

NYSE ALTERNEXT US SAMPLE UNDERWRITER'S LETTER

DATE

Mr./Ms. _____
NYSE Alternext US
86 Trinity Place
New York, NY 10006-1872

Re: _____

Dear Mr./Ms. :

We are acting as representatives of the underwriters in connection with _____ (the "Company") initial public offering of (number and issue). We are currently organizing a syndicate to include approximately _____ securities firms to underwrite and distribute the issue.

We understand that the listing criteria of the NYSE Alternext US (the "Exchange") with respect to a public offering in excess of one million (issue) requires a minimum of 400 public round lot holders.

We can assure the Exchange that the distribution of the Company's (issue) in its initial public offering will satisfy or exceed the distribution requirements described above for listing on the Exchange. We will achieve these criteria by using our own retail sales offices, our institutional department, and the underwriting syndicate currently being organized.

We further agree that we will provide written notice (including a list of purchasers) to the Exchange, within five (5) days of the commencement of trading in the Company's securities, that this requirement has been satisfied.

Very truly yours,

By: _____
SIGNATURE

PLEASE PRINT NAME AND TITLE

