Form 35

Rule 904 Sale Under Reg S Selling Shareholder Certificate

FORM OF SELLING SHAREHOLDER CERTIFICATE

REGULATION S SALE CERTIFICATE

[Month] \_\_\_\_, 20\_

[Company]

[Address]

Dear Ladies and Gentlemen:

On [Month] \_\_, 20\_, the undersigned stockholder sold \_\_\_\_ shares of common stock (the “Shares”) of [Company] (the “Company”) par value $[par value] per share. The Shares are represented by certificate[s] no[s]. \_\_\_\_\_\_.

To induce the Company (or the Company’s counsel, on behalf of the Company) to render a letter to the Company’s transfer agent an instruction to effect the transfer of the Shares and to remove the restrictive legend printed thereon [for uncertificated stock—the removal of the restrictive legends, with respect to the Shares, in the register maintained therefor], the undersigned hereby represents and warrants to and agrees with the Company and its representatives as follows:

1. The undersigned’s sale of the Shares was effected in a transaction outside of the U.S. in accordance with Rule 904 of Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”).

2. The undersigned is not a Distributor of the Company’s Securities, an Affiliate of the Company or any such Distributor, or any person acting on behalf of the Company or any of the foregoing.

3. In connection with the sale of the Shares, the undersigned did not offer the Shares to a person in the United States.

4. The sale of the Shares was executed in, on or through the facilities of the [Foreign Stock Exchange], and neither the undersigned nor any person acting on its behalf knows that the transaction has been pre-arranged with a buyer in the United States.

5. In connection with the sale of the Shares, no Directed Selling Efforts were made in the United States by the undersigned, any Affiliate of the undersigned, or any person acting on their behalf.

6. The sale of the Shares is not a transaction or part of a series of transactions that, although in technical compliance with Regulation S, is part of a plan or scheme to evade the registration provisions of the Securities Act.

Capitalized terms used but not defined herein shall have the meaning set forth in the Securities Act, and the rules and regulations promulgated thereunder.

Very truly yours,

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

SIGNATURE OF SELLING SHAREHOLDER

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NAME OF SELLING SHAREHOLDER