[Company Letterhead]

[Date]

[Name of Recipient/Underwriter/Transfer Agent]
[Address Line 1]
[Address Line 2]

RE: Issuer Representation Letter - [Company Name]

To Whom It May Concern,

In connection with the [description of transaction, e.g., issuance of shares/securities] (the "Securities"), the undersigned, [Company Name], a [Jurisdiction] corporation (the "Issuer"), hereby represents and warrants to [Recipient Name] as follows:

1. **Organization and Standing:** The Issuer is a corporation duly organized, validly existing, and in good standing under the laws of [Jurisdiction].
2. **Authority:** The Issuer has the full legal right, power, and authority to execute and deliver this letter and to perform its obligations hereunder.
3. **Validity of Securities:** The Securities have been duly authorized and, when issued and delivered against payment therefor, will be validly issued, fully paid, and non-assessable.
4. **Compliance with Laws:** The issuance of the Securities does not violate any applicable federal, state, or local laws or regulations.
5. **Accuracy of Information:** All information provided by the Issuer to [Recipient Name] in connection with this transaction is true, complete, and correct in all material respects.
6. **No Conflict:** The execution of this letter and the issuance of the Securities do not conflict with or result in a breach of the Issuer's certificate of incorporation, bylaws, or any material agreement to which the Issuer is a party.

The Issuer understands that [Recipient Name] will rely on the representations and warranties contained herein.

Sincerely,

[Signature]
[Name of Authorized Officer]
[Title]