







## **2. Issuance of Common Stock**

The following deliveries and payments will be made to the address shown on the face of your Subscription Rights Certificate, unless you provide instructions to the contrary in your Subscription Rights Certificate.

(a) *Basic Subscription Privilege.* As soon as practicable after the Escrow Release Date and assuming the valid exercise of your Subscription Rights, the Subscription Agent will credit your account with the shares of Common Stock you have purchased pursuant to your Basic Subscription Privilege.

(b) *Over-Subscription Privilege.* As soon as practicable after the Escrow Release Date and after all pro-rations and adjustments contemplated by the terms of the Rights Offering have been effected, the Subscription Agent will credit your account with the shares of Common Stock, if any, allocated to you pursuant to validly exercised and accepted subscription requests pursuant to the Over-Subscription Privilege.

(c) *Excess Cash Payments.* As soon as practicable after the Escrow Release Date and after all pro-rations and adjustments contemplated by the terms of the Rights Offering have been effected, any excess subscription payment that you have paid to the Subscription Agent will be returned, without interest or penalty, to you.

## **3. Execution**

(a) *Execution by Registered Holder.* The signature on the Subscription Rights Certificate must correspond with the name of the registered holder exactly as it appears on the face of the Subscription Rights Certificate without any alteration or change whatsoever. Persons who sign the Subscription Rights Certificate in a representative or other fiduciary capacity must indicate their capacity when signing and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of their authority to so act.

(b) *Execution by Person Other than Registered Holder.* If the Subscription Rights Certificate is executed by a person other than the holder named on the face of the Subscription Rights Certificate, proper evidence of authority of the person executing the Subscription Rights Certificate must accompany the same, unless, for good cause, the Subscription Agent dispenses with proof of authority.

## **4. Method of Delivery**

The method of delivery of Subscription Rights Certificates and payment in full of the total subscription amount to the Subscription Agent will be at the election and risk of the holders of the Subscription Rights. If sent by mail, we recommend that you send your Subscription Rights Certificate and subscription payment by overnight courier or by registered mail, properly insured, with return receipt requested, and that you allow a sufficient number of days to ensure delivery to the Subscription Agent and clearance of payment prior to the Expiration Date. We urge you to consider using a certified or cashier's check to ensure that the Subscription Agent receives your funds prior to the Expiration Date. If you send an uncertified personal check, payment will not be deemed to have been received by the Subscription Agent until the check has cleared, which may take five (5) or more business days, but if you send a certified check or a bank draft drawn upon a U.S. bank, payment will be deemed to have been received by the Subscription Agent immediately upon receipt of your payment. If you wish to pay your subscription payment by means of an uncertified personal check, we urge you to deliver your payment to the Subscription Agent sufficiently in advance of the Expiration Date to ensure that your payment is received and clears by the Expiration Date.

## **5. Special Provisions Relating to the Delivery of Subscription Rights through the Depository Trust Company**

In the case of Subscription Rights that are held of record through The Depository Trust Company ("DTC"), exercises of the Basic Subscription Privilege and any subscription requests pursuant to the Over-Subscription Privilege may be effected by instructing DTC to transfer the Subscription Rights from the DTC account of such holder to the DTC account of the Subscription Agent and by delivering to the Subscription Agent the required certification as to the number of shares of Common Stock subscribed for under the Basic Subscription Privilege and the number of any additional shares subscribed for pursuant to the Over-Subscription Privilege by each beneficial owner of Subscription Rights on whose behalf such nominee is acting, together with payment in full of the total subscription amount for all of the shares of Common Stock subscribed for

under the Basic Subscription Privilege and pursuant to the Over-Subscription Privilege on behalf of all such beneficial owners and with respect to those beneficial owners that certified to the nominee holder that they are an employee or non-executive officer of the Company, also their names.