

RULE 144 LEGEND REMOVAL PACKET FOR AFFILIATES



HELPFUL INFORMATION

Rule 144 is the most common exemption used by affiliates to resell [unregistered shares](#) in the market. The Rule states affiliates must comply with **all** conditions to be able to resell shares. In particular, sections (e), (f) and (h) have specific requirements to the number of shares sold, how those shares are sold, and notifying the SEC of the proposed sale. ClearTrust relies on an opinion of counsel, the seller's representation letter, the broker's representation letter, and the Form 144 to document whether the conditions have been satisfied at the time of the legend removal. We recommend you review [Rule 144](#) and the [SEC's summary of Rule 144](#) prior to completing the enclosed form.

Rule 144 defines an affiliate as the following:

"(1) An **affiliate** of an issuer is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such issuer.

(2) The term **person** when used with reference to a person for whose account securities are to be sold in reliance upon this section includes, in addition to such person, all of the following persons:

- (i) Any relative or spouse of such person, or any relative of such spouse, any one of whom has the same home as such person;
- (ii) Any trust or estate in which such person or any of the persons specified in paragraph (a)(2)(i) of this section collectively own 10 percent or more of the total beneficial interest or of which any of such persons serve as trustee, executor or in any similar capacity; and
- (iii) Any corporation or other organization (other than the issuer) in which such person or any of the persons specified in paragraph (a)(2)(i) of this section are the beneficial owners collectively of 10 percent or more of any class of equity securities or 10 percent or more of the equity interest."

If you are unsure if the conditions of Rule 144 have been met, please consult with a securities attorney. If you do not have a securities attorney, you may contact issuer's counsel.

CHECKLIST

The review process will begin when all required items are presented to ClearTrust. An opinion letter alone is **not** sufficient. To expedite processing, we ask that all documents be presented in **a single package or email**. Any original physical stock certificates or completed stock power forms must be mailed to ClearTrust.

- ORIGINAL CERTIFICATE *(If applicable.)*
- LETTER OF INSTRUCTIONS *(See sections A – E of this packet or you may use your own.)*
- RULE 144 SELLER'S REPRESENTATION LETTER *(See section C of this packet.)*
- FORM 144 *([Click here](#) to download the SEC's form.)*
- RULE 144 BROKER'S REPRESENTATION LETTER *(Must be completed by a broker.)*
- OPINION LETTER *(Must be dated within 90 days and written by qualified securities counsel.)*
- SUPPORTING PAPERWORK *(This may be requested to verify all requirements have been met.)*
- PAYMENT FOR THE TRANSFER & SHIPPING FEES *(Payment should be made out to ClearTrust, LLC.)*

CONTACT

If you have questions on how to complete this form, contact us at (813) 235-4490 or inbox@cleartrusttransfer.com. You may also consult with a securities attorney or broker.

(You may click on the blue hyperlinks for additional information.)

LETTER OF INSTRUCTIONS & RULE 144 SELLER'S REPRESENTATION LETTER

ClearTrust, LLC is a Paperless Legals Agent (PLA) and DRS-Eligible



Send your legend removal request to:
ClearTrust, LLC
16540 Pointe Village Dr, Ste 205
Lutz, FL 33558
Email: inbox@cleartrusttransfer.com

It is advisable to send any original certificates via registered mail, insured for 3% (5% foreign) of its market value.

If this form has a medallion guarantee stamp, the original must be mailed to ClearTrust. A medallion guarantee stamp is only required if the delivery instructions are to DWAC.

A. STOCK DETAILS

Issuer name & stock class or stock symbol:

Total number of shares sold/intend to sell:

Select all that apply:

- The shares are held in book-entry.
- Enclosed are the original certificate(s).
- Please **RUSH** process this request. Enclosed is the additional RUSH fee. (Your request will be moved to the top of the queue. Standard legend removal processes still apply.)
- The certificate(s) are LOST. If you have lost or misplaced your certificates, please provide an Affidavit of Loss and Surety Bond. For more information please go to www.ClearTrustOnline.com/lost-certs.

B. SHAREHOLDER INFORMATION

Shareholder's full name (print EXACTLY as it appears on the certificate or account statement):

Address of record:

Account number (if known):

Primary EIN/SSN:

Phone:

Email:

C. RULE 144 SELLER'S REPRESENTATIONS

I represent to ClearTrust, LLC and warrant as follows:

I have sold, or intend to sell, the shares listed in Section A (the "Shares") in a manner permitted by Rule 144 under the Securities Act of 1933, as amended ("Rule 144"). I understand that after a period of time, my broker or the issuer may request the restrictive legend to be added back to any unsold shares.

I have carefully reviewed a copy of Rule 144. I do not have any reason to believe that the proposed sale of the Shares would not comply with Rule 144. I understand that ClearTrust, my broker, and the attorney providing the legal opinion regarding my eligibility to sell these shares will rely upon my statements herein. If any such statements become inaccurate or incomplete, I will immediately notify ClearTrust, my broker, and the attorney providing the opinion.

I have not made and do not propose to make any payment in connection with the offer or sale of the Shares to any person or entity except any customary broker's commission or dealer's charges. I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with the proposed sale pursuant to such order, and I will not do so.

I am not acting in concert with any person in selling the Shares, and I have not agreed to so act. I am not engaged in a plan with anyone else to dispose of the Shares. I am not aware of any facts or circumstances indicating that I am or may be deemed an underwriter within the meaning of the Act with respect to the Shares, or that the sale of the Shares is part of a distribution of any securities.

I am not aware of any material adverse information about the Issuer which has not been publicly disclosed.

I am currently an affiliate of the Issuer or have been an affiliate of the issuer within the three-month period immediately preceding the proposed sale under Rule 144.

Based on information published or made available to me by the Issuer and relied upon by me, I have reason to believe there is adequate current public information, set forth in Rule 144(c), available with respect to the Issuer.

The Issuer has either never been a shell company as defined by Rule 405 or it has fully complied with Rule 144(i)(2) and is now fully reporting and current in its filings.

Full consideration was given to the issuer for the Shares, or original security, as defined by Rule 144(d).

The number of shares of Common Stock of the Issuer sold by me and by all persons whose sales are required to be aggregated with mine pursuant to Rule 144 within the past three months, together with the Shares, does not exceed the maximum amount permitted by Rule 144.

I have neither solicited nor made any arrangements for the solicitation of buy orders in connection with the proposed sale of the Shares, nor will I make any payment to any person in connection with this sale except the payment of the usual and customary brokers' commission with respect to any of the Shares that are sold in brokers' transactions.

I do not currently intend to sell additional shares of Common Stock of the Issuer through any means other than as may be permitted in the future by Rule 144.

I am transmitting, for filing, three copies of the required Form 144 to the U.S. Securities and Exchange Commission and am enclosing one copy thereof for your records. It is my bona fide intention to sell the Shares within a reasonable time after the filing of such notice.

SELECT ONE OPTION BELOW:

- A minimum of **one year** has elapsed since the date that the Shares, or original security, were acquired from the Issuer or an affiliate of the Issuer as described in Rule 144(d)(1)(i).
- A minimum of **six months but less than one year** has elapsed since the date that the Shares, or original security, were acquired from the Issuer or an affiliate of the Issuer as described in Rule 144(d)(1)(ii).

By signing in Section E below, I agree that, in connection with the matters described above, ClearTrust, the Issuer, my broker, and legal counsel are relying on the statements made herein. The Issuer, broker, and legal counsel may rely on such statements as if this letter were addressed to them.

D. DELIVERY OF SHARES – *If left blank, a statement will be sent to the address of record.*

The delivery instructions for the UNRESTRICTED shares are (**check ONLY ONE box below**):

- Please send me a statement* representing DRS** shares and I will instruct my broker to initiate a DRS deposit request.
- Please confirm when the Shares are available, and I will instruct my broker to initiate a DWAC** deposit request. (A Medallion Guarantee Stamp is required in section E.)
- Please mail the certificate directly to my broker's address: _____

* Unless otherwise stated, all statements will be emailed to the shareholder's email address on file or mailed if no valid email address is provided.
** If uncertain, please contact ClearTrust or your broker to confirm if the stock class is DWAC and/or DRS eligible.

E. SIGNATURES – *This section must be signed by all current registered holders, or a legally authorized representative with indication of his/her capacity next to the printed name. A Medallion Guarantee is not necessary unless a DWAC or transfer is taking place.*

The undersigned does/do hereby irrevocably constitute and appoint ClearTrust, LLC as attorney to transfer the said stock on the books of the Issuer, with full power of substitution in the premises.

Date:	A Medallion Signature Guarantee stamp is only required on this form if the shares are being deposited via DWAC . If the stamp is required, the original form must be mailed to ClearTrust and the signatures must be guaranteed by an Eligible Financial Institution or member of a registered National Securities Exchange approved by the Securities Transfer Association, Inc. pursuant to Securities and Exchange Commission Rule 17Ad-15. No other form of signature guarantee will be accepted. Reserved for Medallion Guarantee Stamp USE ONLY FOR DWAC DELIVERY
Shareholder signature: X	
Printed name, and title (if applicable):	
Joint shareholder signature: X	
Printed joint name, and title (if applicable):	