Form 50

Big Boy Letter

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

[Placement Agent]

[Address]

Re: Private Placement of [Securities] of [Company] [CUSIP #/ISIN # \_\_\_\_\_\_\_\_\_\_]

Ladies and Gentlemen:

[Company] (the “Issuer”) is offering for sale [securities] (the “Securities”) in a private placement. [Placement Agent] is acting as placement agent (the “Placement Agent”) in connection with the offering of the Securities.

In connection with your purchase of the Securities you hereby make the following representations and acknowledgements, all of which may be relied upon by the Placement Agent:

(1) The undersigned investor is either (i) an “accredited investor” (as defined in Rule 501 under the U.S. Securities Act of 1933, as amended), or (ii) a “qualified institutional buyer” (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended) who is aware that the sale of the Securities to it is being made to it in reliance on Rule 144A and is acquiring the Securities for its own account or the account of another QIB over which it exercises full discretion;

(2) The decision to purchase the Securities has been made by the undersigned investor and the undersigned investor confirms that it has undertaken an independent analysis of the merits and risks of an investment in the Securities, based on the undersigned investor’s own financial circumstances;

(3) The undersigned investor has had the opportunity to receive public and non-public information from the Issuer, and to ask questions of, and receive answers from, the Issuer, concerning such information;

(4) The undersigned investor has not relied upon [Placement Agent] in negotiating the terms or its investment in the Securities; and

(5) In making a decision to purchase the Securities, the undersigned investor has not received or relied on any communication, investment advice, or recommendation from [Placement Agent].

Acknowledged and agreed by:

[Investor]

By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[SIGNATURE OF INVESTOR]

Name:

Title: