

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) As of the date hereof, the Company has been subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") for a period of at least 90 days and had filed all reports required to be filed thereunder during the 12 months preceding the sale of Seller's shares as outlined above, or has otherwise complied with the current public information requirements set forth in Rule 144(c). *If the undersigned selected #1(b) above, this Section is not applicable if Shares held for longer than one year.*

(3) The Company is not, and at no previous time has not been, 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). If the Company was formerly a "shell company" then: (i) it is currently subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, (ii) it has filed all reports and other materials required to be filed by Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports, and (iii) it has filed current "Form 10 information" (as defined in Rule 144(i)(3)) with the Commission reflecting its status as an entity that is no

longer a “shell company” and at least twelve months have elapsed from the date the Company filed said “Form 10 information” with the Commission.

(4) *If the undersigned selected #1(a), above,* then 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.

(5) *If the undersigned selected #1(a), above,* the undersigned will sell in a broker’s transaction or other transaction permitted under Rule 144(f).

(6) 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 six months prior to the date hereof.

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 _____, 20____.

[company name]

By: _____
Its: _____