

**ISSUER LETTER FOR CONVERTIBLE SECURITIES**

**"ISSUER LETTERHEAD"**

Date: \_\_\_\_\_

Shane Philbrick  
Cambria Capital LLC  
488 E. Winchester St., Suite 200  
Salt Lake City, UT 84107

Dear Mr. Shane Philbrick:

This letter shall confirm that \_\_\_\_\_ ("Shareholder") has entered a(n) \_\_\_\_\_ dated \_\_\_\_\_ for the principal sum of \_\_\_\_\_ (the "Securities Agreement").

As a condition of accepting common shares from the conversion/exercise of the Securities Agreement (the "Common Shares") for deposit to the account of Shareholder carried by your clearing firm, you have requested this letter to verify the authenticity of the Common Shares.

Per the terms of the Securities Agreement, Shareholder has a right to convert or exercise into \_\_\_\_\_ number of common shares as of today's date, and up to \_\_\_\_\_ number of common shares at future conversion/exercise dates under the conversion metrics available.

\_\_\_\_\_ ("Issuer") hereby confirms that the above referenced common shares have been and will continue to be issued as fully paid, non-assessable, without encumbrance. Any restrictive legend existing on the common shares at the time of issuance can be lifted under Section 4a(1) and/or Rule 144 of the Securities Act of 1933 as of the date \_\_\_\_\_. After such date, the common shares shall be freely tradable. Further, there is no action, proceeding or investigation pending or threatened which questions the validity of the issuance of the common shares to Shareholder or any of the forgoing representations.

Issuer hereby acknowledges that for purposes of settling the contemplated sale transaction by Shareholder that we have no claims pending that would adversely affect the settlement of any sale transaction engaged in by Shareholder. We further acknowledge and agree that there is no other agreement or understanding between Shareholder and Issuer that would preclude Shareholder from selling or otherwise disposing of the common shares represented above.

Yours Truly,

Signature Officer of the Issuer: \_\_\_\_\_ Title: \_\_\_\_\_

Signature of Cambria Principal: \_\_\_\_\_