

## Seller's Representation Letter

### Sales of Restricted Securities by a Non-Affiliate

[This letter can be used for both 1934 Act reporting companies (see #3, below) and non-reporting companies (see #4, below).]

To: **Wilson-Davis & Co., Inc.** ("Broker")  
236 South Main  
Salt Lake City UT 84101

I propose to sell \_\_\_\_\_ shares of Common Stock of \_\_\_\_\_ (the "Company"), through you the Broker in accordance with the requirements of Rule 144 (the "Rule") and I hereby represent:

1. The shares are "restricted securities," as that term is used in Rule 144(a)(3). The shares were acquired and fully paid for as noted below:

Date	Method of acquisition	Method of Payment
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. I am not now, and have not been during the preceding three months, an officer, director, or more than 10% shareholder of the Company or in any other way an "affiliate" of the Company (as that term is defined in Rule 144(a)(1)).

**1934 Act Reporting Company:**

3. a. \_\_\_\_ I confirm that I have been the beneficial owner of such securities for a period of at least six (6) months, but less than one year.
- b. \_\_\_\_ I confirm that, to the best of my knowledge, the Company is in compliance with the 1934 Act current public information reporting requirements contained in Rule 144(c)(1).
- c. \_\_\_\_ I confirm that I have been the beneficial owner of such securities for a period of at least one (1) year as computed in accordance with paragraph (d) of the Rule, and therefore am free to sell the shares without restriction.
- d. \_\_\_\_ I confirm that at the time the shares were acquired by me, the company was not, and had not been, a shell issuer as described in Rule 144(i)(1).

**Non-Reporting Company:**

- 4. a. \_\_\_\_ I confirm that I have been the beneficial owner of the shares for a period of at least one (1) year as computed in accordance with paragraph (d) of the Rule.
- b. \_\_\_\_ I confirm that at the time the shares were acquired by me, the company was not, and had not been, a shell issuer as described in Rule 144(i)(1).  
Therefore, I am free to sell the shares without restriction.
- c. \_\_\_\_ I confirm that this transaction is not part of a plan or scheme to evade the SEC's 1933 Act registration requirements.
- 5. I confirm to you that I am not aware of any material, non-public information about the Company.
- 6. I understand that the transfer agent's delay in transferring the shares may cause a delay in the payment of the proceeds of the sale.
- 7. The Broker is authorized to rely on the representations herein in connection with the above sale, and I consent to the Broker communicating with the Company in connection with such sale.

**Securities Sold During The Past 3 Months**

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

<u>Name of Seller</u>	<u>Title of Securities Sold</u>	<u>Date of Sale</u>	<u>No Shares</u>	<u>Proceeds</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

If "none" so state above.

Very truly yours,

\_\_\_\_\_  
*(Signature of Shareholder/Seller's Name)*

\_\_\_\_\_  
*(Date)*

\_\_\_\_\_  
*(Print Shareholder/Seller's Name)*