**Confirmation of Position (Shares)-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, any insertion instructions, or any instructional brackets that appear in this template 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: DTC Confirmation of Position**

**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 Amount of Shares that is the Subject of the Request** Shares of the Issue (the “**Position”)**

To whom it may concern,

Participant hereby instructs The Depository Trust Company (“DTC”) to sign the attached confirmation of position letter (“**Confirmation Letter**”) with respect to the Position credited to our Participant Account on **Insert relevant date** (the “**Subject Date**”).

*If applicable -* Participant hereby informs DTC that it held the Position in its Participant’s Account on the Subject Date for the benefit of its customer **Insert Beneficial Holder Name** (“**Beneficial Owner**”).

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, the Participant certifies that the information and facts set forth in the attached Confirmation Letter are true and correct.

Participant acknowledges and agrees that DTC has no responsibility for the sufficiency (legal or otherwise) of the attached Confirmation Letter for any particular purpose (with or without any suggested changes by DTC or otherwise), and that the 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.]**

**Sample Confirmation of Position (Shares)**

***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 DTC Letter. Please do not include this legend, any yellow highlighting, insertion instructions or instructional brackets that appear in this sample, in the final letter.***

The Depository Trust Company

570 Washington Blvd., 4th Floor

Jersey City, New Jersey 07310

**Addressee**

**Re: DTC Confirmation of Position**

**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 Amount of Shares that is the Subject of the Confirmation** Shares of the Issue (the “**Position”)**

To whom it may concern,

On **Insert relevant date** (“**Subject Date**”), Cede & Co., nominee of The Depository Trust Company (“DTC”), was the holder of record of the Position.

 DTC confirms that its books and records reflect that on the Subject Date, the Participant’s Account of the Participant was credited with the Position.

*If applicable –* DTC is informed by the Participant that on the Subject Date, the Position credited to its Participant Account were beneficially owned by **Insert Beneficial Owner Name**, a customer of the Participant.

Sincerely,

The Depository Trust Company

BY:

Name:

Title:

Date: