**EXHIBIT C**

(Affiliate Broker Letter)

**[●], [2023]**

Limbach Holdings, Inc.

Attn: Dan Murtha, CPA

VP Finance & Accounting

797 Commonwealth Drive   
Warrendale, PA 15086

Ladies and Gentlemen:

We are writing in connection with the [●] shares (the “Warrant Shares”) of common stock, par value $0.0001 (the “Securities”) of Limbach Holdings, Inc., a Delaware corporation (the “Company”) held in the account of [●] (the “Warrant Holder”) pursuant to Rule 144 of the Securities Act of 1933(the “Securities Act”), as amended (“Rule 144”). We understand that such securities are currently registered in the name of the Warrant and are held in book-entry restricted shares at the transfer agent, subject to a stop transfer instruction at the transfer agent. In connection with our request that you authorize the transfer agent to transfer the Warrant Shares to be held in the Warrant Holder’s account at **[Brokerage firm]** (the “Brokerage Firm”) without restrictive legend, we affirm the following while we are acting as custodian:

1. We acknowledge that the Warrant Shares may not be resold unless they are registered with the Securities and Exchange Commission (“SEC”) or are exempt from the registration requirements.
2. While the Warrant Shares are restricted, they will be marked **[“Restricted”]** in the Broker Firm’s systems, which precludes such Warrant Shares from being transferred unless the requisite approvals have been obtained, and held in a separate DTC account from the Brokerage Firm’s general clearance account at DTC. The Warrant Shares are not eligible for use as margin collateral (and, therefore, not capable of re-hypothecation) or sale absent special approvals and pre-clearances. Brokerage Firm reserves the right to alter these procedures at any time, provided, however, that any subsequent procedures it may adopt will remain in compliance with applicable law, including SEC Rule 15c3-3.
3. We will not permit the sale of the Warrant Shares unless we receive an executed copy of the Rule 144 Seller’s Representation Letter for Affiliates and the transmitted Form 144 which will be filed the SEC and the appropriate exchange if applicable; once a sale is completed we will sign our Rule 144 Broker’s Representation Letter (collectively, the “Rule 144 Documents”).
4. Since the sale, distribution or transfer of the Warrant Shares are subject to the requirements of paragraph (i) of Rule 144, as a pre-condition to any sale, distribution or transfer of the Warrant Shares being made subsequent to the date first written above, we will require prior to any such sale, distribution or transfer of such Warrant Shares, (a) that such Warrant Shares be registered for resale under the Securities Act (b) that such sale, distribution or transfer be pre-cleared with the Company to confirm that registration is not required under the Securities Act with respect to such sale, distribution or transfer and provide the Company with executed copies of the Rule 144 Documents reasonably acquired by the Company in connection with any such sale, distribution or transfer and (c) that the appropriate legal opinions required by the Company’s transfer agent be obtained.

Sincerely,

By:

Name:

Title:

Date: