

Fidelity Transfer Company
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Sandy, UT 84070

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The minimum of what we are requiring. Additional information may be required in the legal opinions, letters, documents etc. We may also request or require approval from issuing company for transfer and or release of legend. This is a work in progress so we may update or change these requirements as we see the need. There may be separate requirements for some issuers.

A. Reporting Issuers:

I. Non-Affiliate:

- a. No resales prior to 6 month holding period
- b. legal opinion indicating that the company is current with its filings, is considered a fully reporting issuer, there is and has been current public information available for at least 90 days prior to the sale, it has never been a "shell company " or if it has been a "shell company":
 1. at least 1 year has elapsed since the issuer has ceased to be a shell company,
 2. the issuer is subject to the reporting requirements of Section 13 or 15(d) of the exchange act
 3. the issuer has filed all reports and material required to be filed under section 13 or 15(d) of the Exchange Act during the preceding 12 months
 4. at least one year has elapsed from the time the issuer filed current Form 10 type information with the Commission reflecting its status as an entity that is not a shell company
- c. letter from shareholder indicating that they have held the shares for at least 6 months and that they are not and have not been an "affiliate" of the issuer including 10% holder of shares for at least 3 months

II. Affiliate:

- a. No resales prior to 6 month holding period
- b. After 6 months:
 1. legal opinion indicating that the company is current with its filings, is considered a fully reporting issuer there is and has been current public information available for at least 90 days prior to the sale, it has never been a "shell company " or if it has been a "shell company":
 - i. at least 1 year has elapsed since the issuer has ceased to be a shell company,
 - ii. the issuer is subject to the reporting requirements of Section 13 or 15(d) of the exchange act
 - iii. the issuer has filed all reports and material required to be filed under section 13 or 15(d) of the Exchange Act during the preceding 12 months
 - iv. at least one year has elapsed from the time the issuer filed current Form 10 type information with the Commission reflecting its status as an entity that is not a shell company
- c. seller's rep indicating they have held the shares for at least six months
- d. brokers letter indicating compliance with volume limitations, manner of sale requirements and current public information
- e. filing of Form 144

III. Affiliate after 1 year: Same as A(II) above

IV. Non-Affiliate after 1 year:

- a. Letter from shareholder indicating that they have held their shares at least 1 year and are not an affiliate or 10% share holder and have not been for at least 3 months
- b. letter from issuer and/or legal opinion indicating that the issuer has never been a "shell company " or if it has been a "shell company “:
 1. at least 1 year has elapsed since the issuer has ceased to be a shell company,
 2. the issuer is subject to the reporting requirements of Section 13 or 15(d) of the exchange act
 3. the issuer has filed all reports and material required to be filed under section 13 or 15(d) of the Exchange Act during the preceding 12 months
 4. at least one year has elapsed from the time the issuer filed current Form 10 type information with the Commission reflecting its status as an entity that is not a shell company

B. Non-Reporting Issuers

I. Non-Affiliate

- a. no re-sales prior to one year holding period
- b. After 1 year holding period:
 1. letter from issuer and/or attorney that the company has never been a “shell company” or if it has:
 - i. at least 1 year has elapsed since the issuer has ceased to be a shell company,
 - ii. the issuer is subject to the reporting requirements of Section 13 or 15(d) of the exchange act
 - iii. the issuer has filed all reports and material required to be filed under section 13 or 15(d) of the Exchange Act during the preceding 12 months
 - iv. at least one year has elapsed from the time the issuer filed current Form 10 type information with the Commission reflecting its status as an entity that is not a shell company
 2. letter from shareholder indicating that they are not an affiliate and have not been an affiliate for at least 3 months, and that they have held the shares for at least 1 year

II. Affiliate Non-Reporting Issuers after one year holding period:

- a. No resales prior to one year holding period
- b. legal opinion indicating that the company is current with its filings, is considered a fully reporting issuer, or there is enough public information available, where it is found and why it is the opinion of the attorney that it satisfies the requirements for "public information", that it has never been a "shell company " or if it has:
 - i. at least one year has elapsed since the issuer has ceased to be a shell company
 - ii. the issuer is subject to the reporting requirements of Section 13 or 15(d) of the exchange act
 - iii. the issuer has filed all reports and material required to be filed under section 13 or 15(d) of the Exchange Act during the preceding 12 months
 - iv. at least one year has elapsed from the time the issuer filed current Form 10 type information with the Commission reflecting its status as an entity that is not a shell company
- c. seller’s rep indicating the shares have been held for at least one year.
- d. brokers letter indicating compliance with volume limitations and manner of sale requirements
- e. filing of Form 144