

Representation Letter  
for  
SEC Registered Shares  
or  
SEC Regulation A Exempt Shares

Date: \_\_\_\_\_

Percent Owned: \_\_\_\_\_%

Glendale Securities, Inc.  
15233 Ventura Blvd. Suite 712  
Sherman Oaks, CA 91403

Re: Seller's Representations re Sale of Shares

Dear Sir or Madam:

In connection with order to you today to sell or transfer \_\_\_\_\_ shares of common stock (the "Stock") of \_\_\_\_\_ (the "Company") through Glendale Securities, Inc.

1. Neither the undersigned, nor any person or entity listed below, presently is, or in the prior three months has been an "Affiliate" of the company as that term is used in paragraph (a) of Rule 144 (i.e. A person or entity that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under control with the company):

- a. Any relative of mine who shares the same home with me;
- b. Any trust or estate in which I or any person specified in (a) collectively own 10% or more of the beneficial interest or of which I or any such person services as Trustee, executor or in any similar capacity;
- c. Any corporation or organization of which I or any person that I specified in paragraph "(a)" is (or are) the beneficial owners collectively of 10% or more of any class of equity securities or 10% or more of the equity interest.

2. Offer and sale of the Stock was registered with the SEC pursuant to a registration statement ( S-1, F-1, S-8, SB-2, S-3) or was exempt from registration (Regulation A Form 1-A) on Form \_\_\_\_\_ declared effective ( S-1, F-1, S-8, SB-2, S-3) or qualified (Regulation A Form 1-A) by the SEC on \_\_\_\_\_.

3. Seller acquired the Stock for investment and not with a view to distribution of the Stock on behalf of the Company or otherwise. To the best of Seller's knowledge and belief, each person or entity who acquired the Stock prior to its acquisition by the Seller purchased the Stock for investment and not with a view to distribution of the Stock on behalf of the Company or otherwise.

4. To the best of Seller's knowledge and belief, no person or entity who acquired the Stock prior to its acquisition by the Seller was an "Affiliate" of the Company as that term is used in paragraph (a) of Rule 144 and as described in paragraph 1, above.

5. At the time of the Seller's purchase of the Stock, it had access, through the Company's filings with

the Securities and Exchange Commission or otherwise, to the same kind of information regarding the Company as would be made available in a registration statement under the Securities Act.

6. Seller agrees that, at any time or times that seller proposes to offer for sale or sell any of the Stock, Seller will make reasonable inquiry to assure Seller is not, and has not been during the ninety (90) days preceding such offer or sale, an affiliate of the Company. If, in the future and prior to the sale of all the Stock, Seller determines that Seller is an affiliate of the company, then Seller will immediately notify the Company, ETC Clearing, Inc and Glendale Securities, Inc.

7. Seller has not purchased, offered or sold any of the Stock except in accordance with all applicable Federal and State securities laws, and if and when Seller offers for sale or sells any of the Stock in the future, Seller will do so in accordance with all applicable Federal and State securities laws. Seller's purchase of the Stock and its currently intended sale or transfer of the Stock are not part of any plan or scheme to evade the registration requirements of the Securities Act.

8. Seller is not, has not been, and will not be acting in concert with any other person in connection with either its acquisition of the Stock or its currently intended sale or transfer of the Stock, and with respect to the Stock, is not an "Underwriter" as that term is defined in Section 2(a)(11) of the Act.

9. At the time of its purchase of the Stock, the Seller was not, and the Seller currently is not, aware of any material, non-public information about the Company.

10. I am aware that if I become an Affiliate, I may be subject to the volume limitations of Rule 144, even if the Stock is registered.

Very truly yours,

\_\_\_\_\_  
Seller – Account Name

\_\_\_\_\_  
Signatory

\_\_\_\_\_  
Title