

clearwire

R. GERARD SALEMME
EXECUTIVE VICE PRESIDENT

October 17, 2007

South Carolina Educational Television Commission
1101 George Rogers Blvd
Columbia, SC 29201
Attention: Mr. Moss Bresnahan, President of SCETV
E-Mail: mbresnahan@scetv.org

RE: Transition Cost Reimbursement Agreement – South Carolina Educational Television Commission (“Licensee”), Greenville-Spartanburg, SC (BTA #177)

Dear Mr. Bresnahan:

When you submitted your 2.5 GHz Pre-Transition Data Request (“PTDR”) response to Clearwire, you indicated that the Licensee was operating the stations listed in Exhibit A, and would require transition of services to the Middle Band Segment (“MBS”) of the 2.5 GHz Educational Broadband Service spectrum band. As the proponent of the Greenville-Spartanburg, SC (BTA #177) Basic Trading Area, we are required by the Federal Communications Commission (“FCC”) to transition your qualified educational programming, *i.e.*, video programming and/or data transmission, to new FCC-designated frequency allocations at no cost to you¹. We have determined that your EBS programming meets the requirements necessary to be eligible for cost free migration to the MBS. Attached please find a copy of the independent third party vendor documentation demonstrating the costs of transitioning your facilities, which includes digital compression and transmission of existing analog video programming and replacement and installation of the new downconverters at each receive site, associated with migrating your qualified programming to the MBS in furtherance of the Transition.

This letter confirms our mutual understanding and agreement that in consideration for recouping the cost you would otherwise incur in migrating your educational programming from the current EBS pre-Transition frequency assignments to the post-Transition MBS frequency assignments, Licensee will do the following:

1. Cease any existing operations on its Pre-Transition channel allocation(s) and/or Transition such operations to the new Post-Transition Band Plan channel allocation(s) prior to the cessation date listed in Exhibit 1 for each station.

¹ See 47 C.F.R. § 27.1233 as amended from time to time; see also *Amendment of Parts 1, 21, 73, 74 and 101 of the Commission's Rules to Facilitate the Provision of Fixed and Mobile Broadband Access, Educational and Other Advanced Services in the 2150-2162 and 2500-2690 MHz Bands*, Report and Order and Further Notice of Proposed Rulemaking, 19 FCC Rcd. 14165 (2004) (“2004 BRS/EBS R&O”) at ¶¶ 93-100; Order on Reconsideration and Fifth Memorandum Opinion and Order and Third Memorandum Opinion and Order and Second Report and Order, 21 FCC Rcd 5606 (2006) (“2006 BRS/EBS Reconsideration Order”) at ¶¶ 152-172.

2. If the Licensee plans to operate in the MBS under the new Post-Transition band plan prior to Clearwire filing the Post Transition Notice with the FCC (anticipated to be August 1, 2008), Licensee will provide the appropriate technical specifications and coordinate with Clearwire by notifying Brandon Bullis (TransitionInfo@clearwire.com) by July 2, 2008; so that the Post Transition Notification will accurately reflect actual Post Transition middle band segment operations. If Licensee plans to operate in the MBS after Clearwire files the Post Transition Notice, Licensee shall be responsible for making any and all necessary filings at the FCC.
3. Provide Clearwire with a completed copy of the attached Payee Set-up Form and IRS Form W9 within 10 days of your execution of this Letter Agreement.
4. Accept the amount listed below and detailed in the attached independent third party vendor documentation as Licensee's total eligible costs qualifying for Transition reimbursement to Clearwire.
5. Licensee will use its best efforts to contractually obligate or to require any party contracting on behalf of Licensee to contractually obligate any current or future lessors of Licensee's stations to acknowledge and accept the amount listed below and detailed in the independent third party vendor documentation, located in Exhibit 2, as qualified eligible costs for Transition reimbursement to Clearwire and Licensee will use its best efforts to contractually obligate or require any party contracting on behalf of Licensee to require such lessor to promptly reimburse Clearwire for its pro-rata share, post-Transition, as calculated pursuant to 47 CFR 27.12387(c) of the Commission's rules.

Your signed and returned copy of this letter constitutes an agreement and acknowledgement that Licensee will perform the covenants and agreements set forth in paragraphs 1 through 3 above and that Clearwire will cover the migration costs you would otherwise incur in the form of a check or a wire transfer to an account designated by Licensee for \$450,025.00 as reflected on the attached statement (the "Transition Costs") within thirty (10) days of completion of the attached Payee Set-up Form and our receipt of this fully signed and unaltered letter. Licensee further agrees that it is not entitled to any further Transition Costs beyond those reflected herein. As time is of the essence, if Licensee fails to perform in any way the obligations of Licensee set forth in paragraphs 1 through 3 above by the dates set forth therein, then Licensee understands it will forfeit the right to the Transition Costs and will return them to Clearwire within five (5) days of receipt of written notice by Clearwire of Licensee's failure to complete any portion of the obligations of Licensee pursuant to this letter agreement.

Thank you for your time and assistance with this matter. Please return a signed copy of this acknowledgment letter in enclosed UPS envelope. Should you have any questions, please do not hesitate to call me.

Sincerely,

R. Gerard Salemmme
Executive Vice President of Strategy, Policy, and External Affairs

South Carolina Educational Television Commission hereby agrees to the terms of the letter agreement as set forth above and agrees to perform the obligations of the Licensee within the timeframes set forth therein. Licensee further acknowledges that it is entering into this letter agreement on its own free will based on its own review and understanding of this letter agreement. Licensee represents and warrants that the execution and delivery of this letter agreement and the performance of its obligations hereunder has been duly authorized by all necessary action on the part of Licensee and that this letter agreement upon execution by Licensee and delivery to Clearwire will constitute a legal, valid and binding obligation of Licensee.

South Carolina Educational Television Commission

By: David L. Crouch

Printed Name: DAVID L. CROUCH

Title: SR VP-ADMIN

Date: 11/12/07

Exhibit A
Stations

Greenville-Spartanburg, SC BTA #177

<u>Licensee Name</u>	<u>Call Sign</u>	<u>Channels</u>	<u>Cessation Date</u>
SC Educational Television Commission	WHN705	F1, F2, F3, F4	6/2/2008
SC Educational Television Commission	WHN712	B1, B2	6/2/2008
SC Educational Television Commission	WHN712	B3, B4	Two weeks from signing of agreement letter
SC Educational Television Commission	WHQ305	C1, C2	6/2/2008
SC Educational Television Commission	WHQ305	C3, C4	6/2/2008
SC Educational Television Commission	WHQ380	G1, G2, G3, G4	6/2/2008
SC Educational Television Commission	WHQ402	G1, G2, G3, G4	9/1/2008
SC Educational Television Commission	WHQ447	B1, B2	9/1/2008
SC Educational Television Commission	WHQ447	B3, B4	6/2/2008
SC Educational Television Commission	WHR481	A1, A2	6/2/2008
SC Educational Television Commission	WHR481	A3, A4	6/2/2008
SC Educational Television Commission	WHR500	G1, G2, G3, G4	9/1/2008
SC Educational Television Commission	WHR720	G1, G2, G3, G4	9/1/2008
SC Educational Television Commission	WLY244	B1	9/1/2008
SC Educational Television Commission	WLY244	B2, B3, B4	9/1/2008
SC Educational Television Commission	WND452	A1, A2, A3, A4	9/1/2008

Exhibit 2
Independent Third Party Vendor Documentation



Prepared for: Dennis Scholl, dennis.scholl@clearwire.com
 Prepared by: John S. Lynch, jlynch@axcera.com
 Digital Option

SCETC- Greenville Transition
Estimate of Equipment and Services

Quote # M13682-5

Date June 25, 2007

Program Rev 7

Item #	Description	Bill Code	Clearwire Price	Estimated Quantity	Extended Price
1	<u>Project Management</u>				
2	4.1.7.2 Start up fee		\$20,000	1	\$ 20,000
3	3.2 Project Management	PM	\$20,000	2	\$ 40,000
4	3.2 Project Management Expenses (EST)		\$300	10	\$ 3,000
5	<u>Transmit Site Equipment</u>				
6	<i>DELC site 4 Programs (Type Code A)</i>			6	
6	Vibe Encoder Multiplexer (4 Programs one output) 5RU Chassis		\$24,221		\$ -
7	Vibe Encoder Multiplexer (4 Programs one output) 1RU Chassis	Provided By Clearwire	\$14,301	6	\$ 85,806
8	Drake QAM Modulator		\$1,000	6	\$ 6,000
8	5724 50w peak or 15w average QAM power transmitter	5724	\$13,405		\$ -
9	Re-channel 5524 or 5574 Transmitter includes new crystal, upconverter tuning and aligning, and amplifier tuning.	RC-5524 or RC-5574	\$2,500	6	\$ 15,000
10	8324 Digital MMDS or MDS Spectral Shaping Filter	8324	\$421	6	\$ 2,526
10	Factory Re-work of 2 Channel combiner for simulcast and eventual digital operation. (Working combiner provided by Clearwire)		\$2,500		\$ -
11	<i>LAT Digital Translator Site (Type Code C)</i>			3	
12	75 Ohm Cable down tower		\$150	3	\$ 450
13	5041 MMDS/MDS Receiver	5041	\$4,160	3	\$ 12,480
14	5072 Local Oscillator	5072	\$3,040	3	\$ 9,120
14	5724 50w peak or 15w average QAM power transmitter	5724	\$13,405		\$ -
15	Re-channel 5524 or 5574 Transmitter includes new crystal, upconverter tuning and aligning, and amplifier tuning.	RC-5524 or RC-5574	\$2,500	3	\$ 7,500
16	8324 Digital MMDS or MDS Spectral Shaping Filter	8324	\$421	3	\$ 1,263
17	<i>LAT Analog To Digital Translator (Type Code D)</i>			0	
18	Demod		\$500	0	\$ -
18	Vibe Encoder Multiplexer (4 Programs one output) 5RU Chassis		\$24,221		\$ -
18	Vibe Encoder Multiplexer (4 Programs one output) 1RU Chassis		\$14,301		
19	5724 50w peak or 15w average QAM power transmitter	5724	\$13,405	0	\$ -
20	Re-channel 5524 or 5574 Transmitter includes new crystal, upconverter tuning and aligning, and amplifier tuning.	RC-5524 or RC-5574	\$2,500	0	\$ -
21	8324 Digital MMDS or MDS Spectral Shaping Filter	8324	\$421	0	\$ -
22	<u>Headend Services</u>				
23	3.1 Engineering services	SS	\$1,250	3	\$ 3,750
23	3.1 Engineering services plus expenses (EST)		\$300		\$ -
23	3.3 Factory Integration and Test (Per Rack)	FIT	NC		
24	3.3 Factory Integration and Test (Per Encoder)	FIE	\$500	24	\$ 12,000
25	Factory Digital Setup Tests (Per Transmitter)	FDST	\$300	48	\$ 14,400
26	3.3 Factory Integration and Test (Per Rack)	ABD	\$1,000	48	\$ 48,000
27	3.4 Installation Services	HEI	\$1,250	12	\$ 15,000
28	3.4 Installation Services plus expenses (EST)		\$300	12	\$ 3,600
28					
29	<u>Receive Sites</u>				
30	Conifer HLN-3EBS Downconverter (provided by Clearwire) with Power supply	Provided By Clearwire	\$266	50	\$ 13,300
31	SetTop Box (Koan Provided by Clearwire)	Provided By Clearwire	\$163	200	\$ 32,600
31					
32	<u>Mini-Headend Rack and Modulators, and Antennas</u>				
33	Mini-Headend Wall Mount 24" Rack Assembly (price for 1-50 units)	Mini-WR	\$550	50	\$ 27,500



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33	<u>Fixed Channel Modulator</u>				
33	300VMF Fixed Channel Modulator -1RU, QTY 1-99	FMOD	\$106		\$ -
33	300VMF Fixed Channel Modulator -1RU, QTY 100-249	FMOD	\$86		\$ -
33	300VMF Fixed Channel Modulator -1RU, QTY 250-499	FMOD	\$84		\$ -
33	300VMF Fixed Channel Modulator -1RU, QTY 500 - 999	FMOD	\$83		\$ -
33					\$ -
	300VMF Fixed Channel Modulator -1RU, QTY 1000 and up	FMOD	\$80		
33	<u>Agile Channel Modulator</u>				
33	VM2551 Agile Modulator -1RU, QTY 1-49	AMOD	\$411		\$ -
33	VM2551 Agile Modulator -1RU, QTY 50 - 99	AMOD	\$400		\$ -
33	VM2551 Agile Modulator -1RU, QTY 100 - 249	AMOD	\$388		\$ -
33	VM2551 Agile Modulator -1RU, QTY 250 - 499	AMOD	\$381		\$ -
33	VM2551 Agile Modulator -1RU, QTY 250 - 499 - with minimum order of 1500 300VMF's	AMOD	\$366		\$ -
33	VM2551 Agile Modulator -1RU, QTY 500 and up	AMOD	\$360		\$ -
33	VM2551 Agile Modulator -1RU, QTY 500 and up - with minimum order of 1500 300VMF's	AMOD	\$346		\$ -
34	<u>Mini-Rack Products</u>				
35	RMM12 Mini Rack Chassis	RMM12	\$106	50	\$ 5,300
36	VMM600 Video Modulator Module	VMM600	\$128	150	\$ 19,200
37	VMM806AG Agile Video Modulator Module	VMM806AG	\$311	50	\$ 15,550
38	PSM121 Mini-Rack Power Supply Module	PSM121	\$133	50	\$ 6,650
38	<u>Channel Processors</u>				
38	550TP Channel Processors -1RU	CP1	\$484		\$ -
38					
38					
38	<u>Antennas and Passive Reflectors (100 unit pricing)</u>				
38	130093 21 dbi Reflector	RF21	\$18		\$ -
38	130094 24 dbi Reflector	RF24	\$20		\$ -
38	130120 Passive Feed for 21 dbi Reflector	PF21	\$15		\$ -
38	130125 Passive Feed for 24 dbi Reflector	PF24	\$16		\$ -
38	Mounting Hardware	ANT-MH	\$10		\$ -
38	3 Ft Superflex Jumper with N connectors	RG8JC-3	\$38		\$ -
38	6 Ft Superflex Jumper with N connectors	RG8JC-6	\$56		\$ -
38					
39	<u>Subscriber Site Services</u>				
	Due to the estimated amount of drive time we are predicting the minimum amount of work will not be met and the TDAY charges would then apply				
40	4.4.1 Coordination meeting in person (First Operator)	EBS1	\$2,500	1	\$ 2,500
40	4.4.1 Expenses for EBS1		\$300		\$ -
40	4.4.1 Additional Operators	EBS1A	\$1,250		\$ -
40	4.4.1 Expenses for EBS1A		\$300		\$ -
41	4.4.2 Coordination for each receive location	EBS2	\$17	50	\$ 850
41	4.4.3 Individual Analog Transition	IA	\$100		\$ -
41	4.4.4 Individual Digital Transition	ID	\$108		\$ -
41	4.4.5 Distributed Analog Video Transition	DAV	\$150		\$ -
41	4.4.6 Distributed Analog Video Additional Outlet TV	DAVAO	\$35		\$ -
41	4.4.7 Distributed Digital Video Transition	DDV	\$150		\$ -
41	4.4.8 Distributed Digital Video Additional Outlet Set Top	DDVAO	\$50		\$ -
41	Distributed Video (Extra Time 30 min)	DV30	\$50		\$ -
41	Distributed Video (Extra Time 15 min)	DV15	\$25		\$ -
42	4.4.9 Mini Head End Transition	MINI1	\$200	0	\$ -
42	4.4.10 Mini Head End Transition2	MINI2	\$125		\$ -
42	4.4.11 Mini Headend Additional Outlet Set Top	MINIAO	\$42		\$ -
42	4.4.12 Antenna / Mount Change out	ACO30	\$50		\$ -



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42	4.4.12 Antenna / Mount Change out	ACO10	\$20		\$ -
43	4.4.12 Antenna / Mount Change out (Est)	TCLIMB	\$1,500	2	\$ 3,000
43	4.4.13 Cabling Service or Change Out	CCO30	\$50		\$ -
43	4.4.13 Cabling Service or Change Out	CCO15	\$25		\$ -
43	4.4.14 Reorientation of Existing Antenna	ANTOR	\$25		\$ -
43	4.4.15 Service Call	SERVICE30	\$50		\$ -
43	4.4.15 Service Call	SERVICE15	\$25		\$ -
43	4.4.16 No Access/Denied Access	NADA	\$50		\$ -
43	4.4.17 Charge Back	CGBK	TBD		\$ -
44	4.4.18 Minimum Service	TDAY	\$1,000	25	\$ 25,000
45	4.4.19 Per Diem Standard Market	PDSM	\$50	25	\$ 1,250
45	4.4.19 Per Diem Higher Cost Market	PDHCM	\$65		\$ -
45	4.4.19 Transport to/from Market (Drive) Half Day	TMDH	\$280		\$ -
46	4.4.19 Transport to/from Market (Drive) Full Day	TMDFD	\$560	4	\$ 2,240
47	4.4.19 Transport to/from Market Fly	TMF	\$360	4	\$ 1,440
48	4.4.19 Transport to/from Market Fly airfare	TMFA	TBD	4	\$ -
48					
49	<u>Installation Materials</u>				
50	Bundle Of Installation Materials (Cost +20%) this is the estimate	-	\$3,750	1	\$ 3,750
50					
51	<u>Other Items (Cover)</u>				
52	Estimated Extra Work Variance	-	\$10,000	1	\$ 10,000
T1	SCETC- Greenville Transition		Total Price		\$ 470,025
T2			Less Start up Fee		\$ (20,000)
T3			Net Total Price		\$ 450,025
T4	Other Subtotals				
T5			Total for all Equipment		\$ 263,995
T6			Total for all Services		\$ 186,030

Note This quote is an estimate. Actual equipment and services will be invoiced.

Terms

Terms for Equipment per Axcera Standard Terms and Conditions
 Terms for Services are per Professional Services Agreement

Approvals

Clearwire

Approved by: _____

Signed: _____

Dated: _____

Axcera

Approved by: John Lynch _____

Signed: _____

Dated: _____

Exhibit 3
Payee Setup Form and W9

clearw^{re}

Payee Setup Form

Date:		<i>For Clearwire Office Use Only</i>	
		Vendor Number: <small>(If already existing)</small>	
Business Name: <small>(Same as name field on W9)</small>			
Tax ID or Social Security #:			
Check Appropriate Box:	<input type="checkbox"/> Individual/Sole Proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____		
Remit to Address: <small>(Same as on Invoice)</small>			
City:	State:	Zip Code:	
Physical Address: <small>(for Delivery of Overnight Payment)</small>			
City:	State:	Zip Code:	
Accounts Receivable: <small>(Contact Name)</small>	Phone No:	Fax No:	
A/R Email Address:			
Bank Account Information:			
Bank Name: _____	Name on Account: _____		
Bank Address: _____	Bank Phone No: _____		
Account Number: _____	Routing No: _____		
I acknowledge that all information being provided is accurate.			
Vendor's Signature: _____	Date: _____		
Print Name: _____	Phone No: _____		
<i>For Clearwire Office Use Only:</i>			
Entered By: _____	Vendor Id: _____		

Request for Taxpayer Identification Number and Certification

Give form to the
 requester. Do not
 send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return)	
	Business name, if different from above	
	Check appropriate box: <input type="checkbox"/> Individual/ Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other ▶	
	<input type="checkbox"/> Exempt from backup withholding	
	Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
City, state, and ZIP code		
List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number								
or								
Employer identification number								

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here	Signature of U.S. person ▶	Date ▶
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Purpose of Form

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

U.S. person. Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
 2. Certify that you are not subject to backup withholding,
- or
3. Claim exemption from backup withholding if you are a U.S. exempt payee.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

For federal tax purposes you are considered a person if you are:

- An individual who is a citizen or resident of the United States,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, or

- Any estate (other than a foreign estate) or trust. See Regulations sections 301.7701-6(a) and 7(a) for additional information.

Foreign person. If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien.

Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

4. The type and amount of income that qualifies for the exemption from tax.

5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester the appropriate completed Form W-8.

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments (after December 31, 2002). This is called "backup withholding." Payments that may be subject to backup withholding include interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester, or
2. You do not certify your TIN when required (see the Part II instructions on page 4 for details), or
3. The IRS tells the requester that you furnished an incorrect TIN, or
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See the instructions below and the separate Instructions for the Requester of Form W-9.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Name

If you are an individual, you must generally enter the name shown on your social security card. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

Sole proprietor. Enter your individual name as shown on your social security card on the "Name" line. You may enter your business, trade, or "doing business as (DBA)" name on the "Business name" line.

Limited liability company (LLC). If you are a single-member LLC (including a foreign LLC with a domestic owner) that is disregarded as an entity separate from its owner under Treasury regulations section 301.7701-3, enter the owner's name on the "Name" line. Enter the LLC's name on the "Business name" line. Check the appropriate box for your filing status (sole proprietor, corporation, etc.), then check the box for "Other" and enter "LLC" in the space provided.

Other entities. Enter your business name as shown on required Federal tax documents on the "Name" line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the "Business name" line.

Note. You are requested to check the appropriate box for your status (individual/sole proprietor, corporation, etc.).

Exempt From Backup Withholding

If you are exempt, enter your name as described above and check the appropriate box for your status, then check the "Exempt from backup withholding" box in the line following the business name, sign and date the form.

Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends.

Note. If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

Exempt payees. Backup withholding is not required on any payments made to the following payees:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2),
2. The United States or any of its agencies or instrumentalities,
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,
4. A foreign government or any of its political subdivisions, agencies, or instrumentalities, or
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation,

- 7. A foreign central bank of issue,
- 8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States,
- 9. A futures commission merchant registered with the Commodity Futures Trading Commission,
- 10. A real estate investment trust,
- 11. An entity registered at all times during the tax year under the Investment Company Act of 1940,
- 12. A common trust fund operated by a bank under section 584(a),
- 13. A financial institution,
- 14. A middleman known in the investment community as a nominee or custodian, or
- 15. A trust exempt from tax under section 664 or described in section 4947.

The chart below shows types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 13. Also, a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker
Barter exchange transactions and patronage dividends	Exempt recipients 1 through 5
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt recipients 1 through 7 ²

¹See Form 1099-MISC, Miscellaneous Income, and its instructions.

²However, the following payments made to a corporation (including gross proceeds paid to an attorney under section 6045(f), even if the attorney is a corporation) and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees; and payments for services paid by a Federal executive agency.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-owner LLC that is disregarded as an entity separate from its owner (see *Limited liability company (LLC)* on page 2), enter your SSN (or EIN, if you have one). If the LLC is a corporation, partnership, etc., enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at www.socialsecurity.gov/online/ss-5.pdf. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses/ and clicking on Employer ID Numbers under Related Topics. You can get Forms W-7 and SS-4 from the IRS by visiting www.irs.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Writing "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, and 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). Exempt recipients, see *Exempt From Backup Withholding* on page 2.

Signature requirements. Complete the certification as indicated in 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee ¹
b. So-called trust account that is not a legal or valid trust under state law	The actual owner ¹
5. Sole proprietorship or single-owner LLC	The owner ³
For this type of account:	Give name and EIN of:
6. Sole proprietorship or single-owner LLC	The owner ³
7. A valid trust, estate, or pension trust	Legal entity ⁴
8. Corporate or LLC electing corporate status on Form 8832	The corporation
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership or multi-member LLC	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or "DBA" name on the second name line. You may use either your SSN or EIN (if you have one). If you are a sole proprietor, IRS encourages you to use your SSN.

⁴ List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons who must file information returns with the IRS to report interest, dividends, and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA, or Archer MSA or HSA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, and the District of Columbia to carry out their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 28% of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.