Form 6

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 (the “Shares”) of common stock (the “Common Stock”) of [Issuer] (the “Company”) through [Broker-Dealer] in accordance with the requirements of Rule 144 (“Rule 144”) under the U.S. Securities Act of 1933, as amended (the “Act”). In this connection, the undersigned delivers to you herewith a signed copy of Notice of Proposed Sale of Securities Pursuant to Rule 144 (“Form 144”), if applicable, relating to such sale and confirms to you that the statements made therein are true and complete. The undersigned also 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. At the time of any sale of the Shares for the undersigned, the aggregate of the number of shares of the Company’s Common Stock that are restricted securities (as defined in Rule 144(a)(3)), or control securities sold then and in the previous three months by the undersigned or for its account and by or for the account of any person whose sales are required by paragraphs (a)(2) and (e)(3) of Rule 144 to be aggregated with sales by or for the undersigned (other than shares registered under the Act, or sold in private placement or Regulation A transactions) will not exceed the amounts permitted as defined in Rule 144(e).

4. The undersigned has not solicited or arranged for the solicitation of, and will not solicit or arrange for the solicitation of, orders to buy the Shares in anticipation of or in connection with such proposed sale; and such sale or sales shall be made in transactions contemplated by paragraph (f) of Rule 144.

5. The undersigned has not made, and will not make, any payment in connection with the offering or sale of the Shares to any person other than [Broker-Dealer].

6. Concurrently with the placing of an order to sell the Shares, if applicable, the undersigned will transmit to the Securities and Exchange Commission, 100 F. Street, N.E., Washington, D.C. 20549, three signed copies of Form 144 identical to the one delivered to you herewith; and the undersigned will transmit one signed copy of Form 144 to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the principal exchange on which the Company’s Common Stock is admitted for trading).

7. It is the bona fide intention of the undersigned to sell the Shares within a reasonable time after the transmittal of Form 144 referred to in paragraph 6 above.

8. Except as set forth below, the undersigned does not intend to sell additional securities of the Company through any means (please check the applicable box and provide necessary details):

\_\_\_\_\_ (a) No Exceptions;

or

\_\_\_\_\_(b) Intentions regarding additional sales:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

10. 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)