

[BROKER'S LETTERHEAD]

**BROKER'S REPRESENTATION LETTER
IN CONNECTION WITH RULE 144 SALE**

To: Pillsbury Winthrop Shaw Pittman LLP
1650 Tysons Boulevard, Suite 1400
McLean, VA 22102
Fax: (703) 770-7901
Attention: David Main, Esq.

Re: ReGen Biologics, Inc.

Dear Mr. Main:

The undersigned ("Broker") has made a sale of the number of shares (the "Shares") of common or preferred stock, par value \$0.01 per share, of ReGen Biologics, Inc. (the "Company") set forth below on behalf of the stockholder named below ("Stockholder") pursuant to an exemption from registration provided by Rule 144 under the Securities Act of 1933, as amended ("Rule 144"). The Shares are represented by the stock certificate(s) identified below (the "Certificate(s)").

In connection with the sale, Broker represents that:

1. Broker has either (i) executed the order to sell the securities as agent for Stockholder and received no more than the usual and customary broker's commission, or (ii) acted in the capacity of a "Market Maker" as defined in section 3(a)(38) of the Securities Exchange Act of 1934.
2. Broker has neither solicited nor arranged for the solicitation of customers' orders to buy the securities in anticipation of or in connection with the transaction, provided that inquiries of other brokers or dealers who have indicated an interest in the securities within the preceding sixty (60) days, or of Broker's customers who have indicated an unsolicited bona fide interest in the securities within the preceding ten (10) days, may have been made by Broker or Broker may have published bid and asked quotations for the security in an inter-dealer quotation system as an incidence of Broker's maintaining a bona fide inter-dealer market for the securities.
3. After reasonable inquiry required by Rule 144, Broker is not aware of any circumstances indicating that the person for whose account the securities were sold is an underwriter with respect to the securities or that the transaction is part of a distribution of securities of the issuer.

[Continued on Next Page]

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Broker recognizes that you are relying on the representations contained in this letter in authorizing the transfer of any restricted shares of common stock of the Company.

Sincerely,

Full name of Broker:	
Address of Broker (if not shown on letterhead):	Telephone number (if not shown on letterhead):
Signed:	Date:
Print name of person signing:	Title (if applicable):
Full name of Stockholder on whose behalf the Shares were sold:	
Total number of Shares sold:	Certificate number(s):