represent, warrant and agree as follows:

1. We will either (i) purchase the Securities directly as a "market maker" (as that term is defined in Section 3(a) (38) of the Securities Exchange Act of 1934) or (ii) execute the order to do no more than execute the order or orders to sell the Securities as agent for the person for whose account the Securities are sold and receive no more than the usual and customary broker's commission in connection therewith;
2. With respect to any "broker's transactions", we shall neither solicit nor arrange for the solicitation of customer's orders to buy the Securities in anticipation of or in connection with the transaction; provided, however, that the foregoing shall not preclude inquiries by us of the brokers or dealers who have indicated an interest in the Securities within the 10 business days preceding the date of this order;
3. After review of the Form 144 provided to us by the Seller and discussions with the Seller, and after such other reasonable inquiry as we have deemed necessary in the circumstances, we are not aware of circumstances indicating that the Seller is an underwriter with respect to the Securities or that the sale of securities is part of a distribution of securities is part of the Company; and
4. The undersigned will notify you in writing if the sale is not completed within 90 days of the Seller's filing of the Form 144 with the Securities and Exchange Commission.

Sincerely,

(Broker/Dealer)

By: _____