

[Company Letterhead]

[Date]

[Contact Name]

[Transfer Agent Name]

[Address]

[City, State, Zip Code]

**RE: Issuance of Shares - [Company Name] - Private Placement**

Dear [Contact Name],

Pursuant to the Board of Directors' resolution dated [Date], you are hereby authorized and directed to issue [Total Number] shares of [Common/Preferred] Stock of [Company Name] (the "Company") to the following individuals/entities as part of a private placement:

| <b>Full Name and Address of Shareholder</b> | <b>Social Security or Tax ID Number</b> | <b>Number of Shares</b> |
|---|---|-------------------------|
| [Investor Name 1]<br>[Address]              | [Tax ID]                                | [Amount]                |
| [Investor Name 2]<br>[Address]              | [Tax ID]                                | [Amount]                |

Please issue these shares in [Physical Certificate / Book-Entry] form.

**Restrictive Legend:**

The shares described above have not been registered under the Securities Act of 1933. Please ensure that each certificate or book-entry account bears the following restrictive legend:

*"THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"). THEY MAY NOT BE SOLD, TRANSFERRED, OR ASSIGNED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE ACT OR AN OPINION OF COUNSEL THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT."*

The Company hereby certifies that the issuance of these shares is in compliance with all applicable laws and the governing documents of the Company. Enclosed please find the [Legal Opinion / Secretary's Certificate] as required for this issuance.

Please confirm once the issuance is complete.

Sincerely,

[Signature]  
[Name of Officer]  
[Title]