# Instructions:

Please complete the form below as needed to indicate the action desired for owned issues.

All submissions must be on the participant's letterhead and must have that participant's medallion stamp.

Use the TAB or arrow keys to toggle through the updatable fields in the document. Additionally, use the date format of mm/dd/yyyy for the date fields.

I you need a non-template form, one can be found here:

<http://www.dtcc.com/matching-settlement-and-asset-services/issuer-services/proxy-documentation>

You must submit completed forms via the WINS application. A user guide to the process can be found here: <http://www.dtcc.com/~/media/Files/Downloads/Settlement-Asset-Services/Issuer%20Services/WINS-User-Guide-Demand-and-Dissents.pdf>

For questions or additional forms, send requests via electronic mail to:

 demandanddissent@dtcc.com

# CONSENT OF STOCKHOLDER

**TO ACTION WITHOUT A MEETING**

Date:      (Today’s date)

The Depository Trust Company

55 Water Street – 25th Floor

New York, NY 10041

Attn: Proxy Department

**RE:** (Insert description of issue with CUSIP number)

(Insert DTC Participant Account Number)

Dear Partner:

Please have your nominee, Cede & Co., sign the attached Consent of Stockholder (the” Consent”) in order to enable our customer to exercise the right to act by written consent with respect to       (# of) shares of the above-referenced securities credited to our DTC Participant account on the date hereof.

In addition to acknowledging that this request is subject to the indemnification provided for in DTC Rule 6, the undersigned certifies to DTC and Cede & Co., that the information and facts set forth in the attached Consent are true and correct, including the number of shares credited to our DTC Participant account that are beneficially owned by our customer (Customer name).

Please make the letter available for pick-up by

(Firm or person responsible for picking up documents from DTC)or overnight courier to

Name of Company

Address

Address

Contact Person

The overnight courier account number is

**(Courier account number)**

Very truly yours,

**(Insert name of Participant)**

BY: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 ***Manual signature of authorized person***

**(Type signer’s name)**

**(Type signer’s title)**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Medallion Stamp

Cede & Co.

C/o The Depository Trust Company

55 Water Street

New York, NY 10041

Date

Name of Company

Address

Address

Contact Person

Attention: Contact Person

Cede & Co., the nominee of The Depository Trust Company (“DTC”), is a holder of record of shares of common stock (Insert description of issue with CUSIP number) .. DTC is informed by its Participant, Name of Company (the “Participant”), that on the date hereof of such shares (the “Shares”) credited to Participant’s DTC account are beneficially owned by (Customer name) a customer of Participant.

At the request of Participant, on behalf of (Customer name) , Cede & Co., as a holder of record of the Shares, hereby consents, pursuant to Section of the Corporation Law to each of the following actions, without a meeting, without prior notice and without a vote:

 **(Insert reason for written consent-e.g. -See below)**

 RESOLVED, that (Name) , and any other present director of the Company be removed, without cause, as a director of the Company; and it is further

 RESOLVED, that (Name) , is elected as director of the Company, each to serve in that capacity until their successors are duly elected and qualified.

The above-proposed corporate action may be adopted by the consent of the holders of a Majority of the shares of common stock of the Company which are outstanding at the close of business on the record date. Pursuant to Section 213 (b) of the DGCL. the record date shall be       (Date).

While Cede & Co., is furnishing this consent as the stockholder of record of the Shares, it does so at the request of Participant and only as a nominal party for the true party in interest, (Customer name). Cede & Co., has no interest in this matter other than to take those steps which are necessary to ensure that (Customer name) is not denied his rights as the beneficial owner of the Shares, and Cede & Co., assumes no further responsibility in this matter.

Very truly yours,

Cede & Co.

BY:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Partner)

Dated       (Date)