

Suggested Language for Inclusion in Corporate Documents

ShareGift USA's Charitable Donation Program

Should you desire, ____ has made arrangements to enable shareholders to donate some or all of the merger consideration to be received in the event of consummation of the mergers to ShareGift USA.

ShareGift USA is a non-profit charity recognized as exempt from tax by the IRS under Section 501(c)(3) of the Code. It will distribute your donated merger consideration (or the proceeds from the sale of your donated shares consideration) to a variety of recognized U.S. charities. ShareGift USA donates the proceeds to charities focusing on education, health, human services, public society, the environment and international causes. All merger consideration received by ShareGift USA will be used to make donations to the following charities: Teach for America, the American Cancer Society, the Juvenile Diabetes Research Foundation, the Trust for Public Land, the Wounded Warrior Project and CARE.

After the mergers are completed, [The Exchange Agent] will send a letter of transmittal to each shareholder of _____. The letter of transmittal will include instructions for exchanging your shares of _____ common stock for the merger consideration and will also include an option for you to donate all or a portion of your merger consideration to ShareGift USA. ShareGift USA will aggregate all donations from _____ shareholders and distribute them to charitable institutions.

If you would like to donate some or all of your merger consideration under this program, simply follow the instructions on the letter of transmittal and return your properly completed letter of transmittal. Please do not send your _____ stock certificates until you receive your letter of transmittal.

Once your donation is received and processed, you will receive from ShareGift USA written confirmation of your donation. If you are a U.S. taxable investor, you may be eligible for a tax deduction should you choose to participate in ShareGift USA's program. Please consult your tax advisor accordingly.

You can find more information about ShareGift USA on its website at <http://sharegiftusa.org/>.