Form 5

Non-Affiliate Seller’s Rule 144 Representation Letter

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

[Broker-Dealer][Address]

|  |  |
| --- | --- |
| Re: | Sale of \_\_\_\_\_\_\_\_\_\_ Shares of [Issuer] Pursuant to Rule 144 |

Ladies and Gentlemen:

The undersigned proposes to sell \_\_\_\_\_\_\_\_\_\_ shares of common stock (the “Shares”) of [Issuer] (the “Company”) through [Broker-Dealer] in accordance with the requirements of Rule 144 under the U.S. Securities Act of 1933, as amended (“Rule 144”). In this connection, the undersigned represents and warrants to, and agrees with you that:

1. The undersigned does not know or have any reason to believe that the Company has not complied with the reporting requirements contained in Rule 144(c)(1).

2. The undersigned acquired and fully paid for the Shares as detailed below. The undersigned has attached a separate sheet detailing the transaction(s), if any, that permit the tacking of the holding period to an earlier date.

|  |  |  |
| --- | --- | --- |
| Certificate Number | Number of Shares | Acquisition Date |
|  |  |  |
|  |  |  |
|  |  |  |
| Total |  |  |

3. It is the bona fide intention of the undersigned to sell the Shares within a reasonable amount of time.

4. The undersigned is not aware of any failure of the above described transaction to meet the requirements of Rule 144.

5. The undersigned agrees to notify you immediately of any developments or occurrences that, to the knowledge of the undersigned, would render any of the foregoing representations or agreements untrue.

|  |  |
| --- | --- |
|  | Sincerely yours, |
|  |  |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of Stockholder—Please Print) |
|  |  |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Authorized Signature |
|  |  |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of Signatory—if signing  in a representative capacity) |
|  |  |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Title of Signatory—if signing in a representative capacity) |