

[Company Letterhead]

[Date]

[Investor Name/Entity Name]

[Investor Address]

[City, State, Zip Code]

Re: Verification of Capitalization Table and Dilution Status

Dear [Recipient Name],

This letter is provided to [Investor Name] ("the Investor") in connection with the proposed investment in [Company Name] (the "Company"). The purpose of this letter is to confirm the accuracy of the Company's capitalization as of [Effective Date].

The Company hereby certifies the following:

1. Authorized Capital: The total authorized capital stock of the Company consists of [Total Number] shares, of which [Number] are designated as Common Stock and [Number] are designated as Preferred Stock.

2. Issued and Outstanding Shares: As of the date of this letter, there are [Number] shares of Common Stock and [Number] shares of Preferred Stock issued and outstanding.

3. Reserved Shares and Options: The Company has reserved [Number] shares of Common Stock for issuance under its [Year] Equity Incentive Plan, of which [Number] options are currently granted and outstanding, and [Number] remain available for future issuance.

4. Fully Diluted Capitalization: On a fully diluted basis, assuming the exercise of all outstanding options, warrants, and the conversion of all convertible securities, the total share count is [Total Fully Diluted Number].

5. Dilution Verification: We confirm that the capitalization table attached as Exhibit A reflects all existing rights, options, warrants, or convertible instruments that could result in the issuance of additional shares. Except as disclosed, there are no other agreements or commitments obligating the Company to issue additional equity.

This letter is based on the books and records of the Company and is true and correct to the best of my knowledge as of the date written above.

Sincerely,

[Signature]

[Name of Officer]

[Title, e.g., CEO/CFO]
[Company Name]

Exhibit A: Detailed Capitalization Table