MANDATORY LETTER OF INSTRUCTION

*Please edit letter and submit the completed, signed letter along with the completed and signed reverse side of the stock certificate or the stock power to BLMC at the address below. We cannot process the transfer of stock until we have the completed letter of instruction, signed stock certificate(s) and/or stock power. A Gold Medallion Signature Guarantee must be on the Stock Power or the reverse and signed side of the original stock certificate.*

[Date]

Name of Sender

Address of Sender

City, State Zip

Biloxi Marsh Lands Corporation

One Galleria Blvd., Suite #902

Metairie, LA 70001

ATTENTION: Transfer Agent

Re: Biloxi Marsh Lands Corporation stock certificate No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Dear Sir or Madam:

I am the registered owner of Biloxi Marsh Lands Corporation stock certificate referenced above. I agreed to sell \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *(# of shares*) shares (the “SHARES”) represented by this stock certificate to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (*name*) (“BUYER”) on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (*date*) at a price of $\_\_\_\_\_\_\_\_\_ per share. The total purchase price is $\_\_\_\_\_\_\_\_\_. In accordance with the attached stock power, you are directed to transfer the SHARES to BUYER after receiving written or oral confirmation from me that I have received payment.

[ ] (*check here if you sold less than all the shares represented by your stock certificate*) I have sold less than all the shares represented by stock certificate No. \_\_\_\_\_\_\_ and request that a new stock certificate with the balance of the shares be issued to me.

In this connection, the undersigned represents that:

1. My username on the BLMCBB is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (*username*).
2. SELLER is not an “affiliate” of BLMC in that SELLER is not a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, BLMC and has not been such for the preceding three months OR SELLER is an “affiliate” but did not initiate a post on the BLMCBB and only responded to an existing post by a non-affiliate.
3. SELLER is not acting in concert with any other person in connection with the sale of the SHARES other than the transactions described above.
4. The SHARES are not subject to any contractual limitation or restriction on resale or any pledge, lien, mortgage, adverse claim, security interest, charge, option or other encumbrance.
5. BLMC may rely on the representations contained herein.

Seller’s contact information is as follows:

Name

Address

City, State Zip

Home Phone

Cell Phone

E-mail

Buyer’s contact information is as follows:

Name

Address

City, State Zip

Home Phone

Cell Phone

E-mail

Note: Purchaser must send a signed W-9 to the Transfer Agent.

SELLER agrees to advise BLMC promptly in writing if after the date hereof any of such representations or statements become untrue, incorrect or incomplete, due to changes in facts and circumstances or otherwise.

Sincerely,

[name of seller]