

To: The Lebrecht Group, APLC
9900 Research Drive
Irvine, California 92618
Fax: (949) 635-1244

Ladies and Gentlemen:

In connection with the proposed sale by
(the "Seller") of shares of common stock of _____,
a corporation (the "Company"), represented by certificate number
..... (the "Shares"), the Company hereby represents to you that:

(1) To the best knowledge of the undersigned, the Seller (check one):

(a) is an affiliate.

or

(b) is not an affiliate.

For this purpose, an "affiliate" is a person that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, the Company, or has someone who has had any other material relationship or transaction with the Company and the Seller. Without limiting the generality of the foregoing, an "affiliate" is an officer, director, and/or holder of greater than 10% of the outstanding and/or voting stock of the Company, or has been an officer, director and/or holder of greater than 10% of the outstanding and/or voting stock in the three months prior to the date hereof .

(2) To the best knowledge of the undersigned, the Seller became the beneficial owner of the Shares and, if the Shares were purchased, paid the full purchase price in cash for the Shares, as of a date at least one year prior to the date hereof.

(3) As of the date hereof, the Company has complied with the current public information requirements set forth in Rule 144(c). *If the undersigned selected #1(b) above, this is not a requirement if shares held for longer than one year.*

(4) The Company is not, and has not been within the last twelve months, a "shell company" defined as an issuer with no or nominal operations and no or nominal non-cash assets as set forth in Rule 144(i).

(5) *If the Seller is an affiliate of the Company:* As of the date of the Company's last public filing, the Company has _____ shares of common stock outstanding, and as a result the sale of Seller's shares as outlined, plus the sale of _____ shares by Seller during the preceding three months, represents a sale of

less than one percent (1%) of the total number of shares of common stock of the Company outstanding.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this.....day of,.....

[company name]

By: _____
Its: _____