

RULE 144 LEGEND REMOVAL AND PRIVATE TRANSFER PACKET FOR NON-AFFILIATES



HELPFUL INFORMATION

Rule 144 is the most common exemption used to resell [unregistered shares](#). It is described by the SEC as a “safe harbor for the sale of securities.” There are several conditions to be met at the time of sale. ClearTrust relies on an opinion of counsel and the seller’s representation letter(s) 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. 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.

Use this packet if you intend to transfer the shares into another registration name and simultaneously remove the restrictive legend from the shares.

We recommend that you notify your securities attorney regarding the private transfer of shares prior to obtaining an opinion. The attorney should discuss the transfer in his/her opinion letter. This will be especially helpful when the new shareholder deposits the shares into his/her brokerage account.

DEPOSIT & TRANSFERS

A legend removal and deposit into a brokerage account may occur simultaneously. Please consult with your broker for deposit instructions and fees. There are three ways to [deposit](#) shares into a brokerage account: physical certificate, DWAC, or DRS. Check with ClearTrust to verify available deposit options for your stock.

If the new shareholder wants to deposit the shares with a broker, the new shareholder can do so after the shares have been transferred. The deposit is a separate transaction. The new shareholder will need to contact his/her broker for deposit instructions and fees.

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 – F of this packet or you may use your own.)*
- [RULE 144 SELLER’S REPRESENTATION LETTER](#) *(See section C & G of this packet.)*
- [RULE 144 BROKER’S REPRESENTATION LETTER](#) *(Must be completed by a broker. Only required if you do **not** use this packet.)*
- [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:

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. CURRENT SHAREHOLDER'S 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. CURRENT SHAREHOLDER'S RULE 144 SELLER'S REPRESENTATIONS

I represent to ClearTrust, LLC and warrant as follows:

I, or the new shareholder named in Section D, 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.

(Section C continues)

I am **not** currently an affiliate of the Issuer and have not been an affiliate of the Issuer for the three-month period as defined by Rule 144.

To the best of my knowledge, the new shareholder(s) named in section D is **not** currently an affiliate of the Issuer and has not been an affiliate of the Issuer for the three-month period as defined by 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.

Either the prior owner or I gave the Issuer or an affiliate of the Issuer full consideration for the Shares, or original security, as defined by Rule 144(d).

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 F 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. NEW SHAREHOLDER INFORMATION – *If transferring to multiple new shareholders, attach a separate letter with the additional new shareholder information.*

Check **ONLY ONE** below:

- I sold _____ shares to the person/entity listed below for \$ _____ per share on ____ / ____ /20 ____.
- I gifted _____ shares to the person/entity listed below on ____ / ____ /20 ____ . (Each new shareholder must complete Sections G & H.)
- The person/entity below inherited _____ shares. The date of death was ____ / ____ /20 ____ . (Each new shareholder must complete Sections G & H.)
- I am transferring _____ shares to the person/entity listed below. The beneficial owner is not changing. (Each new shareholder must complete Sections G & H.)

New shareholder name (this will appear on the statement or certificate):

Account type: (Select one.)

- | | | |
|---------------------------------------|--|---|
| <input type="checkbox"/> INDIVIDUAL | <input type="checkbox"/> JT TEN (Joint Tenants) | <input type="checkbox"/> JTWROS (Joint Tenants With Rights Of Survivorship) |
| <input type="checkbox"/> CORPORATION | <input type="checkbox"/> TEN COM (Tenants in Common) | <input type="checkbox"/> UGMA (Uniform Gift to Minors Act) |
| <input type="checkbox"/> TRUST | <input type="checkbox"/> TEN ENT (Tenants by the Entirety) | <input type="checkbox"/> UTMA (Uniform Transfer to Minors Act) |
| <input type="checkbox"/> Other: _____ | | |

Address of record:

Primary EIN/SSN:

Secondary EIN/SSN:

Phone:

Email:

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

Delivery instructions for the NEW SHAREHOLDER'S shares (**check ONLY ONE box below**):

- Send a certificate to the address of record. (Enclose either a shipping label or additional fees for the shipping cost.)
- Send a statement representing book entry/electronic shares to the address of record.*
- The new shareholder intends to deposit the shares into his/her brokerage account via DRS or DWAC (if available**). Please send a statement representing the shares with instructions on how to deposit the shares.*

Delivery instructions for any shares remaining in the same name (**check ONLY ONE box below**):

- Send a certificate to my address of record. (Enclose either a shipping label or additional fees for the shipping cost.)
- Send a statement representing book entry/electronic shares to my address of record.*
- I intend to deposit the remaining shares into my brokerage account via (check one) DRS or DWAC (if available**). Please notify me when the shares are available, and I will instruct my broker to initiate the deposit request.

Special instructions: _____

* 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.

F. CURRENT SHAREHOLDER SIGNATURES – This section must be signed by all current registered shareholders as outlined in Section B, or a legally authorized representative with indication of his/her capacity next to the printed name.

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 for DWAC deposits or if the shares are being transferred into another name. 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.
Shareholder signature: X	
Printed name, and title (if applicable):	
Joint shareholder signature: X	
Printed joint name, and title (if applicable):	Reserved for Medallion Guarantee Stamp

Sections G & H are intentionally on a separate page.

Sections G & H are **not** required if the current shareholder **sold** the shares to the new shareholder. Sections G & H **are required** for all other transfer types and should be completed by each new shareholder.

G. NEW SHAREHOLDER'S 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 **not** currently an affiliate of the Issuer and have not been an affiliate of the Issuer for 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.

I have not given and will not give the Issuer or an affiliate of the Issuer additional consideration for the Shares.

The current shareholder, or the prior owner, has given the Issuer or an affiliate of the Issuer full consideration for the Shares, or original security, as defined by Rule 144(d).

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 H 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.

H. NEW SHAREHOLDER SIGNATURES – This section must be signed by all current registered shareholders as outlined in Section D, or a legally authorized representative with indication of his/her capacity next to the printed name.

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:

New shareholder name:

Shareholder signature:

X

Printed name, and title (if applicable):

Joint shareholder signature:

X

Printed joint name, and title (if applicable):