

[Date]

To: [Name of Initial Purchasers/Underwriters]

[Address]

[City, State, Zip]

Re: [Issuer Name] Offering of [Description of Securities]

Ladies and Gentlemen:

We have audited the consolidated balance sheets of [Issuer Name] (the "Company") as of [Dates], and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended [Date] (the "Audited Financial Statements"), appearing in the offering memorandum dated [Date] (the "Offering Memorandum").

Our reports with respect thereto are also included in the Offering Memorandum. The Offering Memorandum is being used in connection with the private placement of [Description of Securities] pursuant to Rule 144A and Regulation S under the Securities Act of 1933.

In connection with the Offering Memorandum:

1. We are independent certified public accountants with respect to the Company within the meaning of the AICPA Code of Professional Conduct.
2. In our opinion, the Audited Financial Statements included in the Offering Memorandum comply as to form in all material respects with the applicable accounting requirements of the Securities Act and the related rules and regulations adopted by the SEC.
3. We have performed the procedures enumerated in the attached Annex [A] (the "Procedures") with respect to certain financial information, symbols, and percentages identified by you in the Offering Memorandum.
4. As a result of these procedures, we report that:
 - We compared the amounts identified by you to the Company's accounting records and found them to be in agreement.
 - We recalculated the percentages and mathematical calculations identified by you and found them to be correct.
5. For the period from [Date] to [Date], we have:
 - Read the unaudited interim financial statements for the period ended [Date].
 - Inquired of officials of the Company responsible for financial and accounting matters regarding whether there were any material changes in capital stock or long-term debt.

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

Very truly yours,

[Signature of Independent Auditor]

[Firm Name]