

EXERCISE AND SALE FORM

Employee Name: \_\_\_\_\_

Correspondent Name: \_\_\_\_\_

Pershing Account Number: \_\_\_\_\_

- A. Number of Options to be Exercised \_\_\_\_\_
- B. Grant Price per Option \$ \_\_\_\_\_
- C. Grant Date \_\_\_\_\_
- D. Total Exercise Cost (A x B) \$ \_\_\_\_\_
- E. Amount of Withholding Tax \$ \_\_\_\_\_
- F. Loan Amount Requested (D + E) \$ \_\_\_\_\_  
(This amount will be forwarded directly to your company.)

Trade Instructions:

- \_\_\_\_\_ I wish to sell all of my shares at the then market price upon approval and acceptance of my application.
- \_\_\_\_\_ I wish to sell a portion of my shares at the then market price and hold the remaining securities in my margin account. I understand that normal margin requirements apply.  
     \_\_\_\_\_ Number of shares to be sold.  
     \_\_\_\_\_ Number of shares to be held in margin account.
- \_\_\_\_\_ I wish to hold all shares in my margin account and will direct the sale at a later time. I understand that normal margin requirements apply.

I understand that once these instructions have been completed, acceptance granted, and funds forwarded to my company, no changes can be made regardless of market conditions. I hold harmless the Pershing Division of Donaldson, Lufkin & Jenrette Securities Corporation for any and all liability associated with the market fluctuation of the stock price.

\_\_\_\_\_ Date

\_\_\_\_\_ Signature

\_\_\_\_\_ Employer

LETTER OF INSTRUCTION

Date: \_\_\_\_\_

Re: Account Number \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_

To: (Employer) \_\_\_\_\_

Telephone Number: \_\_\_\_\_

(Address) \_\_\_\_\_

Attn: \_\_\_\_\_

Dear: \_\_\_\_\_:

The Pershing Division of Donaldson, Lufkin & Jenrette Securities Corporation ("Pershing") will make payment for the cost of the exercise price, and any applicable withholding taxes, whereupon I request that you deliver the certificate(s) to them.

This instruction is not revocable or amendable by the undersigned. I hereby grant to Pershing a power, coupled with an interest, to affect the intent of this letter. You may expect a call from Pershing to confirm the prompt delivery of the securities and to arrange proper receipt of them.

Very truly yours,

\_\_\_\_\_ Signature

TEXT OF EXERCISE AND SALE FORM AND LETTER OF INSTRUCTION MAY NOT BE ALTERED IF REPRINTED BY YOUR FIRM.