

**SHAREHOLDER PROXY**

To: \_\_\_\_\_ (the "Corporation"), a corporation incorporated under the laws of the State of California.

I, \_\_\_\_\_ (the "Nominator"), owning and holding \_\_\_\_\_  
\_\_\_\_\_ shares of the capital stock of the Corporation,

HEREBY APPOINT \_\_\_\_\_ as my proxy to attend and act at the special shareholder meeting of the Corporation to be held on the \_\_\_\_\_, and at any adjournment or adjournments of that meeting in the same manner, to the same extent and with the same power as if the Nominator was present at the said meeting or such adjournment or adjournments of that meeting.

**DATED** on \_\_\_\_\_.

\_\_\_\_\_  
  
\_\_\_\_\_