

HEALTHCARE TRUST OF AMERICA, INC.

AMENDED AND RESTATED INSIDER TRADING POLICY

(Adopted as of December __, 2013)

I. BACKGROUND AND PURPOSE. As a result of the prior public offerings of the common stock of Healthcare Trust of America, Inc. (“**HTA**” and, collectively with its subsidiaries, the “**Company**”), the Company and its employees are subject to U.S. federal and state “insider trading” laws. These laws prohibit any of the Company’s directors, officers and employees and certain “outsiders” of the Company from (a) engaging in any trading involving the Company’s securities on the basis of Material Nonpublic Information (as defined below) concerning the Company, (b) disclosing Material Nonpublic Information to others who might trade on the basis of that information, or (c) giving trading advice of any kind about the Company to anyone while possessing Material Nonpublic Information about the Company. Anyone violating these laws is subject to personal liability and could face significant criminal and civil penalties, as generally described below. Companies and their controlling persons are also subject to liability if they fail to take reasonable steps to prevent insider trading by Company personnel.

It is important that you understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe. Both the U.S. Securities and Exchange Commission (“**SEC**”) and the New York Stock Exchange (“**NYSE**”), the exchange on which shares of HTA’s Class A common stock are listed, investigate, and are very effective at detecting, insider trading. The SEC and the United States Attorneys pursue insider trading violations vigorously. Cases have been successfully prosecuted in the context of trading by employees through foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

To ensure that the Company, and the Company’s directors, officers and employees are attentive to these laws, and to maintain the integrity and reputation of the Company, and the Company’s directors, officers and employees, the Company is adopting this Insider Trading Policy (the “**Policy**”). The purpose of this Policy is to promote compliance with securities laws and regulations prohibiting insider trading activities and to provide guidance on the proper procedures for permitted trading activities. It is your obligation as a director, officer or employee of the Company to carefully read, understand and comply with this Policy. If you have any questions regarding this Policy, please contact the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors of HTA (who shall be the “**Responsible Party**” hereunder).

II. PERSONS COVERED BY THIS POLICY. This Policy covers all directors, officers and employees of the Company and their family members and any other persons who reside with them (collectively referred to as “**Insiders**”), and any outsiders whom the Responsible Party may designate as Insiders because they have access to Material Nonpublic Information concerning the Company. For the purposes of this Policy, “family member” shall mean any person having a blood, marital or legal relationship, including children and grandchildren (including adopted children and grandchildren), stepchildren, parents, stepparents, grandparents, spouses, siblings (including half-brothers and sisters), fathers-in-law, mothers-in-law, daughters-in-law, sons-in-law, uncles, aunts, nieces, nephews, brothers-in-law or sisters-in-law. This Policy also applies to all corporations, partnerships, trusts or other entities owned or controlled by any Insider.

III. TRANSACTIONS COVERED BY THIS POLICY. This Policy applies to all purchases, sales, pledges and any other transactions in the Company’s securities, including, without limitation, HTA’s common stock and options to purchase common stock, and any other type of equity securities that the Company may issue, such as preferred stock, restricted stock, restricted stock units, convertible debentures, warrants and exchange-traded options or other derivative securities, as well as publicly traded debt securities, such as debentures, bonds and notes. This Policy also applies to any trades in any interest or position relating to the future price of the Company’s securities, such as short sales and hedging transactions. See Section 6.1.5 below for more information. Trading also includes certain transactions under Company plans, including, without limitation, the following:

3.1 Stock Option Exercises. The trading restrictions set forth in this Policy generally do not apply to the acquisition of shares through the exercise of a stock option. The trading restrictions do apply, however, to any sale of shares acquired through the exercise of stock options and to cashless exercises of the options through a broker.

3.2 Employee Benefit Plans. The trading restrictions set forth in this Policy do not apply to periodic contributions by the Company or employees to employee benefit plans (e.g., pension or 401(k) plans) which are used to purchase the Company’s securities pursuant to the employees’ advance instructions. However, no Insider may alter their instructions regarding the purchase or sale of securities in such plans while in the possession of Material Nonpublic Information.

3.3 Employee Stock Purchase Plan. If and when the Company adopts an employee stock purchase plan, the trading restrictions set forth in this Policy generally shall not apply to purchases of shares of HTA’s stock pursuant to such a plan that result from the Insider’s periodic payroll contributions to the plan under an election the Insider made at the time of enrollment in the plan. The trading restrictions shall also apply to the sale of any shares of HTA’s stock purchased under such a plan.

3.4 Dividend Reinvestment Plan. If and when the Company adopts a dividend reinvestment plan, the trading restrictions set forth in this Policy shall not apply to purchases of shares of HTA’s stock under a dividend reinvestment plan resulting from reinvestment of dividends paid on the Company’s securities. The trading restrictions shall apply, however, to voluntary purchases of shares of HTA’s stock resulting from additional contributions made to such plan, and to elections to participate in the plan or increase the level of participation in such plan. The trading restriction shall also apply to the sale of any shares of HTA’s stock purchased pursuant to such plan.

IV. DEFINITION OF MATERIAL NONPUBLIC INFORMATION

4.1 “Material” Information. It is not possible to define all categories of material information. Information should be regarded as “material” if there is a reasonable likelihood that (i) an investor would want to know the information or consider it important in deciding whether to buy, hold or sell a security or (ii) the information, if disclosed, would affect the market price of the security upward or downward. Both positive and negative information can be material. Examples of potentially material information include, without limitation, the following:

4.1.1 unpublished financial results or projections of future financial results;

- 4.1.2 earnings that are inconsistent with the consensus expectations of the investment analyst community;
- 4.1.3 a pending or proposed merger, acquisition, divestiture or joint venture;
- 4.1.4 proposals, plans and arrangements concerning any significant financing, refinancing or public or private securities offering;
- 4.1.5 changes in debt ratings, leverage or liquidity;
- 4.1.6 increase or acceleration of, or default on, a financial obligation of the Company;
- 4.1.7 changes in key management;
- 4.1.8 development of a significant new line of business, significant pricing changes or other important developments in the Company's business or prospects;
- 4.1.9 the gain or loss of a significant tenant, partner or financing source;
- 4.1.10 significant actual or threatened litigation or the resolution of such litigation;
- 4.1.11 significant actions or investigations by governmental or regulatory authorities;
- 4.1.12 changes in dividend policies or amounts or stock splits;
- 4.1.13 determination that there is an impairment to one or more of the Company's assets;
- 4.1.14 discovery of an error in the Company's financial statements or notification from the Company's independent auditor that the Company may no longer rely on a previously issued audit report or completed interim review; and
- 4.1.15 violation of law by the Company that materially impacts the Company's business taken as a whole. Because trading that receives scrutiny will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality and trading should be avoided.

4.2 "Nonpublic" Information. Nonpublic information is information that is not generally known or available to the investing public. For information to be considered public, it must be widely disseminated in a manner making it generally available to investors in a widely distributed press release, SEC filings, or other reports made available to all stockholders. One common misconception is that material information loses its "nonpublic" status as soon as a press release is issued disclosing the information -- the information must actually be disseminated widely and the investing community must have had time to absorb the information fully for it to be considered public. For purposes of this Policy, information is considered nonpublic until the closing of the second full Trading Day after the information is released. For example, if the Company makes an announcement before the commencement of trading on a Monday, the information will be considered public starting on Wednesday. If the Company makes an announcement on a Monday during the Trading Day or after the

market closes, the information will be considered public starting on Thursday. “**Trading Day**” means a day on which national stock exchanges, including the NYSE, are open for trading.

4.3 Consult the Responsible Party for Guidance. Any Insider who is unsure whether information the Insider possesses is material or nonpublic must consult the Responsible Party for guidance before trading in any of the Company’s securities or disclosing such information to other individuals (other than to directors, officers or employees of the Company who need to know it).

V. INSIDER TRADING COMPLIANCE COMMITTEE. HTA has established an Insider Trading Compliance Committee (the “**Compliance Committee**”), consisting of the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors of HTA, the Chairman of the Investment Committee of the Board of Directors of HTA, and the Chief Executive Officer of HTA. The duties of the Compliance Committee (in cooperation with the Responsible Party) shall include the following:

- 5.1 administering this Policy and enforcing compliance with all Policy provisions;
- 5.2 responding to all inquiries relating to this Policy and its procedures;
- 5.3 administering, monitoring and enforcing compliance with U.S. federal and state insider trading laws;
- 5.4 revising this Policy as needed to reflect changes in U.S. federal and state insider trading laws; and
- 5.5 fulfilling other responsibilities described herein as the responsibility of the Compliance Committee.

No member of the Compliance Committee may trade in the Company’s securities unless the trade(s) have been approved by the other members of the Compliance Committee.

VI. TRADING RESTRICTIONS UNDER THIS POLICY

6.1 Prohibited Transactions for Insiders. This Policy prohibits Insiders from engaging in the following activities:

6.1.1 No Insider may trade in the Company’s securities while in possession of Material Nonpublic Information relating to the Company.

6.1.2 No Insider may trade in the Company’s securities for two full Trading Days following publication of earnings releases and other material announcements.

6.1.3 No Insider may give trading advice of any kind about the Company to anyone while possessing Material Nonpublic Information about the Company, except that Insiders should advise others not to trade if doing so might violate the law or this Policy. The Company strongly discourages all Insiders from giving trading advice concerning the Company to third parties even when the Insiders do not possess Material Nonpublic Information about the Company.

6.1.4 No Insider may disclose Material Nonpublic Information concerning the Company to any outside person (including family members, analysts, individual investors and members of the investment community and news media). This practice violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even though the Insider did not trade and did not gain any benefit from another's trading. In any instance in which such information is disclosed to outsiders, the Company shall take such steps as are necessary to preserve the confidentiality of the information, including, without limitation, requiring the outsider to agree in writing to comply with the terms of this Policy and/or to sign a confidentiality agreement. All inquiries from outsiders regarding Material Nonpublic Information about the Company must be forwarded to the Responsible Party.

6.1.5 No Insider may, at any time, trade in any interest or position relating to the future price of the Company's securities, including, without limitation:

6.1.5.1 Short Sales. No Insider shall, directly or indirectly, sell any Company equity security if the Insider selling the security (i) does not own the security sold, or (ii) if owning the security, does not deliver it against such sale (collectively, "short sales"). Short sales evidence an expectation on the part of the Insider that the Company's equity securities will decline in value and, therefore, signal to the market that the Insider has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the Insider's incentive to improve the Company's performance. For these reasons, short sales of the Company's equity securities are prohibited by this Policy. In addition, Section 16(c) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), prohibits directors and executive officers from engaging in short sales.

6.1.5.2 Publicly Traded Options. A transaction in options is, in effect, a bet on the short-term movement of HTA's common stock and, therefore, creates the appearance that the Insider is trading based on inside information. Transactions in options also may focus the Insider's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy.

6.1.5.3 Hedging Transactions. Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an Insider to lock in much of the value of the Insider's share holdings, often in exchange for all or part of the potential for upside appreciation in the shares. These transactions allow the Insider to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the Insider may no longer have the same objectives as HTA's other stockholders. Therefore, these types of transactions are prohibited by this Policy.

6.1.5.4 Margin Accounts and Pledges. No Insider may use Company securities to support a margin debit or pledge Company securities at any time when the employee or Director is in possession of Material Nonpublic Information or otherwise is not permitted to trade in Company securities, except for a margin loan with a U.S. registered broker-dealer that complies with the margin rules of the Board of Governors of the Federal Reserve System. Insiders should be aware that the sale of margined Company securities while in possession of Material Nonpublic Information could constitute a violation of the securities laws and this Policy.

6.1.6 Any limit order placed in accordance with this Policy may take place only during Trading Windows (as defined below) and any limit order extending more than one Trading Day must terminate as of the end of the Trading Day on which the Trading Window closes.

6.1.7 Use of a managed or discretionary account with a third-party broker-dealer is permitted under this Policy only if the third-party broker-dealer is precluded from making any purchases or sales in Company securities.

6.2 Gifts. For purposes of this Policy, gifts shall be treated as sales of the Company's securities. Designated Individuals (as defined below) shall only make gifts of the Company's securities during Trading Windows.

6.3 Tax Withholding. Designated Individuals shall satisfy any tax withholding obligations from any equity incentive awards that vest outside of a Trading Window by either using cash on hand to pay taxes or having shares withheld by the Company to satisfy the tax withholding obligation.

6.4 Post-Employment Responsibilities. This Policy continues to apply to the Insider's transactions in the Company's securities even after an Insider's employment with the Company has terminated. If you are in possession of Material Nonpublic Information when your employment with the Company terminates, you may not trade in the Company's securities until that information has become public or is no longer material.

6.5 Exception for Approved 10b5-1 Plans. Trades by Insiders in the Company's securities that are executed pursuant to an approved 10b5-1 plan are not subject to the prohibition on trading on the basis of Material Nonpublic Information contained in this Policy or the pre-clearance procedures set forth for certain individuals in Section 7.3 below. Rule 10b5-1 under the Exchange Act provides an affirmative defense from insider trading liability under the federal securities law for trading plans that meet certain requirements. In general, an Insider must enter into a 10b5-1 plan when he or she is not aware of any Material Nonpublic Information and the 10b5-1 plan must be approved by the Compliance Committee. Once the plan is adopted, the Insider must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify (including by formula) the amount, pricing and timing of transactions in advance or delegate discretion on those matters to an independent third party.

6.6 Trading in the Securities of Other Firms. The prohibition on insider trading in this Policy is not limited to trading in the Company's securities. It includes trading in the securities of other companies, such as tenants of the Company, and those with which the Company may be negotiating major transactions, such as an acquisition, investment or sale. Insiders should treat Material Nonpublic Information about these firms with the same care required with respect to information related directly to the Company. No Insider may (i) trade in the securities of any other public company while possessing Material Nonpublic Information concerning that company, (ii) disclose Material Nonpublic Information concerning any other public company to anyone, or (iii) give trading advice of any kind to anyone concerning any other public company while possessing Material Nonpublic Information about that company.

VII. ADDITIONAL RESTRICTIONS ON TRADES BY DESIGNATED INDIVIDUALS; TRADING WINDOWS AND BLACKOUT PERIODS. The Company has designated all directors, executive officers, and certain categories of employees, agents, consultants and other individuals listed on Exhibit A as “**Designated Individuals**.” Because of their position with the Company or their access to Material Nonpublic Information, Designated Individuals must obtain the prior approval of all trades in the Company’s securities in accordance with Section 7.3 below. The Company shall amend Exhibit A from time to time as necessary to reflect the addition to, or departure of, the named individual or the categories of employees, agents and other individuals to be deemed Designated Individuals.

7.1 The Trading Windows. Subject to the pre-clearance requirements set forth below, Designated Individuals, and those other employees identified by the Company from time to time and who have been notified that they have been so identified, may trade in the Company’s securities only during the period of time designated for trading by the Company (the “**Trading Windows**”), except as provided in Article VIII below. Trading Windows shall begin on the close of trading on the second full Trading Day after the Company’s widespread public release of its most recent quarterly or year-end earnings on Form 10-Q or Form 10-K, as applicable, and shall continue until the close of regular way trading on the 15th day of the month in which the next fiscal quarter ends. If any such day is not a Trading Day, the Trading Window shall terminate on the Trading Day immediately preceding such day.

For example, the following chart shows the dates of the trading window based on the sample hypothetical filing dates:

| Report | Filing Date of Report | Date Trading Window Begins after Close of Trading | Date Trading Window Ends after Close of Trading |
|---------------------|-----------------------|---|---|
| First Quarter 10-Q | May 10 | May 12 | June 15 |
| Second Quarter 10-Q | August 9 | August 11 | September 15 |
| Third Quarter 10-Q | November 9 | November 11 | December 15 |
| Form 10-K | March 1 | March 3 | March 15 |

In addition to the pre-clearance requirements set forth below, if Designated Individuals or other employees identified by the Company possess Material Nonpublic Information concerning the Company, they may not trade in Company securities even during applicable Trading Windows, whether or not the Company has recommended a suspension of trading to that person.

7.2 Blackout Periods. No Designated Individual or other employee identified by the Company may trade in Company securities during any special “blackout periods” that the Responsible Party or the Compliance Committee may designate from time to time because of developments known to the Company and not yet disclosed to the public. No Designated Individual or other employee identified by the Company may disclose to any outside third party that a special “blackout period” has been designated. The Company shall announce a special “blackout period” by sending written notice, including by email, to all affected Designated Individuals and other identified employees.

7.3 Pre-Clearance Procedures for Trades by Designated Individuals. No Designated Individual may trade, including during an applicable Trading Window, in the Company's securities unless the trade(s) have been approved in accordance with the following procedures:

7.3.1 the person trading has notified the Responsible Party in writing of the amount and nature of the proposed trade(s);

7.3.2 the person trading has certified to the Responsible Party in writing that (i) he or she is not in possession of Material Nonpublic Information concerning the Company, and (ii) the proposed trade(s) do not violate the trading restrictions of Section 16 of the Exchange Act, if Section 16 applies to the Company's securities, or, if relied upon, Rule 144 of the Securities Act of 1933, as amended (the "**Securities Act**"); and

7.3.3 the Compliance Committee has approved the trade(s), and the Responsible Party has certified the Compliance Committee's approval in writing (which can include e-mail transmissions). For administrative convenience, the Compliance Committee (including, without limitation, the Responsible Party) shall have the right, in its/his discretion to cause either (a) a designated executive officer of HTA (including, without limitation, the Chief Financial Officer of HTA, or (b) HTA's legal counsel, to communicate the Compliance Committee's (and/or the Responsible Party's) inquiries, questions and conclusions to Designated Persons for and on behalf of the Compliance Committee (including, without limitation, the Responsible Party). It shall be permissible (but not mandatory) for all such communications to take place via e-mail transmissions.

7.4 Trade Completion Deadline. The Designated Individual must complete the proposed trade within four (4) business days after the approval is granted.

7.5 Compliance Committee Discretion. The existence of the foregoing approval procedure does not in any way obligate the Responsible Party or Compliance Committee to approve any trades requested by Designated Individuals. The Responsible Party or Compliance Committee may reject any trading requests in their discretion.

7.6 Approved 10b5-1 Plans. Designated Individuals who wish to sell the Company's securities in order to diversify their investment portfolio are encouraged to sell their securities pursuant to a predetermined written plan in accordance with Section 6.5 of this Policy, which is approved by the Compliance Committee, specifies the dates and amounts of securities to be sold, and generally cannot be modified during the year. To the extent possible, Designated Individuals should retain all records and documents that support their reasons for making each trade.

VIII. TRADES OUTSIDE OF THE TRADING WINDOWS. Trading in the Company's securities outside of the applicable Trading Windows may be authorized, on a case-by-case basis, only after:

8.1 the person trading has notified the Responsible Party in writing of the circumstances and the amount and nature of the proposed trade(s);

8.2 the person trading has certified to the Responsible Party in writing that he or she is not in possession of Material Nonpublic Information concerning the Company; and

8.3 the Compliance Committee has approved the trade(s), and the Responsible Party has certified the Compliance Committee's approval in writing.

The person trading must complete the proposed trade within four (4) business days after the approval is granted.

The existence of the foregoing approval procedure does not in any way obligate the Compliance Committee to approve any trading requests. The Compliance Committee may reject any trading requests in its discretion.

IX. POTENTIAL CIVIL, CRIMINAL AND DISCIPLINARY SANCTIONS

9.1 Civil and Criminal Penalties. The civil and criminal penalties for illegal insider trading by any individual are extremely serious. Potential penalties for insider trading violations include (i) imprisonment for up to 20 years, (ii) criminal fines of up to \$5 million, (iii) civil fines of up to three times the profit gained or loss avoided by the trading, and (iv) disgorgement (payment to the government) of the profits made (or losses avoided) including profits (or losses avoided) by a "tippee." These penalties are cumulative (i.e., all of them can be imposed together) and a "tipper" can be liable for the same penalties as a person that made the trade, even if he or she made no profit.

9.2 Company Disciplinary Sanctions. Failure to comply with this Policy may result in Company-imposed sanctions to the Insider, including, without limitation, dismissal for cause, whether or not his or her failure to comply with this Policy results in a violation of law.

9.3 Controlling Person Liability. If the Company fails to take appropriate steps to prevent illegal insider trading, the Company may have "controlling person" liability for a trading violation, with civil penalties of up to the greater of \$1 million or three times the profit gained or loss avoided, as well as a criminal penalty of up to \$25 million. The civil penalties can extend personal liability to the Company's directors, officers and other supervisory personnel if they fail to take appropriate steps to prevent insider trading.

9.4 Reporting of Violations. Any Insider who violates this Policy or any U.S. federal or state laws governing insider trading or tipping, or knows of any such violation by any other Insiders, must report the violation immediately to the Responsible Party. Upon learning of any such violation, the Responsible Party, in consultation with other Compliance Committee members and the Company's outside legal counsel, shall determine whether the Company should release any Material Nonpublic Information, or whether the Company should report the violation to the SEC or another appropriate governmental authority.

X. PRIORITY OF STATUTORY OR REGULATORY TRADING RESTRICTIONS. The trading prohibitions and restrictions set forth in this Policy shall be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations, including, but not limited to:

10.1 Rule 144 of the Securities Act. Rule 144 of the Securities Act restricts the volume, timing and manner of resale of Company securities held by directors, officers, and certain other individuals who may be deemed to "control" the Company.

10.2 Section 16 of the Exchange Act. Section 16 of the Exchange Act requires directors, officers, and greater than 10% stockholders to disgorge any “short-swing” profits realized as a result of any purchase and sale, or sale and purchase, that occur within six months. Any Insider who is uncertain whether other prohibitions or restrictions apply should ask the Responsible Party.

XI. INQUIRIES. Please direct all inquiries regarding any of the provisions or procedures of this Policy to the Responsible Party.

XII. CERTIFICATION OF COMPLIANCE. Each Designated Individual must certify as to his or her compliance with this Policy annually.

**HEALTHCARE TRUST OF AMERICA, INC.
RECEIPT AND ACKNOWLEDGMENT**

I, _____, hereby acknowledge that I have received and read a copy of the “*Healthcare Trust of America, Inc. Insider Trading Policy*” and agree to comply with its terms. I understand that violations of insider trading or tipping laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the Healthcare Trust of America, Inc. Insider Trading Policy may subject me to discipline by the Company up to and including termination for cause.

Dated this ____ day of _____, 20__

Signature

Print Name

EXHIBIT A

DESIGNATED INDIVIDUALS

DIRECTORS

W. Bradley Blair, II
Maurice J. DeWald
Warren D. Fix
Larry L. Mathis
Gary T. Wescombe

EXECUTIVE OFFICERS

| <u>Name</u> | <u>Title</u> |
|--------------------|--|
| Scott D. Peters | Chief Executive Officer, President and Chairman of the Board |
| Kellie S. Pruitt | Chief Financial Officer, Secretary and Treasurer |
| Mark D. Engstrom | Executive Vice President — Acquisitions |
| Amanda Houghton | Executive Vice President — Asset Management |

EMPLOYEES AND CONSULTANTS

All employees of Healthcare Trust of America, Inc. or any of its subsidiaries that are members of any of (a) the Corporate Accounting or Finance Groups, (b) the Asset Management Group, or (c) the Acquisitions Group.

**APPLICATION AND APPROVAL FORM
FOR TRADING BY DESIGNATED INDIVIDUALS**

| | |
|-------------------------------|--|
| Name | |
| Title | |
| Proposed Trade Date | |
| Type of Security to be Traded | |
| Type of Trade (Purchase/Sale) | |
| Number of Shares to be Traded | |

Certification

I, _____, hereby certify that (i) I am not in possession of any Material Nonpublic Information concerning the Company (each as defined in the Company’s “Insider Trading Policy”) and (ii) to the best of my knowledge, the proposed trade(s) listed above do not violate the trading restrictions of Section 16 of the Securities Exchange Act of 1934, as amended, if Section 16 applies to the Company’s securities, or, if relied upon, Rule 144 under the Securities Act of 1933, as amended. I understand that if I trade while possessing such Material Nonpublic Information or in violation of such trading restrictions, I may be subject to severe civil and/or criminal penalties and may be subject to discipline by the Company up to and including termination for cause.

Signature

Date

Review and Decision

The undersigned hereby certifies that the Compliance Committee has reviewed the foregoing application and

___ *Approves*

___ *Prohibits*

the proposed trade(s).

Responsible Party (or Designee)

Date

**APPLICATION AND APPROVAL FORM
FOR TRADING OUTSIDE OF TRADING WINDOWS**

| | |
|-------------------------------|--|
| Name | |
| Title | |
| Proposed Trade Date | |
| Type of Security to be Traded | |
| Type of Trade (Purchase/Sale) | |
| Number of Shares to be Traded | |
| Reason(s) for Trading | |

Certification

I, _____, hereby certify that (i) I am not in possession of any Material Nonpublic Information concerning the Company (each as defined in the Company's "Insider Trading Policy") and (ii) to the best of my knowledge, the proposed trade(s) listed above do not violate the trading restrictions of Section 16 of the Securities Exchange Act of 1934, as amended, if Section 16 applies to the Company's securities, or, if relied upon, Rule 144 under the Securities Act of 1933, as amended. I understand that if I trade while possessing such Material Nonpublic Information or in violation of such trading restrictions, I may be subject to severe civil and/or criminal penalties and may be subject to discipline by the Company up to and including termination for cause.

Signature

Date

Review and Decision

The undersigned hereby certifies that the Compliance Committee or the Responsible Party (as applicable pursuant to the Company's Insider Trading Policy) has reviewed the foregoing application and

___ *Approves*

___ *Prohibits*

the proposed trade(s).

Responsible Party (or Designee)

Date