[Date]

[Underwriter Name]
[Underwriter Address]

Dear Sirs/Madams,

We have audited the consolidated financial statements of [Company Name] (the "Company") as of [Date of Last Audit] and for the year then ended, and the related notes, and our report thereon is dated [Date of Audit Report].

In connection with the secondary offering of [Number] shares of common stock by [Selling Shareholder Name], we have performed the following procedures:

1. We have read the minutes of the meetings of the stockholders, the board of directors, and [Relevant Committees] of the Company held since [Date of Last Audit] as set forth in the minute books at [Date of Review].

2. We have inquired of officials of the Company who have responsibility for financial and accounting matters whether:

- There has been any change in the capital stock, increase in long-term debt, or decrease in consolidated net current assets or stockholders' equity at [Current Date] as compared with amounts shown in the [Date] balance sheet.
- For the period from [Date of Last Audit] to [Current Date], there were any decreases, as compared with the corresponding period in the preceding year, in consolidated net sales or in the total or per-share amounts of income before extraordinary items or of net income.

3. On the basis of these inquiries and our reading of the minutes, nothing came to our attention that caused us to believe that:

- At [Current Date], there was any change in the capital stock, increase in long-term debt, or any decreases in consolidated net current assets or stockholders' equity of the Company.
- For the period from [Date of Last Audit] to [Current Date], there were any decreases, as compared with the corresponding period in the preceding year, in consolidated net sales or net income.

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, and it is not to be used, circulated, quoted, or otherwise referred to within or without the underwriting group for any other purpose.

Yours faithfully,

[Audit Firm Name]