



Dear Investor:

We understand that you may desire to sell Common shares of National Scientific Corporation (NSC) stock, which carries a Rule 144 restrictive legend, after 12 months and before 24 months of ownership.

Following is the procedure to complete such a sale and to allow our transfer agent, Computershare Investor Services, (Computershare), to remove the 144 legend. **Please note that these complex procedures are dictated by SEC regulations and not by NSC, Computershare or your broker.** Moreover, unless all steps are properly completed, the legend may not be removed and free trading stock cannot be delivered:

1. The investor files a Form 144 with the broker, thus establishing a filing date and requesting a sale of the shares. The maximum number of shares that may be sold this way between 12 and 24 months from acquisition is limited to the greater of (A) 1% of the total outstanding shares issued by NSC in any 90 day period or (B) the average weekly reported volume traded the four weeks prior to filing Form 144 in any 90 day period.
 2. The broker sends the following items to either:
 - (a) Mailed using United States Post Office to:
Computershare Investor Services
Restricted Stock Team
P.O. Box 43078
Providence, RI 02940
 - (b) or sent via any other delivery service to:
Computershare Investor Services
Restricted Stock Team
250 Royall Street
Canton, MA 02021
- A. One copy of the Form 144.
 - B. The original stock certificate containing the Section 144 Restriction
 - C. Completed and signed copy of the enclosed letter addressed to NSC (Exhibit 1).
 - D. A legal opinion obtained from investor's counsel that is satisfactory to Computershare and NSC. Copy of sample opinion enclosed (Exhibit 2).
 - E. Broker's Certificate (Exhibit 3).

3. The broker has 90 days from the filing date to complete the requested sale. Within five (5) days of the sale, the broker **must** send signed copies of the Broker's Certificate (Exhibit 3) to Computershare and to NSC.

Please note the following:

The shares must be sold in the market and through a broker. If for any reason the sale is not completed in the 90 days allowed, the process and all the paperwork must be repeated.

The maximum number of shares that can be sold by each shareholder through the above process is stated in Item 1 on the first page of this letter.

After 24 months from the date of issuance of the shares, the 144 legend can be removed by sending the certificate(s) to Computershare with a written request (a 144K letter) to remove the legend. A legal opinion is no longer needed after 24 months. A fee payable by the investor to Computershare will apply. After 24 months, there are no limits on the number of shares that can be released from 144 restrictions.

We hope this is helpful to you. If you have further questions, please contact Computershare Investor Services 312-360-5133 or National Scientific Investor Relations at 480-948-8324.

EXHIBIT 1

Date _____

National Scientific Corporation
Attn: Investor Relations
8361E. Evans Road, Suite 106
Scottsdale, AZ 85260

Re: Sale of NSC Common stock

Madame or Sir:

I am the owner of _____ (number) shares of Common Stock of National Scientific Corporation (the "Company"). I am writing you at this time because I propose to sell the number of shares of such stock set forth below in brokers' transactions or in transactions directly with a market maker pursuant to Rule 144 under the Securities Act of 1933 (the "Act"), and I hereby request that you notify your transfer agent to remove from certificate(s) representing such number of shares, which I shall deliver, any restrictive legends thereon and to terminate any stop order relating thereto.

In connection with the foregoing, I hereby warrant, represent and agree as follows:

1. I ___ am, or ___ am not an affiliate of the Company as that term is defined in Rule 144, and if not, I ___ have, or ___ have not been such an affiliate within the past three months. (Please check the appropriate spaces.)
2. I propose to sell _____ (number) shares of stock by approximately _____, 200__.
3. As of the date hereof, at least one year has elapsed since the date such securities were issued from the Company or an affiliate, whichever was later, computes as provided in paragraph (d) of Rule 144.
4. During the three months prior to the date of this letter a total of _____ (number) shares of stock have been sold by me and by any persons whose sales must be aggregated with mine as provided in paragraphs (a) and (e) of Rule 144.
5. I am not acting in concert with anyone else for the purposes of selling such stock, except _____. (Insert "none", or if appropriate, name the person(s)).

6. The number of shares of such stock which I have given to anyone or transferred to a trust within the past one year, the date of any such gifts or transfers and the dates of any sales by such donees and/or trusts are as follows:
_____. (Insert "none" if the number is zero).
7. Except as to transactions directly with market makers, I will not solicit or arrange for the solicitation of orders to buy shares of stock in the Company in anticipation of or in connection with my proposed sale, nor will I make any payment in connection therewith to anyone other than the broker who executes the order to sell such stock.
8. I will not sell or give any order to sell more than the number of shares, which I am permitted to sell pursuant to paragraphs (a) and (e) of Rule 144.
9. I undertake to inform any broker who sells the securities for me that the sale is being made in reliance upon Rule 144 and, specifically, to instruct such broker that such sale can be made only in compliance with the specific requirements of Rule 144.
10. I will mail or deliver to the Securities and Exchange Commission three copies (one signed) of the Notice of Proposed Sale of Securities Pursuant to Rule 144, on Form 144, not later than the date on which the order to sell is first placed with the broker and will simultaneously mail or deliver a copy of such Form 144 to the Company.
11. Prior to the sale of any of the securities to which this request relates, I undertake to determine whether there is available "adequate current public information" within the meaning of Rule 144 with respect to the Company. Notwithstanding any such statement, I know or have reason to believe (including, but not limited to, the receipt of notification from the Company) that the Company is in compliance with such reporting requirements as of such time.
12. Not later than the fifth business day following the sale of the total number of share to which this request relates, I shall give written notice to the Company of the completion of such sale and the date(s) of the transaction(s) in which such securities were sold.
13. I have a bona fide present intention to sell the securities to which the request relates.
14. I will promptly advise the Company and the broker or market maker named in the Form 144 prior to making any subsequent sales of the shares if any of the information contained herein or in the Form 144 becomes inaccurate or incomplete.

I understand that the Company will rely on the foregoing warranties, representations and covenants in permitting the transfer of the stock to which this request relates and undertake to hold the Company harmless against any and all loss, damage, liability and expense (including reasonable counsel fees) arising out of or resulting from the breach of any warranty, representation or covenant contained herein or arising out of my sale or other disposition of such shares.

Regards,

Investor Signature

Investor Name (PLEASE PRINT)

Investor Address (PLEASE PRINT)

Investor Telephone (PLEASE PRINT)

Investor City, State ZIP (PLEASE PRINT)

EXHIBIT 2

Date _____

Computershare Investor Services
Restricted Stock Team
250 Royall Street
Canton, MA 02021

NSC Transfer Agent:

National Scientific Corporation (the "Company") has requested that we render an opinion with respect to the proposed sale by _____ (the "Seller") of _____ (number) shares of the common stock of the Company pursuant to Rule 144 under the Securities Act of 1933. We understand that such shares are restricted securities within the meaning of Rule 144, that the certificate(s) for such shares are marked with a legend to such effect and that your transfer books are marked with a stop order with respect to these securities.

In connection with the opinion hereinafter expressed, we have examined the representations of the Seller to the effect that the sale, if affected in conformity with the manner of sale requirements of Rule 144, will be in compliance with the requirements of Rule 144.

Based upon the foregoing, we are of the opinion that the proposed sale, if made in conformity with Rule 144, will be in compliance with the Securities Act of 1933 pursuant to the exemption set forth in Section 4(1) thereof as interpreted by Rule 144.

Upon receipt by you of an executed Broker's Certificate in the form enclosed, and the restricted stock certificate(s) with appropriate transfer instructions, you are hereby authorized to remove the stop order on your books with respect to the shares sold, effect the transfer requested and issue new certificate(s) in accordance with the transfer instructions free of any restrictive legend on the certificate(s) or stop order on your books. In the event a balance certificate is issued to the seller, you are hereby instructed to mark your transfer books with a stop order with respect to the shares evidenced by such balance certificate and to mark the face of the balance certificate with the restrictive legend heretofore authorized by the Company.

Regards,

Signed by Investor's Counsel

EXHIBIT 3

BROKER'S CERTIFICATE

In order to induce National Scientific Corporation to transfer _____ (number) shares of restricted Common stock of said issuer registered in the names(s) _____, the undersigned certifies that, pursuant to instructions received by the undersigned on _____, 200__, it has sold said securities within three months from said date for the account of _____ ("Seller"), the beneficial owner, in a manner satisfying the requirement of Securities Act Rule 144(g), that is to say:

1. The undersigned did no more than execute the sell order as agent for Seller and received no more than the usual and customary broker's commission.
2. The undersigned neither solicited nor arranged for the solicitation of customers' orders to buy said securities in anticipation of or in connection with the transaction, other than as permitted by Rule 144 (g)(2).
3. The undersigned after reasonable inquiry including review of Form 144 as mailed by Seller, if applicable, is not aware of any circumstances indicating that Seller is an underwriter with respect to the securities or is participating in a distribution of said securities.
4. The undersigned after reasonable inquiry is not aware of information indicating that the information supplied by the Seller to the undersigned was not true and correct as of the date of the sale.

Date: _____

Signature of Broker