

POWER OF ATTORNEY TO SELL AND TRANSFER SECURITIES

Date _____

For value received the undersigned hereby sells, assigns and transfers unto:

_____ OF _____
(Name of Transferee) (Address)

Description of Securities

If Shares complete this portion: _____ shares
(Number) (Class)

(hereinafter referred to as the "Shares") of the Capital Stock of

_____ (Name of Corporation)

(Hereinafter referred to as the "Corporation") represented by certificate(s) No. (s) _____ inclusive, standing in the name of the undersigned on the books of the said Company.

If debt obligations, such as bonds, Debentures of notes complete this portion \$ _____ (Principal Amount) _____ (Description of Obligations)

(hereinafter referred to as the "Debentures" of _____

_____ (hereinafter (Name of Issuer)

referred to as the "Issuer") in the denomination (s) of _____ (evidenced by) instrument (s) No. (s) _____ inclusive, standing in the name of the undersigned on the books of the said Company

The undersigned hereby Irrevocably constitutes and appoints _____ Attorney of the undersigned to transfer the above mentioned shares standing in the name of the undersigned on the books of the Corporation and/or the debt obligations of the above-mentioned Issuer, together with the principal thereof and all accrued interest thereon by the Trustees named in the said Debentures or on the books of the Issuer, in each case with full power of substitution in the premises.

_____ In the presence of _____
(Person executing this power signs here) (Witness)

_____ (Registered Name of Transferor) _____ (Name of Bank, Trust Company or Broker)

The signature(s) to this Power must correspond with the name(s) as written upon the face of the certificate (s) or instrument(s) in every particular without any change whatsoever.

Bank: _____ **Branch:** _____ **Account:** _____