

RULE 144- 2 YEARS AND OLDER Effective April 29, 1997

STATE OF:

COUNTY OF:

, herein after referred to as *SHAREHOLDER*, being first duly sworn upon oath, hereby deposes and state as follows:

1 *SHAREHOLDER* gives this Affidavit to _____, a
corporation, hereinafter called _____, and its stock transfer agent
(Company Name)
_____, in connection with and to secure its reliance in transferring certain shares of
(Transfer Agent)
shares of _____ without registration under the Securities Act of 1933, as amended.
(Company Name)

2 On or before _____ acquired _____ shares of
(Shareholder)
by tendering full consideration in cash or otherwise from _____
The shares have been held by *SHAREHOLDER* since _____. The shares are eligible to be transferred without
restricted legend by way of RULE 144(k) of the Securities and Exchange Commission in that the
has held the securities for the two-year holding period as required by said Rule, as well as all of the other requirements of said Rule.
(Shareholder)

3 _____ was, at the time of the acquisition of said shares, able to bear economic risks of the
(Shareholder)
proposed investment.

4 At the time of the acquisition of said shares, _____ has access to all
(Shareholder)
information believed necessary to evaluate an investment in the _____ and had access to
all information concerning the company and its business. (Company Name)

5 _____ has reasonable grounds to believe that _____ was
(Company Name) (Shareholder)
sophisticated in the type of investment that its stock constituted and _____ had
(Company Name)
reason to believe that _____ had knowledge and experience in financial and
(Shareholder)
business matters to evaluate the merits and risks of the proposed transaction.

6 _____ has held the shares continuously since has acquisition in _____.
(Shareholder)
During the two-year period that _____ has held the shares, they have been and
(Shareholder)
presently are beneficially owned by _____.
(Shareholder)

7 During the preceding two years, _____ has not held any short positions in, nor
(Shareholder)
any part or other option to dispose of, an equity securities of the same class or any security convertible into such class
of _____.
(Company)

RULE 144- 2 YEARS AND OLDER Effective April 29, 1997 Cont.

8 _____ represents that he is not an affiliate of _____ and has not
(Shareholder) (Company Name)
been an affiliate for the three months preceding the date hereof, as required by Rule 144(k).

9 In the selling of shares, _____ will not act as a statutory underwriter nor will
(Shareholder)
he/she otherwise participate in any distribution of the securities of _____ .
(Company)

10 Upon discovery of an event or occurrence which would alter truth, accuracy or completeness of any of the
foregoing representations, warranties of understanding, and which might render Rule 144(k) unavailable to
_____ as an exemption for the sale of the shares,
(Shareholder) (Shareholder)
will at once notify the Transfer Agent and any broker with whom he/she has placed sell orders with respect to the shares, and will
cease forthwith the sale of any further shares, pending receipt of the necessary assurances or documentation that continued sales
may be effected under the exemption provided by the Rule 144 or any other application exemption under the Act.

Dated (YY/MM/DD)

SHAREHOLDER