

**Form Representation Letter A
Seller's Representation Letter**

Rule 144 Sales By an Affiliate of a 1934 Act Reporting Company

[This letter can be used for both non-restricted and restricted securities (after a six-month holding period—see #3, below).]

To: _____ (“Broker”)
(Name of Brokerage Firm)

I propose to sell _____ shares of Common Stock of _____ (the “Company”), through the Broker in accordance with the requirements of Rule 144 (the “Rule”) and I hereby represent:

1. The following information reflects all sales made during the past three months for my account and for the accounts of others with whom I must aggregate sales under the Rule:

	Amount	Date
a. Myself	_____	_____
b. My spouse, children and all other relatives living in my household (or under our control)	_____	_____
c. Trusts or estates in which any person in (a) or (b) above are trustees, executors or have a 10% beneficial interest	_____	_____
d. Corporations or other entities (other than the Company) in which persons in (a) or (b) above own collectively 10% or more of any class of equity securities or have a 10% equity interest	_____	_____
e. Anyone acting in concert with any of the above	_____	_____
f. All other accounts whose sales must be aggregated, including:		
Donees	_____	_____
Pledgeses	_____	_____
Trusts	_____	_____
Others	_____	_____

2. The aggregate number of shares of the Company's Common Stock sold during the preceding three months for my account and for the account of any person indicated in #1, above (as reported in Table II of Form 144) does not exceed the greater of either (a) or (b):

a. 1% of the total outstanding class shares of the Company's Common Stock.

b. The average weekly reported trading volume in the Company's Common Stock on all securities exchanges during the four calendar weeks preceding the filing of the above-mentioned Form 144 with the Securities & Exchange Commission.

3. If the securities being sold are "restricted securities" as defined in paragraph (a)(3) of Rule 144, I confirm that I have been the beneficial owner of such securities for a period of six (6) months as provided in paragraph (d) of the Rule.
4. 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).
5. I am an affiliate of the issuer, as that term is used in Rule 144(a)(1).
6. I do not intend to sell additional shares of the Company's Common Stock through any other means until execution or cancellation of this order.
7. I have not made, and will not make, any payment in connection with this sale, other than the usual and customary compensation to the Broker.
8. I have not solicited or arranged, and will not solicit or arrange for orders to buy in connection with this sale.
9. Enclosed is an executed copy of Form 144, three copies of which were transmitted to the Securities & Exchange Commission at its headquarters in Washington, D.C. and (where applicable) one copy was sent to the principal exchange on which the stock is traded. (Form 144 need not be filed if the aggregate amount of securities to be sold during any three (3) month period does not exceed 5,000 shares and \$50,000 worth of securities.) [However, as a preventive measure, brokers and affiliates may wish to continue filing Forms 144 to avoid inadvertently violating the filing threshold during any three-month period.]
10. I confirm to you that I am not aware of any material, non-public information about the Company.
11. I confirm to you 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).
12. 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.
13. The Broker and/or the Company's transfer agent is authorized to rely on the representations herein in connection with this sale, and I consent to the Broker communicating with the Company in connection with such sale.

Very truly yours,

(Signature of Shareholder/Seller's Name)

(Date)

(Print Shareholder/Seller's Name)

Account #: _____