

**LETTER REQUIRED FOR ISSUERS INVOLVED IN ACTIVITIES SUBJECT TO GAMING
AND/OR OTHER TYPES OF REGULATORY COMMISSIONS.**

Procedures for submitting this letter are located at:
http://www.dtcc.com/downloads/legal/rules_proc/eligibility/DTCC_Submitting_Form_Letters.pdf

TO BE RE-TYPED ON ISSUER'S LETTERHEAD

[Date]

Attention: Underwriting Department
The Depository Trust Company
55 Water Street, 15L
New York, NY 10041-0099

RE: **[DESCRIPTION OF THE ISSUE & CUSIP NUMBER]**

Ladies and Gentlemen:

[ISSUER'S NAME] (THE "COMPANY") is engaged in **[DESCRIBE THE COMPANY'S BUSINESS]** and is registered with the **[LIST THE NAMES OF APPLICABLE AGENCIES]** (collectively, the "Commissions"). Under certain provisions of the laws and regulations administered by the Commissions (the "Regulations"), the Company may be required, under certain circumstances, to withhold dividends, interest and/or voting rights or to compel the redemption or disposition of one or more of the Company's securities (the "Securities") held by any beneficial holder who is found by any or all of the Commissions to be unsuitable. These provisions of such laws and regulations are hereinafter referred to as the "Restrictions".

To induce the Depository Trust Company ("DTC") to accept the Securities as eligible for deposit at DTC and to act in accordance with DTC's Rules with respect to the Securities, the Company hereby indemnifies and holds harmless DTC from and against any and all liability, loss, or damage, including without limitation, attorney's fees and costs, arising out of or based upon any action taken, or omitted to be taken, by the Company with respect to the Restrictions.

Nothing contained herein shall prevent DTC at any time from determining in accordance with its Rules that the Securities shall cease to be eligible for deposit at DTC.

Very truly yours,

[ISSUER'S NAME]

By: _____
[Authorized Signature]

[Print Signer's Name & Title]