

**NON-AFFILIATE
SELLER'S REPRESENTATION LETTER**

Anthony, Linder & Cacomanolis, PLLC
1700 Palm Beach Lakes Blvd., Suite 820
West Palm Beach, Fl. 33401

Re: Non-Affiliate Letter

Ladies and Gentlemen:

In connection with a request for an opinion letter with respect to the removal of restrictive transfer legend, or for the issuance of another opinion, with respect to the following shares of the common stock (the "Shares") of _____ (the "Company"), owned by _____ (name of the "Shareholder"). I hereby represent and warrant to you as follows (Please initial next to each applicable representation):

Currently I am the Holder (or designated represented of the Holder) of the following Shares (please list all shares held):

NUMBER OF SHARES	DATE ACQUIRED	HOW SHARES WERE ACQUIRED

_____ I am familiar with Rule 144. I do not have any reason to believe that the proposed sale of the Shares would not comply with Rule 144. I understand that the attorney and Firm providing the legal opinion regarding my eligibility to sell these shares will rely upon my statements herein. If any such statements become inaccurate or incomplete, I will immediately notify the attorney and Firm providing the opinion.

_____ I have neither solicited nor made any arrangements for the solicitation of buy orders in connection with the proposed sale of the Shares, nor will I make any payment to any person in connection with this sale except the payment of the usual and customary brokers' commission with respect to any of the Shares that are sold in brokers' transactions.

_____ I am not acting in concert with any person in selling the Shares, and I have not agreed to so act. I am not engaged in a plan with anyone else to dispose of the Shares.

_____ I am not aware of any facts or circumstances indicating that I am or may be deemed an underwriter with respect to the Shares, as those terms are used in Section 2(11) of the Act, or that the sale of the Shares is part of a distribution of any securities of the Company, as those terms are used in Section 2(11) of the Act.

_____ I am not now, and have not been for the three months before the date of this letter, an officer, director

or 10% stockholder of the Company, or in any other way an “affiliate” of the Company, as that term is defined in Rule 144(a)(1) and neither is my spouse, nor any relative who shares the same residence as me;

- a. If you, your spouse, or any relative who shares the same residence as you have been, please provide details and documentation relative to positions and when that status changed:_____.

_____Based on information published or made available to me by the Issuer and relied upon by me, I have reason to believe there is adequate current public information, set forth in Rule 144(c), available with respect to the Issuer.

_____Neither I, nor the beneficial owners(s), if shareholder is an entity, has any knowledge of, or is in possession of, material non-public information relating to the Company.

A period of at least [] six months OR [] one year, has elapsed from the date I acquired the Shares from the Company.

_____The Shares, or original security, have been fully paid for by **me** to the Issuer or an affiliate of the Issuer in a transaction or chain of transactions not involving any public offering, including but not limited to: pursuant to any stock option plan for which no registration statement has been declared effective.

OR

_____The Shares, or original security, or original security, were acquired from **a prior shareholder** who fully paid the Issuer or an affiliate of the Issuer.

_____I acquired the securities and fully paid the purchase price or other consideration required under the relevant purchase contract. I own the securities free and clear of any and all liens, pledges and encumbrances of any nature whatsoever, and the shares are fully paid for and non-assessable.

I acknowledge and agree that, in connection with the matters described above, that the Issuer, my broker, and legal counsel are relying on the statements made herein. The Issuer, broker, and legal counsel may rely on such statements as if this letter were addressed to them.

I acknowledge and agree that Anthony, Linder & Cacomanolis, PLLC may now or in the future represent the issuer of the securities for which I am requesting an opinion. I hereby authorize Anthony, Linder & Cacomanolis, PLLC to continue such representation despite the potential for conflict between me and the issuer in the future, and hereby waive all rights to take action against Anthony, Linder & Cacomanolis, PLLC relating to such potential future conflicts of interest should one arise.

Print Shareholders Name: _____

Signature & Title (if applicable): _____

Date: _____

CONFIDENTIAL
SHAREHOLDER QUESTIONNAIRE

DATE: _____

SHAREHOLDER NAME: _____

ISSUER: _____

This Questionnaire is being furnished to you to obtain information, in connection with your request that Anthony, Linder & Cacomanolis PLLC (the “Firm”), provide an opinion letter (“Opinion Letter”) regarding securities held by you in the above referenced Issuer. As used in this Questionnaire, “you” also refers to any entity on whose behalf you are completing this Questionnaire.

Important Note: Please answer every question.

If your answer to a question is “Yes,” please provide details in the space provided for an explanation. Unless otherwise stated, your answers should be given as of the date you sign the Questionnaire. Please note that certain questions are necessarily broad in scope, so if you have any doubt about whether to include something in your response, please err on the side of over- inclusion. The Firm may have additional follow-up questions for you in connection with preparation of the Opinion Letter.

Once you have completed the Questionnaire, please sign it to indicate: (i) your consent to the Firm’s reliance on the information you provided in this Questionnaire; (ii) your agreement to promptly notify the Firm of any changes in the information you provided in the Questionnaire occurring after the date you sign this Questionnaire; and (iv) your confirmation that the information you provided in the Questionnaire is true and correct, to the best of your knowledge and belief after a reasonable investigation, as of the date you sign the Questionnaire.

This Questionnaire must be completed by the following persons:

- The Shareholder:
 - Any Shareholder “affiliate.”¹
 - Any director, executive officer,² other officer participating in the Shareholder, general partner or managing member of the Shareholder.
 - Any beneficial owner of 10% or more of the Shareholder’s outstanding voting equity securities, calculated on the basis of voting power.³

(1) The term *affiliate* means any person or entity that directly or indirectly controls, is controlled by, or is under common control with, the Shareholder.

(2) The term *executive officer* includes the Shareholder’s president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, and any other person who performs similar policy making functions for the Shareholder, including executive officers of an affiliate of the Shareholder if such executive officers perform policy making functions for the Shareholder.

(3) The term *voting equity securities* includes only those voting equity securities which, by their terms, currently entitle the holder to vote for the election of directors of the Issuer, irrespective of the existence of control or significant influence over the Issuer by the holder.

1. Name, Address, Telephone Number and Email

Your full name:

Please provide all previous, assumed or fictitious names or aliases:

<i>Business Address:</i>	<i>Home Address:</i>
<i>Business Telephone:</i>	<i>Home Telephone:</i>
<i>Email Address:</i>	

2. Within ten (10) years of the date hereof, have you been convicted of any felony or misdemeanor:

- in connection with the purchase or sale of any security;
- involving the making of any false filing with the SEC; or
- arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

In the case of the Issuer, its predecessors and any affiliated issuers, have you been convicted of any felony or misdemeanor described above within five (5) years of the date hereof?

☐ No. ☐ Yes. If yes, please explain:

3. Are you subject to any order, judgment or decree of any court of competent jurisdiction, entered within five (5) years of the date hereof, that, on the date hereof, restrains or enjoins (or restrained or enjoined) you from engaging or continuing to engage in any conduct or practice:

- in connection with the purchase or sale of any security;
- involving the making of any false filing with the SEC; or
- arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

☐ No. ☐ Yes. If yes, please explain:

4. Are you subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the Commodity Futures Trading Commission; or the National Credit Union Administration that:

- on the date hereof, bars you from:
 - association with an entity regulated by such commission, authority, agency or officer;
 - engaging in the business of securities, insurance or banking; or
 - engaging in savings association or credit union activities; or
- constitutes a final order, entered within ten (10) years of the date hereof, that is based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct?
 - A “final order” is a written directive or declaratory statement issued by any of the regulators listed in this Question 4 under applicable statutory authority that provides for notice and an opportunity for a hearing, which constitutes a final disposition or action by that regulator.

☐

No.

☐

Yes. If yes, please explain:

5. Are you subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Securities Exchange Act of 1934 (the “Exchange Act”) or Section 203(e) or 203(f) of the Investment Advisers Act of 1940 (the “Advisers Act”) that, on the date hereof:

- suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser;
- places limitations on your activities, functions or operations; or
- bars you from being associated with any entity or from participating in the offering of any stock, including penny stocks?

☐

No.

☐

Yes. If yes, please explain

6. Are you subject to any order of the SEC, entered within five (5) years of the date hereof, that, on the date hereof, orders you to cease and desist from committing or causing a violation of or a future violation of:

- any scienter-based anti-fraud provision of the federal securities laws, including, but not limited to, Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, Section 15(c)(1) of the Exchange Act, and Section 206(1) of the Advisers Act or any other rule or regulation thereunder; or
- Section 5 of the Securities Act.

☐ No. ☐ Yes. If yes, please explain:

7. Have you been suspended or expelled from membership in, or suspended or barred from association with a member of, a securities self-regulatory organization (e.g., a registered national securities exchange or a registered national or affiliated securities association) for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

☐ No. ☐ Yes. If yes, please explain:

8. Have you filed (as a registrant or issuer) or were you, or were you named as, an underwriter in, any registration statement or Regulation A Firm statement filed with the SEC that, within five (5) years of the date hereof, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or are you, on the date hereof, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

☐ No. ☐ Yes. If yes, please explain:

9. Are you subject to a United States Postal Service false representation order entered within five (5) years of the date hereof, or are you, on the date hereof, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

☐ No. ☐ Yes. If yes, please explain:

[Signature Page Follows]

If any information furnished by me in this Questionnaire becomes inaccurate, incomplete, or otherwise changes after the date hereof, I will promptly advise the Firm to that effect and furnish any supplementary information that may be appropriate as a result of any developments, including the passage of time and any new relationships that may develop in the future.

The foregoing answers are correctly and fully stated to the best of my knowledge, information and belief after a reasonable investigation.

I acknowledge and agree that, in connection with the matters described above, that the Issuer, my broker, and legal counsel are relying on the statements made herein. The Issuer, broker, and legal counsel may rely on such statements as if this letter were addressed to them.

I acknowledge and agree that Anthony, Linder & Cacomanolis, PLLC may now or in the future represent the issuer of the securities for which I am requesting an opinion. I hereby authorize Anthony, Linder & Cacomanolis, PLLC to continue such representation despite the potential for conflict between me and the issuer in the future, and hereby waive all rights to take action against Anthony, Linder & Cacomanolis, PLLC relating to such potential future conflicts of interest should one arise.

Print Shareholders Name: _____

Signature & Title (if applicable): _____

Date: _____