

**SELLER'S REPRESENTATION LETTER  
(NON-AFFILIATE – REPORTING COMPANY OR NON-REPORTING  
COMPANY, ONE-YEAR HOLDING PERIOD)**

Date: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

Stalt, Inc.  
671 Oak Grove Ave  
Suite C  
Menlo Park, CA 94025

Issuer's name and address:

Shareholder's name and address

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Re: Proposed sale/transfer of \_\_\_\_\_ shares of Common Stock (the "Shares") represented by certificate(s) \_\_\_\_\_ of Common Stock of \_\_\_\_\_ (the "Issuer") pursuant to Rule 144 under the Securities Act of 1933, as amended ("Rule 144").

Ladies and Gentlemen:

I propose to sell the above-referenced Shares in the manner permitted by Rule 144. In this connection, I represent to you and warrant as follows:

1. I am not an underwriter with respect to the Shares, nor will the proposed transaction be part of a distribution of securities of the Issuer.
2. 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.
3. Based in part upon information furnished by the Issuer, the Shares are fully paid and a minimum of one year has elapsed since the date that the Shares were acquired from the Issuer or an affiliate of the Issuer as described in Rule 144.

I am familiar with Rule 144 and agree that, in connection with the matters described above, you and the Issuer are relying on the statements made herein. The Issuer may rely on such statements as if this letter were addressed to the Issuer.

Very truly yours,

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Printed Name of Shareholder