Form 7

Non-Affiliate Legend Removal Letter

Date

[Issuer’s counsel]  
[Address]

|  |  |
| --- | --- |
| Re: Removal of Legend Under Rule 144 |  |

Ladies and Gentlemen:

In connection with this request that you authorize the removal of legends reflecting restrictions imposed under the U.S. Securities Act of 1933, as amended (the “Act”), which legends [have been placed on the stock certificate(s) listed on Exhibit A hereto, representing] [for uncertificated stock—are included in the register maintained for the] shares of common stock, par value $[par value] per share, aggregating \_\_\_\_\_\_ shares (the “Shares”), of [Issuer] (the “Company”), the undersigned certifies as follows:

1. As of [specified date], the undersigned has been the beneficial owner of the Shares (including, as of [specified date], if applicable, any preferred stock that was converted into all or part of the Shares) for a period of at least six months as determined under U.S. Securities and Exchange Commission Rule 144(d) under the Act, and the full purchase price for the Shares (including, if applicable, any preferred stock that was converted into all or part of the Shares) was paid in cash at least six months prior to the [specified date];

2. The undersigned is not an “affiliate” of the Company (as defined by Rule 144(a)(1) under the Act) and has not been such an affiliate at any time during the past three months. The undersigned is aware that an affiliate is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company; and

3. You and your counsel may rely on the representations contained herein in authorizing [the issuance of unlegended stock certificates representing the Shares] [for uncertificated stock—removal of the restrictive legends, with respect to the Shares, in the register maintained therefor].

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
(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)