



## SAMPLE UNDERWRITER'S LETTER

**(To be provided on underwriter's letterhead)**

DATE

Mr./Ms. \_\_\_\_\_

NYSE American LLC  
11 Wall Street, 10<sup>th</sup> Floor  
New York, NY 10005

Re:           (Company Name)          

Dear Mr./Ms. :

We are acting as representatives of the underwriters in connection with \_\_\_\_\_ (the "Company") initial public offering of (number and issue). We are currently organizing a syndicate to include approximately \_\_\_\_\_ securities firms to underwrite and distribute the issue.

We understand that the listing criteria of the NYSE American LLC (the "Exchange") with respect to a public offering in excess of five hundred thousand (issue) requires a minimum of 800 public holders, or an offering in excess of one million (issue) requires a minimum of 400 public holders.

We can assure the Exchange that the distribution of the Company's (issue) in its initial public offering will satisfy or exceed the distribution requirements described above for listing on the Exchange. We will achieve these criteria by using our own retail sales offices, our institutional department, and the underwriting syndicate currently being organized.

We further agree that we will provide written notice (including a list of purchasers) to the Exchange, within five (5) days of the commencement of trading in the Company's securities, that this requirement has been satisfied.

Very truly yours,

By: \_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
PLEASE PRINT NAME AND TITLE