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Broker's Representation Letter

Issuer: Certificate No.: Shares:

Ladies and Gentlemen:

This will advise you that on we received an order from (the "Seller") to sell for the account of the Seller, an aggregate shares of the Common Stock of as evidenced by the above referenced certificate.

In connection with the proposed sale, we make the following representations:

1. We have done or will do no more than (a) execute the order to sell the securities as agent for the Seller and receive no more than the usual and customary broker's commission, (b) execute the order as a "market maker" within the definition of that term contained in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, or (c) execute orders on a riskless principal basis (as defined in Rule 144(f)(1)(iii)).
2. We have neither solicited nor arranged nor will solicit or arrange for solicitation of any customer's orders to buy the securities in anticipation of or in connection with the above referenced transaction other than as specifically allowed in Rule 144(g)(3).
3. We have made reasonable inquiry to verify that the transaction or series of transactions referred to herein are not part of a plan or scheme to evade the registration requirements of the Securities Act of 1933, as amended.
4. We understand that the Seller is an "affiliate" of the issuer as that term is defined in Rule 144(a)(1). Accordingly, we will undertake compliance with Rule 144(e), (f) and (h) as those subparagraphs apply to resales of securities by affiliates.
5. We have made reasonable inquiry to verify that the issuer of the securities being sold has always had: (a) more than nominal operations; and (b) more than nominal assets or assets consisting solely of cash and cash equivalents unless such issuer: (i) is a business combination related shell company, as defined in Rule 405; (ii) is an asset backed issuer, as defined in Item 1101(b) of Regulation AB; or (iii) used to be an issuer as described in (a) and (b) above, but now complies with the requirements of Rule 144(i)(2).
6. In the event the issuer fails to comply with Rule 144(i)(2), we shall cease execution of the order to sell and return any unsold shares to you.

If you have any questions regarding this matter, please do not hesitate to contact me directly.

Very truly yours,

Name: Date:
Contact Information: Firm: