



IRREVOCABLE STOCK POWER (Transfer Of Ownership)

For value received, I/we hereby sell, assign and transfer unto:

¹ Full Name of New Owner (Transferee) (New Ownership / Registration of the shares)	² Full Address (Number, street, city, state, zip)	³ Social Security or Tax Identification Number (Complete a W-9 Form or W8, as applicable)

⁴ Number of Certificated Shares	⁵ Number of DRS or Book Entry Shares	⁶ Number of Dividend Reinvestment Plan Shares	⁷ Total Number of Shares
	+		+
			=

of the ⁸ Common Stock Preferred Stock Warrants Units Notes _____ of Other

⁹ Full name of stock _____
Name of Issuing Corporation

¹⁰ Full name of current registered shareholder(s) _____
Full name of Registered Shareholder(s) corresponding to the face of the certificate, Book, DRS or DRIP Statement

¹¹ Certificate or Account number(s) _____
Certificate Number(s) from by certificate or Account Number from DRS/DRIP Statements

The undersigned does hereby irrevocably constitute and appoints **Continental Stock Transfer & Trust Company** as attorney to transfer said stock on the books of said company with full power of substitution in the premises.

12. Issue **Physical Certificate(s)** to new shareholder(s) Issue **DRS/Book Statements** reflecting book entry position to new shareholder(s) Retain shares for safekeeping and reinvest dividends (**DRP**) **DWAC** the shares to: Broker Name: _____ DTC Part #: _____ (See instructions)

13. **COST BASIS INFORMATION:** Check Transaction Type: PRIVATE SALE INHERITANCE GIFT OTHER

Acquisition/Transaction Date: _____

Price per share or Fair Market Value: _____

14. _____
Date

Signature of Registered Shareholder or Legal Representative

15. _____
Daytime Telephone Number

Signature (if Joint Owner or second Fiduciary Representative)

16. _____
Email Address

IMPORTANT – READ CAREFULLY:

The signatures to this assignment must correspond with the name as written upon the face of the certificate(s) / DRS Advice/DRP Statement in every particular without alteration or enlargement or any changes whatsoever. The signature of the person executing this stock power must be guaranteed by an Eligible Guarantor (Financial) Institution such as a Commercial Bank, Securities Broker Dealer, Credit Union or Savings Association participating in a Medallion Program approved by the Securities Transfer Association. **Please note that no other Form of guarantee is acceptable.**

AFFIX MEDALLION STAMP (must be legible)

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Request for Taxpayer Identification Number and Certification

Go to www.irs.gov/FormW9 for instructions and the latest information.

Give form to the
requester. Do not
send to the IRS.

Before you begin. For guidance related to the purpose of Form W-9, see *Purpose of Form*, below.

Print or type. See Specific Instructions on page 3.	1 Name of entity/individual. An entry is required. (For a sole proprietor or disregarded entity, enter the owner's name on line 1, and enter the business/disregarded entity's name on line 2.)	
	2 Business name/disregarded entity name, if different from above.	
	3a Check the appropriate box for federal tax classification of the entity/individual whose name is entered on line 1. Check only one of the following seven boxes.	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
	<input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C corporation <input type="checkbox"/> S corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> LLC. Enter the tax classification (C = C corporation, S = S corporation, P = Partnership) _____ Note: Check the "LLC" box above and, in the entry space, enter the appropriate code (C, S, or P) for the tax classification of the LLC, unless it is a disregarded entity. A disregarded entity should instead check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) _____	Exempt payee code (if any) _____ Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any) _____
	3b If on line 3a you checked "Partnership" or "Trust/estate," or checked "LLC" and entered "P" as its tax classification, and you are providing this form to a partnership, trust, or estate in which you have an ownership interest, check this box if you have any foreign partners, owners, or beneficiaries. See instructions. <input type="checkbox"/>	
	5 Address (number, street, and apt. or suite no.). See instructions.	Requester's name and address (optional)
	6 City, state, and ZIP code	
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Social security number											
				-			-				

Or

Employer identification number											

Note: If the account is in more than one name, see the instructions for line 1. See also *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and, generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person	Date

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Stock Power Instructions

1. Complete the full name of new owner (transferee). If the new registration is a (an):

- **Individual** – Provide the Full name (first name initial is not permitted)

- **Joint Account** (indicate the proper type)

- Joint Tenants with rights of survivorship (JT TEN)

- Tenants in Common (TEN COM)

- Tenants by the Entireties (TEN ENT) – joint tenants account between spouses only

- Community Property – joint account between spouses with community property laws adopted in certain states

- **Trust Account**

- Provide the name of the Trust, the name of the trustee(s), the date the Trust was created (as indicated in the Trust Agreement) and the name of the beneficiary.

- **Custodian Account** (Uniform **Gifts** or **Transfers** to Minors Act)

- Only one custodian may be designated for each minor account

- The social security number of the minor (not the custodian) is required

- The State where the gift/transfer occurred must be provided

- **Transfer On Death (TOD)**

- The owner of the security must be a natural person(s) with rights of survivorship (JT TEN or TEN ENT). Tenants in Common or Community Property joint accounts are not permitted in TOD registrations because they have no rights of survivorship. Entities like corporations are also not permitted as owners.

- Only one beneficiary may be designated per TOD registration. While the owner must be a natural person, the beneficiary may be an individual or other entity (corporation, charity, custodial account (Uniform Transfers to Minors Act only), trust, etc.

- Until the death of the owner, the beneficiary has no rights to the shares.

2. The address of the new owner. All mailings such as dividend checks, proxy cards, annual meeting guides or other correspondence will be sent to this address. Any change of address should be reported immediately.

3. Social security or federal tax identification number (for legal US residents) of the new owner. Please ensure to complete and return the W-9 (included for your convenience). The new owner should sign the W-9. For foreign residents an IRS Form W8-BEN will be required. The W8-BEN is available on the IRS website, <https://www.irs.gov/pub/irs-pdf/fw8ben.pdf>.

4. Number of shares being transferred that are represented by a **Physical Stock Certificate**.

5. Number of shares being transferred that are represented by a **DRS** or **Book Statement**.

6. Number of shares being transferred that are represented by a **Dividend Reinvestment Plan ("DRIP")** Statement.
7. **Total Number** of Shares being transferred.
8. Choose the type of security being transferred by checking the appropriate box. One stock power can be used for only one type of security.
9. Insert the name of the Issuing Corporation of which the shares are issued.
10. The current registered shareholder exactly as reflected on the Physical Stock Certificate, DRS, Book or DRIP Statement.
11. The certificate number(s) which is typically located in the upper left hand corner of the certificate (include prefix, if any) or the Account Number represented by DRS and DRIP Statements.
12. Check the appropriate box if you prefer to have the new shares issued:
 - A **Physical Stock Certificate** issued to the new owner. Not all corporations offer Physical Stock Certificates and additional fees may apply. Please check with us prior to submitting the stock power.
 - **Direct Registration Shares (DRS)**. A statement will be issued to the new owner providing all of the relevant information. Please check with us to determine if the corporation is a DRS Participating Issuer (required for shares to be issued in DRS Format).
 - **Dividend Reinvestment Plan (DRP)**. The new shares are deposited and dividends are reinvested (Dividend Reinvestment Plan shares ONLY). Please check with us to determine if the corporation offers a Dividend Reinvestment Plan.
 - **Deposit/Withdrawal At Custodian (DWAC)**. Provide the Broker name and their DTC Participant number. Please advise the Broker of the DWAC transaction and they will initiate the process to accept the shares.
13. The emergency **Economic Stabilization Act of 2008** and resulting IRS regulations require Brokers and Transfer Agents to obtain Cost Basis for securities issued on or after January 1, 2011. Please provide the type of transaction, acquisition date and price per share as follows:
 - **Sale Transactions** – Date of Sale (Acquisition date) and price paid per share. It should be noted that if this information is not furnished we are required by IRS regulation to apply the GIFT rules to establish cost basis for this transaction.
 - **Inheritance** – Date of Death (Acquisition Date) or Alternative Date as defined in IRS regulations and the Fair Market Value (FMV) on the acquisition date. The IRS definition of FMV is the average between the high and low price on the acquisition date. This information should be provided by the authorized representative of the estate.

- **Gifts**

- For physical certificates presented by the donee, the date of the gift and the FMV on that date must be provided.
- For physical certificates presented by the donor and book entry submissions (DRS or DRIP), IRS regulations require us to use the Date of Transfer for the acquisition date and FMV.

- **Other** – If your transaction does not conform to one of the above, please provide appropriate details.

Shareholders may wish to consult with a tax professional when determining their cost basis.

14. Date and Sign the Stock Power Form before an authorized representative of an Eligible Medallion Guarantor (Financial Institution such as a Commercial Bank, Broker Dealer or Credit Union) participating in one of the Medallion Guarantee programs approved by the Securities Transfer Association. Please be aware that this is the only acceptable form of signature guarantee. A signature guarantee by a Notary Public or any institution not participating in an eligible medallion program is not acceptable. If a joint account or if there are multiple fiduciaries (co-trustees, co-executors etc.), all signatures are required and must be guaranteed.
15. Indicate your daytime telephone number in case we need to contact you.
16. Provide a valid email address. You can elect to have important mailings emailed to you upon enrolling to have online account access.
17. Please return the completed Irrevocable Stock Power Form (do not include the instructional pages) along with all supporting documentation to the address below.

We recommend mailing the documentation by registered or certified mail, return receipt requested or some other form of traceable courier service such as FedEx or UPS. If the package includes certificates, we also suggest that the package is insured for 3% of the current value of the shares. In the event of a mail loss, a surety bond of 3% may be required to replace the certificates. Please note that premium for the surety bond for non-US applicants is 5% of the current value of the shares.

Continental Stock Transfer & Trust
Attn: Stock Transfer Department
1 State St, 30th Floor
New York, NY 10004-1561

If you require further assistance, please do not hesitate to contact us:

Phone: 800.509.5586, Monday through Friday, 8:00 am to 6:00 pm, Eastern Time.

Email: CSTMail@continentalstock.com

Disclosure: Continental Stock Transfer & Trust, or any of its employees, does not provide financial advice. As such, we suggest that you consult a lawyer, financial advisor or tax professional regarding your transaction.