Form 22

Transfer Agent Instructions

[Month] \_\_, 201\_

[Transfer Agent]

[Address]

|  |  |  |
| --- | --- | --- |
|  | Re: [Company] (the “Company”) | |
|  |  | Private Placement of up to [Aggregate] shares of common stock, par value $[par value] per share (the “Common Stock”) |

Dear [Transfer Agent]:

In connection with the Company’s private placement of up to \_\_\_\_\_\_\_\_\_shares of Common Stock, you are hereby authorized to issue stock certificates with the date appearing as [Closing Date] to the individuals listed on the attached Exhibit A. Their tax I.D. numbers and delivery instructions are included as well.

The following restrictive legend should be on each of the shares:

The Shares evidenced by this certificate have not been registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state or other jurisdiction. The Shares may not be offered, sold, pledged, or otherwise transferred except (1) pursuant to an exemption from registration under the Securities Act, or (2) pursuant to an effective registration statement under the Securities Act, in each case in accordance with all applicable securities laws of the states and other jurisdictions, and in the case of a transaction exempt from registration, unless the Company has received an opinion of counsel reasonably satisfactory to it that such transaction does not require registration under the Securities Act and such other applicable laws.

[Remainder of page intentionally left blank]

Please call me if you have any questions or need any additional information at [TEL].

|  |  |
| --- | --- |
|  | Best regards, |
|  | [Company] |
|  |  |
|  |  |
|  |  |
|  |  |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  | Name: |
|  | Title: |

Exhibit A

Stock Certificate Information

NAMES, ADDRESSES AND NUMBER OF SHARES  
AS THEY SHOULD APPEAR ON  
THE STOCK CERTIFICATES

|  |  |  |  |
| --- | --- | --- | --- |
| Name/Address | # of | Tax I.D. | Overnight Delivery |
|  | Shares | Instructions |  |