

To obtain the appropriate Form W-9 (Request for Taxpayer Identification Number and Certification) or Form W-8BEN (Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding) contact AST at the toll free telephone number shown on the cover of this brochure or download online at [www.amstock.com](http://www.amstock.com).

Please read this booklet in full. This information is intended to provide a summary of the Company's DRS program and does not contain all applicable information.

### Additional Program Information

Any shares distributed on stock held by AST for the shareholder(s) in the Program will be credited directly into the shareholder's account.

AST will not be liable for any act performed in good faith or for any good faith omission to act, including, without limitation, any claim of liability arising out of failure to sell shares held by AST, with respect to the prices at which stock is sold for the shareholder's account and the time such sales are made.

AST reserves the right to modify, suspend or make changes to the Program, including applicable fees, or to terminate the Program at any time. In addition, AST reserves the right to interpret and regulate the Program as it deems necessary or desirable in connection with its operation.

The Program shall be governed by and construed in accordance with the laws of the State of New York. Any of the means outlined in this booklet, shall constitute an offer by the shareholder to establish an agency relationship with the Program and be governed by the terms of the Direct Registration Sale Program.

AST does not provide any advice, make any recommendations, or offer any opinion with respect to whether or not you should sell shares or otherwise participate in the Program.

The shares held in Program accounts are not subject to protection under the Securities Investor Protection Act of 1970.

### Privacy Notice

Your privacy is of utmost concern to AST. We have implemented numerous physical, electronic and procedural safeguards to prevent the unauthorized sharing of personal shareholder information, including the limiting of information to necessary employees and the encryption of sensitive Internet transmissions using Secure Sockets Layer (SSL) protection.

We maintain the following nonpublic information with respect to individual shareholders:

- Shareholder name and address(es).
- Shareholder TIN.
- Information related to the shareholder's share ownership and/or history.
- In some cases, shareholder telephone number(s) and/or email address(es).
- In some cases, shareholder bank or brokerage account information.

AST does not provide nonpublic, personal information about shareholders to any third party (other than the issuer of the security or its designee except:

- When necessary to effect, administer or enforce a transaction requested by the shareholder.
- When the shareholder authorizes that the information may be shared.
- When the disclosure is necessary to prevent fraud.
- When the disclosure is necessary for AST to perform its duties.
- When providing information necessary for third parties to perform services on AST's behalf.
- When provided to third parties for the purpose of assisting shareholders in claiming and/or recovering rightful property.
- When the disclosure is otherwise required by law.



### Local Service – Global Capabilities

Find out more about how linking with AST can benefit your company and its shareholders.

Call 888-267-8625

# Direct Registration Share Sale Program

Administered by:



LINK GROUP *network*

American Stock Transfer & Trust Company, LLC  
Wall Street Station  
PO Box 922  
New York, NY 10269-0560

(800) 278-4353  
[www.amstock.com](http://www.amstock.com)

# TERMS OF THE DIRECT REGISTRATION SHARE SALE PROGRAM

## Program Purpose

American Stock Transfer & Trust Company, LLC (AST) has established a Direct Registration Share Sale Program ("Program") and will administer the Program and perform other duties related to the Program.

## Frequently Asked Questions

### How do I sell my Direct Registration Shares?

As Dividend Disbursing Agent, AST will sell shares, at your request, one of two ways:

- Online at [www.amstock.com](http://www.amstock.com). Follow the simple instructions provided below.
- Sales requests received by 12:00 noon and via direct mail and by 4:00 p.m. Eastern Standard Time online will be executed the next business day. Sales initiated after these times will be executed within 48 hours (business days).

Complete and sign the tear-off portion of your DRS account statement. Mail this form to AST at the address provided. If there is more than one individual owner on the account, all shareholders must authorize the transaction by signing the instruction.

### How quickly will AST sell my shares?

AST aggregates all sales requests and executes sales on the open market through a non-affiliated broker. AST typically sells shares on a daily basis. We may, at our discretion, sell shares less frequently (but no later than five trading days after receipt) if the total number of shares to be sold is not sufficient.

### When will my selling price be confirmed?

The selling price will be unknown until the sale is completed. Be aware that the sell price may fluctuate during the period between a request for sale, its receipt by AST and the sale on the open market.

### Are my sales instructions final?

Yes. All sell requests, made either online or via instruction form are final. AST can not stop or cancel your instruction once received.

### What proceeds should I expect to receive?

The proceeds of the sale, less an administrative fee of \$15.00 and commission of \$0.10 per share, will be sent to you by check generally within three (3) days following the sale.

### Can I transfer shares to another person?

Yes. You may transfer Direct Registration Shares at anytime. You can transfer shares to an existing account, or you can set up a new account if the recipient does not have one.

To initiate a transfer, send us a written letter of instruction including the full registration name, address and Social Security Number (SSN) associated with both the originating shares and the recipient's information. Indicate the number of shares which should be transferred to the registered shareholder.

All individuals listed in the account registration must sign the instructions.

Signatures must be guaranteed by a bank, broker or financial institution that is a member of a Medallion Signature Guarantee Program.

### How do I deliver my DRS shares to my broker?

Contact your broker and have him/her request the shares through the Direct Registration Broker Profile System. **AST's participant number at Depository Trust Company is 2941.**

You will need to provide your AST account number and SSN. Alternatively you may instruct your broker to deliver shares they hold for you to AST. These shares will be credited in your AST account.

### How do I transfer certificated shares into DRS?

You may convert your certificate(s) to DRS. Send your certificate(s) and complete the tear-off portion of your account DRS statement to:

American Stock Transfer & Trust Company, LLC  
Wall Street Station, PO BOX 922  
New York, NY 10269-0560

AST requires the actual certificate(s) in order to convert your holdings to DRS. We recommend that you use a courier service.

## Access Your Account Online

Securely access your portfolio online. Initiate transactions, view your account balance(s) including those in certificated form, review transaction histories and much more. Follow these simple steps:

1. Go to [www.amstock.com](http://www.amstock.com).
2. Click on **Shareholder Account Access under Shareholder Services.**
3. Enter your ten digit AST account number or Personal Identification Number (PIN) in the upper right-hand corner.
4. Enter your SSN or TIN.
5. Click **Submit.**

## Contact AST



American Stock Transfer & Trust Company, LLC  
Wall Street Station  
PO Box 922  
New York, NY 10269-0560  
(800) 278-4353  
[www.amstock.com](http://www.amstock.com)

## Summary of Shareholder Paid Sales Fees

Sale	\$15.00 per sale
Commission	\$ 0.10 per share

Fees are subject to change at anytime and without notice. You may inquire about the applicable fees before requesting a sale.

## Important Tax Information

As dividend disbursing agent, AST is required to perform backup withholding on those accounts which do not have a certified Tax Identification Number (TIN).

To avoid unnecessary backup withholding applied to your dividend disbursement(s) or on sales of shares, please be sure your TIN is certified.