

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

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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
[Name and Address of Broker]

Ladies and Gentlemen:

The undersigned proposes to sell ..... shares (the “Shares”) of common stock (the “Securities”) of ....., a ..... corporation (the “Company”), represented by stock certificate number ..... [through the above-identified broker] in accordance with Rule 144 promulgated under the Securities Act of 1933. The undersigned represents to and agrees with you as follows:

(1) The undersigned (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 undersigned. 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) The Shares were acquired by the undersigned from the Company in a transaction not involving a public offering.

(3) On ....., the undersigned became the beneficial owner of the Shares and, if the Shares were purchased, paid the full purchase price in cash on that date (must be at least one year).

(4) Neither the undersigned nor any relative, trust, or entity described in Rule 144(a)(2) (individually, a “Related Person”) knows or has any reason to believe that the Company has not complied with the current public information requirements referred to in Rule 144(c). *If the undersigned selected #1(b) above, this is not a requirement if shares held for longer than one year.*

(5) *If the undersigned selected #1(a), above,* then at the time of the sale of any of the Shares for the account of the undersigned, the amount of the Shares so sold, together with all sales during the preceding three months for the account of the undersigned of other Securities which are “restricted securities” (as defined in Rule 144(a)(3)) and other securities which are not restricted securities (including in each case the amount of Securities issuable upon conversion of convertible securities sold but excluding in each case Securities sold pursuant to an effective registration statement under the Securities Act of 1933 or sold in private placement or Regulation A transactions), when aggregated with all such sales during such period for the account of any Related Persons or any other person whose sales are required to be aggregated by Rule 144(e)(3) (persons agreeing to act in concert, pledgor-pledgees, donor-donees, settlor-trusts, and (under certain circumstances) decedents-estates-beneficiaries), during the preceding three months will not exceed the greatest of (a) one percent of the outstanding Securities as shown by the most recent report or statement published by the Company, (b) the average weekly volume of trading in the Securities reported on all national securities exchanges and/or reported through the NASDAQ system (not including the OTCBB or the Pink Sheets) during the four calendar weeks preceding the filing of the Form 144 or, if no such Form 144 is required to be filed, the date of receipt of the order to execute the transaction by the broker or the date of execution of the transaction directly with a market maker (as defined in Section 3(a)(38) of the Securities Exchange Act of 1934), and (c) the average weekly volume of trading in the Securities reported through the consolidated transaction reporting system contemplated by Rule 11Aa3-1 under the Securities Exchange Act of 1934 during the four-week period specified in clause (b) above.

(6) Neither the undersigned nor any Related Person has solicited or arranged for the solicitation of, or will solicit or arrange for the solicitation of, orders to buy Securities in anticipation of or in connection with the proposed sale of the Shares. Neither the undersigned nor any Related Person has made, or will make, any payment in connection with the offer or sale of the Shares to any person other than the usual and customary broker’s commission if the Shares are sold in a broker’s transaction. Neither the undersigned nor any Related Person has buy or sell orders open in any security of the Company with any other broker, dealer, or bank or will place any such order pending completion of the sale of the Shares.

(7) *If the undersigned selected #1(a), above,* and the amount of Securities sold by the undersigned in reliance on Rule 144 during the past three months exceeds 5,000 shares or has an aggregate sales price in excess of \$50,000, then concurrently with the placing with the above-identified broker of an order to sell the Shares, the undersigned will transmit to the Securities and Exchange Commission three signed copies of the

Notice of Proposed Sale of Securities Pursuant to Rule 144 (“Form 144”) delivered to you herewith. If required, the Form 144 is accurate and complete, and a copy is attached hereto.

(8) Neither the undersigned nor any Related Person knows of any material adverse information regarding the current or prospective operations of the Company which has not been publicly disclosed and, if the undersigned or any Related Person subsequently knows any such information, the undersigned will cease selling the Shares.

(9) The undersigned understands that the payment of the proceeds of sale will be delayed until certificates representing the Shares are transferred and delivered free of restriction into your name.

(10) In consideration of your execution of the sale, the undersigned agrees to indemnify you and to hold you harmless against any liability, loss, or expense (including any counsel fees and expenses reasonably incurred by you) arising out of the sale and transfer of the Shares including, but not limited to, failure of the Shares to transfer promptly, buy-in resulting from inability to deliver certificates representing the Shares to the purchasing broker, or incorrect statements or information given by the undersigned to you concerning the sale.

(11) The undersigned has read and understands the provisions of Rule 144 and will comply with its requirements.

You, the Company, its counsel, its transfer agent, and my counsel may rely on the information contained herein. The undersigned will promptly notify the persons and entities described in the prior sentence if the undersigned finds the foregoing information is no longer accurate or complete.

Very truly yours,

\_\_\_\_\_  
Signature of Seller

\_\_\_\_\_  
Printed Name of Seller

\_\_\_\_\_  
Address of Seller

\_\_\_\_\_  
Date