**Election Under Section 83(b) of the Internal Revenue Code**

The undersigned Taxpayer hereby elects, pursuant to Section 83(b) of the Internal Revenue Code of 1986, as amended, to include the excess, if any, of the fair market value of the property described below at the time of transfer over the amount paid for such property, as compensation for services in the calculation of: (1) regular gross income; (2) alternative minimum taxable income; or (3) disqualifying disposition gross income, as the case may be.

1. Taxpayer's name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
 Taxpayer's address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
 Social Security Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

2. The property with respect to which the election is made is described as follows: \_\_\_\_\_\_\_\_\_\_ shares of Common Stock of \_\_\_\_\_\_\_\_\_\_, (the “Company”), which were transferred by the Company, which is the Taxpayer’s employer or the corporation for whom the Taxpayer performs services.

3. The date on which the shares were transferred was \_\_\_\_\_\_\_\_\_\_ and this election is made for calendar year \_\_\_\_\_\_\_\_\_\_.

4. The shares are subject to the following restrictions: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

5. The fair market value of the shares (without regard to restrictions other than restrictions which by their terms will never lapse) was \_\_\_\_\_\_\_\_\_ per share × \_\_\_\_\_\_\_\_\_\_ shares = \_\_\_\_\_\_\_\_\_\_ at the time of transfer.

6. The amount paid for such shares upon transfer was \_\_\_\_\_\_\_\_\_\_ × \_\_\_\_\_\_\_\_\_ shares = \_\_\_\_\_\_\_\_\_\_.

7. The Taxpayer has submitted a copy of this statement to the Company.

8. The amount to include in gross income is \_\_\_\_\_\_\_\_\_\_. [The result of the amount reported in Item 5 minus the amount reported in Item 6.]

This election must be filed with the Internal Revenue Service (“IRS”), at the office where the Taxpayer files annual income tax returns, within 30 days after the date of transfer of the shares and must also be filed with the Taxpayer’s income tax returns for the calendar year. The election cannot be revoked without the consent of the IRS.

Taxpayer’s Signature: \_\_\_\_\_\_\_\_\_\_

The undersigned spouse of Taxpayer joins in this election.

Spouse of Taxpayer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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