**Partial Withdrawal of Assertion of Appraisal/Dissenters’ Rights-Participant Instruction Letter to DTC**

***The Participant Instruction Letter to DTC must substantially conform to the template below. Please do not include this legend, any yellow highlighting, or any of the insertion instructions or instructional brackets that appear in this sample letter, in the final letter*.**

**PARTICIPANT LETTERHEAD**

**Insert current date**

The Depository Trust Company

570 Washington Blvd. – 4th Floor

Jersey City, New Jersey 07310

Attn: Reorg/Proxy Department

**Re: Partial Withdrawal of Assertion of Appraisal/Dissenters’ Rights**

**Insert Name/Description of the Security,** CUSIP No. **Insert CUSIP #** (the “**Issue**”)

**Insert DTC Participant Firm Name** (the “**Participant**”)

**Participant Account #**(“**Participant’s Account**”)

**Insert Beneficial Holder Name** (“**Beneficial Owner**”)

To whom it may concern,

In a letter dated **[insert date of original assertion] (“Original Letter”)**, attached hereto as Attachment A, Cede & Co., as holder of record, asserted appraisal/dissenters’ rights with respect to **[insert # of shares covered by the Original Letter]** shares of the Issue credited to our Participant’s Account that were beneficially owned by Beneficial Owner.

Participant hereby instructs The Depository Trust Company (“DTC”) to cause its nominee Cede & Co., as holder of record, to sign the attached partial withdrawal letter (“**Cede Letter**”) in order to withdraw the assertion of appraisal/dissenters’ rights with respect to **insert** **amount of shares subject to the withdrawal** shares of the Issue (the “Withdrawal Shares”). The appraisal rights continue to be asserted with respect to **insert number of shares still subject to appraisal rights** shares of the Issue covered in the Original Letter.

In addition to acknowledging that this request is subject to the indemnifications provided for in the DTC Rules, including, but not limited to, DTC Rules 6 and 20, Participant (i) certifies that the information and facts set forth in the attached Cede Letter are true and correct, including, but not limited to, the Withdrawal Shares credited to our DTC Participant account that were beneficially owned by the Beneficial Owner; and (ii) represents and warrants that there have been no prior requests to DTC and Cede & Co. for the execution of a Cede Letter similar to the attached Cede Letter with respect to the Withdrawal Shares referred to therein.

Participant acknowledges and agrees that DTC and Cede & Co. have no responsibility for the sufficiency (legal or otherwise) of the attached Cede Letter for any particular purpose (with or without any suggested changes by DTC or otherwise), and that Participant is solely responsible for the language and content therein.

The undersigned represents and warrants that it is duly authorized to execute this instruction letter and indemnification on behalf of the Participant.

Sincerely,

[**Participant Name**]

By \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** [I**nsert signer’s name]**

**Title: [insert signer’s title]**

**[Affix Medallion Stamp Above]**

 **[Print Signer’s name of the medallion under the stamp]**

**[Note: The signer of the medallion must be a different**

 **individual than the signer of the letter.]**

**ATTACHMENT A**

**[Participant to attach copy of original Assertion Letter – must be attached when submitting to DTC.]**

***Sample* *Partial Withdrawal of Assertion of Appraisal/Dissenters’ Rights***

***ATTENTION: DTC and Cede & Co. do not take a position as to the sufficiency of this sample letter, legal or otherwise, for any particular purpose. The Participant and/or the Beneficial Owner should consult with their own counsel regarding the form and content of the Cede letter. Please do not include this legend, any yellow highlighting, or any of the insertion instructions or instructional brackets that appear in this sample letter, in the final letter*.**

CEDE & CO.

c/o The Depository Trust Company

570 Washington Blvd.

Jersey City, New Jersey 07310

**[Addressee]**

**Re: Partial Withdrawal of Assertion of Appraisal/Dissenters’ Rights**

**Insert Name/Description of the Security,** CUSIP No. **Insert CUSIP #** (the “**Issue**”)

**Insert DTC Participant Firm Name** (the “**Participant**”)

**Participant DTC Account #**(the “**Participant’s Account**”)

**Insert Beneficial Holder Name** (the “**Beneficial Owner**”)

To whom it may concern,

In a letter dated **[insert date of original assertion] (“Original Letter”)**, attached hereto as Attachment A, Cede & Co., as holder of record and at the request of Participant, on behalf of Beneficial Owner, asserted appraisal/dissenters’ rights with respect to **[insert # of shares covered by the Original Letter]** shares of the Issue (the “Shares”) credited to the Participant’s Account that were beneficially owned by Beneficial Owner.

At the request of Participant, on behalf of Beneficial Owner, Cede & Co., as holder of record of the Shares, hereby withdraws the assertion of appraisal/dissenters’ rights with respect to **insert amount of shares subject to the withdrawal** of the Shares (the “Withdrawal Shares”).

The appraisal rights continue to be asserted on **insert number of shares still subject to appraisal rights** shares of the Issue covered in the Original Letter.

Future correspondence on this matter should be directed to:

**[Insert Beneficial Owner name, address, contact information]**

with copies directed to the attention of:

**[Insert Name, Address, contact information for person to be copied]**

Sincerely,

CEDE & CO.

By:

Name:

Title: Partner

Date:

**ATTACHMENT A**

**[Participant to attach copy of original Assertion Letter – must be attached when submitting to DTC.]**