

# RULE 144 SELLER'S REPRESENTATION LETTER - AFFILIATE

AXOS Clearing LLC

To Whom It May Concern:

In connection with my order to you to sell \_\_\_\_\_ shares of \_\_\_\_\_ as broker or dealer for my account in the manner permitted by Rule 144 ("the Rule") under the Securities Act of 1933, I advise you as follows:

1. I am an affiliate of the Issuer.
2. During the 3 months prior to the date of this letter, a total of \_\_\_\_\_ shares of the above security have been sold by me and by any person whose sales must be aggregated with mine as provided in paragraphs (a) and (e) of Rule 144 which I confirm I have read. Neither I, nor to the best of my knowledge, any person whose shares must be aggregated with mine, intend to sell any additional shares within the next 3 months (other than as follows.....)
3. The number of shares which I have ordered you to sell as broker or dealer for my account, combined with the number of shares set forth in paragraph (2) above, does not exceed the greater of:
  - a. 1% of the outstanding shares of the security, as shown by the most recent report or statement published by the issuer, or
  - b. if the security is listed on a national securities exchange and/or NASDAQ, the average weekly volume of trading on all such securities exchanges and/or NASDAQ during the four calendar weeks preceding my filing of the Form 144 Notice with the Securities and Exchange Commission or, if no notice is required, preceding the receipt of this sell order
4. Holding Period (mark one box)
  - Beneficial owner for at least 6 months but less than 1 year  
The company (a) has been subject to the 1934 Exchange Act for at least 90 days (b) has complied with the current public information requirements set forth in Rule 144 (c), and (c) has filed all of its required 1934 Act reports
  - Beneficial owner for one year or more  
The company has fully complied with the current public information requirements of Rule 144(c)

The shares are "restricted securities," as that term is used in Rule 144(a)(3), and I fully paid all consideration for, was the beneficial owner of, and bore the full risk of ownership on these securities since the later of the date the securities were acquired from the Issuer or from an affiliate of the Issuer. The shares were acquired on: \_\_\_\_\_

Below is a brief explanation of how these shares were acquired:

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5. I have a bona fide intention to sell these securities. It is my bona fide intention to sell subject shares within a reasonable time after the filing of Form 144 and/or receipt of this sell order. If shares have not been sold within 90 days of such date, I understand a new filing will be required.
6. Neither I nor any "persons" whose shares must be aggregated with mine have
  - a. solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this sale transaction; or
  - b. made any payment in connection with the execution of this sell order other than the usual transaction charge, commission, or other fee Non-participatory preferred stock, debt or asset backed securities are exempt from manner of sale requirements.
7. I confirm that the company is not and has not been at any time within the 12-month period preceding the date hereof, a shell issuer as described in Rule 144(i)(1).
8. Notice of Proposed Sale

Form 144 is required if, during any period of 3 months, the amount of securities sold exceeds 5,000 shares or has an aggregate sale price in excess of \$50,000. I have indicated the appropriate box below.

Enclosed is a completed Form 144. Please file this Form with the Securities and Exchange Commission and (if applicable) the principal trading exchange.

Enclosed is a copy of Form 144 that I have filed, or will file on or prior to the execution of the sale, with the Securities and Exchange Commission and (if applicable) one copy to the principal exchange on which such securities are admitted. The Form is/was intended to be filed on \_\_\_\_\_.

Form 144 is not required as the securities sold, or intended to be sold, is less than the limits listed above.

If Form 144 is not enclosed, I have listed below any sales in the preceding three months by me, or any "persons" whose shares must be aggregated with mine.

Trade date: \_\_\_\_\_  
Quantity: \_\_\_\_\_  
Gross proceeds: \_\_\_\_\_  
CUSIP if known: \_\_\_\_\_  
Type (com, pfd, debt, etc): \_\_\_\_\_

If additional space is needed to list sales please attach separate page.

9. I attest that this transaction was not solicited by the broker/financial advisor. I am not aware of any information, facts, or circumstances that would deem me to be an “underwriter” under the Securities Act of 1933 with respect to the securities of this Issuer
10. I understand that payment of the proceeds of the sale will be delayed until the shares are transferred and delivered free of restriction to COR Clearing LLC. I am also aware that there is a 90 day window period in which to sell these securities.
11. I know of no important development affecting the Company or its business or products which has not been made public, and I confirm that I have requested you to sell such shares for personal reasons and not because of any information which I may have with respect to the Company or its current or prospective operations.

The undersigned represents that the information furnished above is correct and complete to the best of his knowledge, information and belief. In the event that any of the information furnished is found to be no longer accurate or complete, the undersigned will promptly notify AXOS Clearing LLC in writing.

Sincerely,

\_\_\_\_\_  
Account Holder Signature(s)

\_\_\_\_\_  
Account Number

\_\_\_\_\_  
Printed Account Name(s)

\_\_\_\_\_  
Date