



CHX Holdings, Inc.

Stock Transfer Instruction

TRANSFER RESTRICTIONS

CHX HOLDINGS' COMMON STOCK IS SUBJECT TO LIMITATIONS ON TRANSFER, OWNERSHIP AND VOTING. THESE LIMITATIONS INCLUDE THE FOLLOWING:

1. CHX HOLDINGS COMMON STOCK HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE TRANSFERRED WITHOUT REGISTRATION UNDER SUCH ACT OR PURSUANT TO AN EXEMPTION THEREFROM. CHX HOLDINGS MAY REQUIRE AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO CHX HOLDINGS THAT SUCH AN EXEMPTION IS AVAILABLE. PLEASE SEE ARTICLE IX, SECTION 3 OF THE CHX HOLDINGS BYLAWS.
2. NO PERSON, EITHER ALONE OR TOGETHER WITH ITS RELATED PERSONS MAY (A) OWN, DIRECTLY OR INDIRECTLY, OF RECORD OR BENEFICIALLY, SHARES CONSTITUTING MORE THAN FORTY PERCENT (40%) (OR TWENTY PERCENT (20%) IF SUCH PERSON HOLDS A TRADING PERMIT OF THE CHICAGO STOCK EXCHANGE, INC.) OF ANY CLASS OF CAPITAL STOCK OF THE CORPORATION, OR (B) DIRECTLY, INDIRECTLY OR PURSUANT TO A VOTING TRUST, AGREEMENT, PLAN OR OTHER ARRANGEMENT, VOTE OR CAUSE THE VOTING OF SHARES OF CAPITAL STOCK OF THE CORPORATION REPRESENTING MORE THAN TWENTY PERCENT (20%) OF THE VOTING POWER THEN ISSUED AND OUTSTANDING OR GIVE ANY CONSENT TO OR PROXY WITH RESPECT THERETO, NOR MAY ANY PERSON ENTER INTO ANY SUCH ARRANGEMENT THAT WOULD ENABLE ANY PERSON TO VOTE OR CAUSE THE VOTING OF MORE THAN TWENTY PERCENT (20%) OF SUCH VOTING POWER. FOR MORE INFORMATION, INCLUDING INFORMATION REGARDING ANY REPORTING AND NOTICE OBLIGATIONS WITH RESPECT TO THESE RESTRICTIONS, PLEASE SEE THE TEXT OF ARTICLE FIFTH OF THE CORPORATION'S RESTATED CERTIFICATE OF INCORPORATION, EFFECTIVE AS OF FEBRUARY 9, 2005.
3. NO STOCKHOLDER MAY TRANSFER COMMON STOCK EXCEPT IN BLOCKS OF 1000 SHARES PER TRANSFER. PLEASE SEE ARTICLE IX, SECTION 2 OF THE CHX HOLDINGS' BYLAWS.
4. NO STOCKHOLDER MAY TRANSFER COMMON STOCK UNTIL ALL AMOUNTS DUE AND OWING BY SUCH STOCKHOLDER TO THE CHICAGO STOCK EXCHANGE, INC. HAVE BEEN PAID IN FULL. PLEASE SEE ARTICLE IX, SECTION 3 OF THE CHX HOLDINGS' BYLAWS.

COPIES OF THE CHX HOLDINGS' CERTIFICATE OF INCORPORATION AND BYLAWS, WHICH FURTHER DETAIL THESE LIMITATIONS, ARE AVAILABLE WITHOUT CHARGE UPON WRITTEN REQUEST TO CHX HOLDINGS.

Please type or legibly print the required information:

Transferor Information:

Name(s)

Social Security Number(s) or Taxpayer ID Number(s)

Address

Telephone

Facsimile

E-mail Address

Transferee Information:

Name(s)

Social Security Number(s) or Taxpayer ID Number(s)

Address

Telephone

Facsimile

E-mail Address

Type of Registration Desired
(Individual, Joint, Trust or Custodial)

The undersigned Transferor hereby sells, assigns, transfers or pledges the following shares of CHX Holdings common stock to the Transferee:

Number of Shares Transferred
(must be a multiple of 1000)

Certificate No. (if applicable)

Price Per Share of Transaction
(if applicable)

Each of the undersigned hereby irrevocably constitutes and appoints CHX Holdings as the entity to record on the books of CHX Holdings the transfer of securities evidenced by this Stock Transfer Instruction. By signing this Stock Transfer Instruction, the undersigned acknowledge and represent that they have read and understand the transfer restrictions identified on the cover of this Stock Transfer Instruction and further represent that any proposed transfer of shares will not be in violation of such restrictions. In addition, by signing this Stock Transfer Instruction, the Transferee hereby makes the representations set forth in Exhibit A to this Stock Transfer Instruction.

Signature of Transferor or Legal Representative*

Date

Signature of Transferee or Legal Representative*

Date

The requested transfer of shares will not be effective until the new owner of record has been duly recorded in the CHX Holdings stock ledger and, if a stock certificate has been requested, the original certificate(s) evidencing the shares is cancelled and the new certificate is issued to the Transferee.

Shares transferred in violation of existing transfer restrictions will not be recorded on the CHX Holdings books and records, but will be recognized only as shares of the purported Transferor for all purposes, including without limitation, voting and payment of dividends and distributions. Additionally, CHX Holdings will have the right, upon written notice to the stockholder of record, to redeem those shares transferred in violation of a transfer restriction, at a price equal to their par value.

* If this Stock Transfer Instruction is being executed by a legal representative, you must indicate the capacity in which you are signing and attach written documentation evidencing your appointment, incumbency and authority. A notarized Power of Attorney is sufficient.

Exhibit A

REPRESENTATIONS IN SUPPORT OF REQUESTED STOCK TRANSFER

In connection with the proposed transfer by Transferor to Transferee of shares (the “Shares”) of common stock, par value \$.01 per share (the “Common Stock”), of CHX Holdings, Inc., a Delaware corporation (“CHX Holdings”), Transferee hereby represents the following to CHX Holdings and its successors:

1. The Transferee is an “accredited investor” within the meaning of Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”). *The definition of “accredited investor” is set forth at the conclusion of this Exhibit A.*

2. The Transferee is acquiring the Shares for investment purposes and not with a view to a distribution of the Shares. The Transferee understands that there is no established market for the Shares and that the Transferee may have to hold the Shares indefinitely. The Transferee understands that by purchasing or holding the Shares the Transferee is assuming (and represents that it is capable of bearing) the risk of loss of all or a substantial part of the Transferee’s investment in the Shares.

3. The Transferee acknowledges and agrees that (a) the sale of the Shares to the Transferee by the Transferor contemplated hereby is being made in a transaction not involving a public offering of securities in the United States; (b) the Shares have not been registered under the Securities Act or any state securities laws and may not be offered, sold, pledged or otherwise transferred unless registered pursuant to, or in a transaction that is exempt from, the Securities Act and any applicable securities laws of any state of the United States; (c) the Shares will be “restricted securities” within the meaning of Rule 144 promulgated under the Securities Act; and (d) the certificates (if any) representing the Shares will contain the following legend (in addition to any other legends from time to time required by CHX Holdings to be set forth thereon):

CHX HOLDINGS COMMON STOCK HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE TRANSFERRED WITHOUT REGISTRATION UNDER SUCH ACT OR PURSUANT TO AN EXEMPTION THEREFROM. CHX HOLDINGS MAY REQUIRE AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO CHX HOLDINGS THAT SUCH AN EXEMPTION IS AVAILABLE.

4. The Transferee acknowledges and agrees that neither CHX Holdings, the transfer agent for the Common Stock nor any person representing either of them makes any representation or warranty whatsoever in connection with the purchase of the Shares by the Transferee.

Accredited investor shall mean any person who comes within any of the following categories, or who the issuer reasonably believes comes within any of the following categories, at the time of the sale of the securities to that person:

1. Any bank as defined in section 3(a)(2) of the Securities Act of 1933, as amended (the “Act”), or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

2. Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

3. Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

4. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

5. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000;

6. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

7. Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii); and

8. Any entity in which all of the equity owners are accredited investors.