STOCKHOLDER PROXY

Corporation: _____ State of incorporation: _____

Stockholder: _____ Address: _____

[ ] Revocable proxy [ ] IRREVOCABLE PROXY (coupled with the interest described below)

1. OPENING

_____ (the "Stockholder") is a stockholder of _____, a _____ corporation (the "Corporation"), and gives this proxy for the shares of the Corporation described below.

2. APPOINTMENT OF PROXY HOLDER

Appointment. The Stockholder appoints _____ (the "Proxy Holder"), whose address is _____, as the Stockholder's proxy, to attend the meeting or meetings described below and to vote the Shares, with the authority stated in this proxy.

Alternate Proxy Holder (optional). If the Proxy Holder dies, becomes incapacitated, or cannot or will not act, _____ may act in the Proxy Holder's place with the same authority.

Substitution. The Proxy Holder [ ] may [ ] may not appoint a substitute, by a signed writing, to act in the Proxy Holder's place with the same authority.

3. SHARES COVERED

This proxy covers [ ] all shares of the Corporation that the Stockholder is entitled to vote [ ] _____ shares held of record by the Stockholder, of the following class or series: _____, certificate numbers (if any): _____ (the "Shares").

4. MEETINGS COVERED

[ ] One meeting: the [ ] annual [ ] special meeting of the stockholders of the Corporation to be held on _____ at _____ (the "Meeting"). This proxy may not be voted at any adjournment of the Meeting.

[ ] A meeting and its adjournments: the [ ] annual [ ] special meeting of the stockholders of the Corporation to be held on _____ at _____ (the "Meeting"), and any adjournment or postponement of the Meeting.

[ ] General proxy: every annual and special meeting of the stockholders of the Corporation held while this proxy is in effect, and every adjournment of those meetings. Written consents without a meeting: [ ] included [ ] not included.

5. VOTING AUTHORITY

[ ] Discretionary Authority. The Proxy Holder may vote the Shares in the Proxy Holder's discretion on every matter that properly comes before the meeting, including the election of directors and any motion to adjourn.

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[ ] Voting Instructions. The Proxy Holder will vote the Shares on each matter listed below as marked:

Matter: _____ [ ] For [ ] Against [ ] Abstain

Matter: _____ [ ] For [ ] Against [ ] Abstain

Matter: _____ [ ] For [ ] Against [ ] Abstain

Matter: _____ [ ] For [ ] Against [ ] Abstain

Other Matters. On any matter not listed above, the Proxy Holder [ ] may vote the Shares in the Proxy Holder's discretion [ ] may not vote the Shares.

6. REVOCATION AND TERM

Revocation (revocable proxy). The Stockholder may revoke this proxy at any time before it is voted or used, by delivering a signed written notice of revocation to the secretary of the Corporation, by delivering a later dated proxy for the same Shares, or by attending a meeting and voting the Shares in person.

Irrevocability (irrevocable proxy only). The Stockholder states that this proxy is irrevocable. It is coupled with the following interest: _____. It is irrevocable only while it is coupled with that interest, and becomes revocable when the interest ends.

Term. This proxy ends [ ] when the Meeting (and any adjournment covered above) has ended [ ] at the end of _____ [ ] at the end of the period that the law of the Corporation's state of incorporation allows for a proxy that does not state its own term, unless it is revoked sooner as this section allows.

Earlier Proxies. This proxy revokes every earlier proxy the Stockholder gave for the Shares for the same meeting or action, except a proxy that is irrevocable under applicable law.

7. GENERAL TERMS

Reliance. The Corporation, its inspectors of election and any officer counting votes may accept this proxy, and any vote cast or action taken under it, as the act of the Stockholder until they receive written notice that it has been revoked.

Copies and Electronic Signature. A complete copy, facsimile or electronic reproduction of this signed proxy may be used in place of the original, and the Stockholder may sign it by electronic signature, to the extent the laws of the state of incorporation permit.

Governing Law. This proxy is governed by the laws of the Corporation's state of incorporation.

Additional Terms: _____

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SIGNATURES

Stockholder

Signature: _____ Date: _____

Printed Name: _____

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