

**NON-AFFILIATE SHAREHOLDER'S REPRESENTATIONS LETTER  
Proposed Sale One Year or Longer Holding Period  
Non-Reporting Public Company**

Adam S. Tracy  
Adam S. Tracy, Ltd.  
552 S. Washington St.  
Naperville, IL 60540

Dear Sir or Madam:

I seek to make a sale of securities in the manner permitted by Rule 144 under the Securities Act of 1933. I represent to you as follows:

Shareholder's name and address:

Current name of issuer ("Company"):

If the Company name on certificate is not name under which it now trades the former name of Company was

Name of bank/brokerage firm, contact person, address, telephone number:

Number of shares to be sold:

Represented by:

Certificate number:	representing	shares
Certificate number:	representing	shares
Certificate number:	representing	shares
Certificate number:	representing	shares

(Other certificates should be listed in an Exhibit)

**SALE BY A NON-AFFILIATE PURSUANT TO RULE 144**

1. I am not an affiliate of the Company and have not been an affiliate within the past 90 days. I am not aware of any non-public material adverse information about the Company.
2. I have seen and carefully reviewed a copy of Rule 144. I do not have any reason to believe that the proposed sale of the Securities would not comply with Rule 144. I understand that my broker/bank and the attorney providing the legal opinion regarding my eligibility to sell these shares using the Rule 144 exemption will rely upon my statements herein. If any such statements become inaccurate or incomplete, I will immediately notify my broker/bank and the attorney providing the opinion.
3. The Company is not now subject to the reporting requirements of the 1934 Exchange Act.

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- 4. I understand Rule 405 defines a shell company as one having (a) no or nominal operations and either (i) no or nominal assets; (ii) assets consisting solely of cash and cash equivalents; or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets.
- 5. I either have personal knowledge or will provide a written certification of an officer of the Company that the Company has never been a shell company as defined by Rule 405.
- 6. I have owned the Securities for at least one year. Full consideration of the Securities was given by me, or by a prior shareholder whose holding period is available to me for tacking, at least one year prior to the date of this letter.
- 7. If the Securities to be sold are represented by a balance, derivative or remainder certificate, I have attached to this letter a statement regarding each certificate in the chain (and have provided documentation of): (a) the date on which payment in full was made for the Securities to be sold; (b) the certificate number of each certificate; (c) the date of issue of each certificate; and (d) the number of Securities represented by each certificate.
- 8. I understand that the attorney providing the legal opinion regarding the availability of the Rule 144 safe harbor for the sale of these securities will rely on these representations. I further understand that the legal opinion will be relied upon by the broker-dealer or bank that sold these Securities, the Company and the Company's stock transfer agent. With respect to the reliance of such persons on these representations, the undersigned holds (a) the attorney, (b) the broker-dealer or bank (c) the Company and (d) the Company's stock transfer agent harmless from and against any and all loss, damage, liability, and expense (including reasonable legal fees) arising out of or resulting from my sale or other disposition of such securities if any of my representations are inaccurate.

SHAREHOLDER(s) (must be same as name(s) on stock certificate)

\_\_\_\_\_  
 Signature  
 Print name:  
 Date:  
 Title, if applicable:

\_\_\_\_\_  
 Signature  
 Print name:  
 Date:  
 Title, if applicable:

Any person signing in a representative capacity for a corporation, limited liability company, trust, etc., shall set forth his/her title and provide a resolution from the entity authorizing the actions of the representative