

BROKER'S RULE 144 AFFIDAVIT

State of California

) SS:

County of San Francisco

The undersigned, having been first duly sworn on oath, deposes and states as follows:

- 1) That the undersigned is an officer of _____ (the "Broker-Dealer") and is duly authorized to make the statements contained herein:

- 2) That the Broker-Dealer has received an order from _____ (the "Seller" to sell _____ shares of restricted common stock (the "shares") of _____, the issuer.

- 3) That the Broker-Dealer, whether acting as a broker in a broker's transaction as that term is defined in Section 4 (4) of the Securities Act of 1933 or whether acting as a market maker as that term is defined in Section 3 (a)(38) of the Securities Act of 1933, certifies that the sale of such shares will be made pursuant to the requirements of Rule 144, including as follows:
 - A) The Broker-Dealer has not solicited or arranged for the solicitation of, and will not solicit or arrange for the solicitation of, customer orders to buy the shares in anticipation of, or in connection with, the purchase of the shares.
 - B) After reasonable inquiry (including review of the Form 144 prepared by Seller and the other matters described in Note 2 in Rule 144 (g)), we are not aware of any circumstances indicating that the Seller is an underwriter with respect to the shares or that the sale of shares is part of a distribution of securities of the Issuer or that the Seller intends to solicit or arrange, or has solicited or arranged for the solicitation of, orders to buy the shares in anticipation of, or in connection with such transaction, or that the Seller intends to make, or has made, any payment with the offer or sale of the shares.
 - C) After reasonable inquiry, we are not aware of information indicating that the information supplied by Seller to the Issuer, a copy of which has been supplied to us, is not true and correct as of the date hereof.

FURTHER AFFIANT SAYETH:

By: _____

Date: _____