

Attention Compliance Department,

To Whom It May Concern:

In connection with the proposed transfer by the undersigned of _____ shares of _____ (the "Company") pursuant to Rule 144 (k) under the Securities Act of 1933, as amended (the "1922 Act"), and in order to induce you to issue the undersigned or the undersigned's transferee such number of shares and to remove any stop transfer order presently in effect with respect thereto, the undersigned hereby warrants and represents to you as follows:

1. The undersigned has read and understands Rule 144.
2. In connection with the proposed transfer of which this letter relates, the undersigned is not acting in concert with any other person for the purpose of selling securities of the Company.
3. The undersigned is not an affiliate (as defined in Rule 144) of the Company and has not been an affiliate of the Company at any time during the preceding three months.
4. The securities proposed to be transferred have been beneficially owned by the undersigned for a period of at least two (2) years, computed in accordance with Rule 144 paragraph (d).

The undersigned understands that the Company will rely on the foregoing warranties, representations and covenants in permitting the transfer of the shares to which this request relates and undertakes to hold the Company, its directors, officers, employees and agents, harmless from and against any and all loss, damage, liability and expense arising out of or resulting from the breach of any warranty, representation or covenant contained herein.

Very truly yours,

By: _____

Date: _____