

[Auditor's Letterhead]

[Date]

To: [Name of Addressee/Underwriter]

[Address]

[City, State, Zip Code]

Dear Sirs/Madams,

We have audited the consolidated financial statements of [Company Name] (the "Company") as of [Date] and [Date], and for each of the three years in the period ended [Date], and the related notes, all of which are included in the [Registration Statement/Offering Document] (No. [Number]). Our reports with respect thereto are also included in the [Registration Statement/Offering Document].

This letter is being furnished to you in accordance with your request to assist you in your "due diligence" investigation in connection with the proposed offering of [Description of Securities].

In connection with the [Registration Statement/Offering Document]:

1. We are independent certified public accountants with respect to the Company within the meaning of the [Relevant Act/Regulation] and the applicable rules and regulations thereunder.
2. In our opinion, the consolidated financial statements audited by us and included in the [Registration Statement/Offering Document] comply as to form in all material respects with the applicable accounting requirements.
3. We have performed the procedures agreed upon with you as enumerated below with respect to certain financial information contained in the [Registration Statement/Offering Document].
4. [Insert specific negative assurance regarding unaudited interim financial statements].
5. [Insert specific procedures performed on subsequent changes in financial statement items].

The procedures described above do not constitute an audit conducted in accordance with generally accepted auditing standards. Accordingly, we make no representations as to the sufficiency of the foregoing procedures for your purposes.

This letter is solely for the information of the addressees and to assist the underwriters in conducting and documenting their investigation of the affairs of the Company in connection with the offering of the securities covered by the [Registration Statement/Offering Document], and it is not to be used, circulated, quoted, or otherwise referred to for any other purpose.

Yours faithfully,

[Signature of Auditor/Firm]
[Name of Audit Firm]