

**IRREVOCABLE PROXY**  
**[NAME OF COMPANY]**

The undersigned, as record holder of the securities of [Name of company] described below, hereby revokes any previous proxies and irrevocably appoints [Name] as the undersigned's proxy to attend all shareholders' meetings and to vote, execute consents, and otherwise represent those shares in the same manner and with the same effect as if the undersigned were personally present at any such meeting or voting such securities or personally acting on any matters submitted to shareholders for approval or consent.

The proxy holder will have the full power of substitution and revocation.

This proxy is made pursuant to an agreement of [Description], dated [Date].

This proxy will be irrevocable until [Date]. This proxy will be revocable, notwithstanding the period of irrevocability specified above, as required under applicable law.

BE IT KNOWN, that for good consideration, the undersigned, being the owner of [Number] shares of voting stock of [NAME OF COMPANY], does hereby grant to [Name], a non-revocable proxy to vote on behalf of the undersigned shares of said stock at any future meeting of the stockholders of the Corporation, and said proxy holder is entitled to attend said meetings on my behalf or vote said shares through mail proxy.

During the pendency of this proxy, the rights to vote said shares shall be exclusively held by the proxy holder and shall not be voted by the undersigned. This proxy shall not be revocable and shall remain in effect until [Date], [Year], when all rights hereunder shall terminate.

The undersigned agrees to annex a legend to said shares stating the existence of this outstanding proxy, as all rights hereunder shall survive any sale or transfer of said shares.

**THIS PROXY SHALL BE SIGNED EXACTLY AS THE SHAREHOLDER'S NAME APPEARS ON HIS STOCK CERTIFICATE. JOINT SHAREHOLDERS MUST EACH SIGN THIS PROXY. IF SIGNED BY AN ATTORNEY IN FACT, THE POWER OF ATTORNEY MUST BE ATTACHED.**

[Signature]

[Printed name as appears on stock certificate]

Securities Information:

Certificate No.:

Number of Shares:

Class of Shares: