

[Date]

[Name of Managing Underwriter(s)]

As Representatives of the several Underwriters

[Address]

Re: Secondary Offering of [Number] Shares of Common Stock of [Company Name]

Ladies and Gentlemen:

This letter is being delivered to you in connection with the Underwriting Agreement dated [Date], among [Company Name] (the "Company"), [Selling Shareholder Name] (the "Selling Shareholder"), and you, as representatives of the several underwriters (the "Underwriters"), relating to the sale by the Selling Shareholder of [Number] shares of common stock, par value \$[Amount] per share, of the Company.

In connection with the Registration Statement on Form [Form Type] (File No. [Number]) and the Prospectus dated [Date], the Selling Shareholder represents and confirms the following to the Underwriters:

1. The Selling Shareholder has reviewed the sections of the Registration Statement and Prospectus titled "Principal and Selling Shareholders" and "Plan of Distribution" (the "Selling Shareholder Information").
2. The Selling Shareholder Information insofar as it relates to the Selling Shareholder does not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein not misleading.
3. The Selling Shareholder has good and valid title to the shares to be sold, free and clear of all liens, encumbrances, equities, or claims.
4. The Selling Shareholder has full right, power, and authority to enter into the Underwriting Agreement and to sell, assign, transfer, and deliver the shares.
5. The delivery of the shares against payment therefor will pass good and marketable title to the Underwriters, free and clear of any adverse claims.

The Selling Shareholder further confirms that there have been no material adverse changes in the information provided regarding the Selling Shareholder since the date of the Prospectus.

This letter is for the benefit of and may be relied upon by the Underwriters and their legal counsel in connection with the offering.

Very truly yours,

[Selling Shareholder Name]

By: _____

Name: [Name of Authorized Signatory]

Title: [Title]