

STOCK POWER

For value received, I/we hereby sell, assign or transfer unto 1. _____
SS# or TAX I.D. # of recipient

2. _____
(PRINT OR TYPE NAME & ADDRESS OF TRANSFEREE)

CITY STATE ZIP CODE
3. (_____ (Number)) Certificate Shares AND/OR 4. (_____)
Reinvestment Plan shares of the Common Stock of the

5. _____ currently registered to
(NAME OF COMPANY)

6. _____
(COMPLETE REGISTRATION ON FRONT OF CERTIFICATE)

represented by Certificate No(s) 7. _____
herewith and do hereby irrevocably constitute and appoint American Stock Transfer & Trust
Company, Attorney to transfer the said stock on the books of said Corporation with full power
of substitution in the premises.

Date _____ 8. _____
Signature of registered holder

Daytime Telephone Number _____
Signature of registered holder
(if more than one holder i.e. Joint Tenants)

(Place the medallion stamp in the box here)



IMPORTANT READ CAREFULLY:

The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular without alteration or enlargement or any change whatsoever. The signature of the person executing this power must be guaranteed by an Eligible Guarantor Institution such as a Commercial Bank, Trust Company, Securities Broker /Dealer, Credit Union or Savings Association participating in a Medallion Program approved by the Securities Transfer Association, Inc. Unfortunately, no other form of signature verification can be accepted.

INSTRUCTIONS FOR COMPLETING STOCK POWER

1. Please provide the Social Security number or taxpayer identification number of the new registration. Without this number, the new account will be subject to backup withholding.
2. Complete name and address of the new registration. Please use formal names and do not provide honorary or professional titles.

Please indicate if this is a:

- a. Joint account (will be "joint tenants with right of survivorship" unless otherwise indicated)
 - b. Trust - include name of trustee(s), title and date of trust
 - c. Custodian Account-
 1. name of the minor and custodian
 - i. social security number of minor
 - ii. address of minor
 - iii. state under which the uniform transfer/gift to minors act was created
3. Total certificate shares which are being transferred. If you do not have any certificate shares write "none".
 4. Reinvestment Plan shares which are being transferred. If you are transferring all Reinvestment Plan shares write "all". If you do not have any Reinvestment Plan shares write "none".
 5. Please fill in the name of the corporation that appears on your certificate or Reinvestment Plan Statement.
 6. Current Registration of shares as it appears on the face of the certificate or Reinvestment Plan Statement.
 7. List the certificate number(s) printed on the upper left hand side of the certificate(s) being surrendered. If all shares are held in your Reinvestment Plan write "none".
 8. Signature of current owner(s) signed exactly as name(s) appear(s) on the face of the certificate(s) or Reinvestment Plan Statement. Please note that the signature(s) must be guaranteed by an Eligible Guarantor Institution such as a Commercial Bank, Trust Company, Securities Broker /Dealer, Credit Union or Savings Association participating in a Medallion Program approved by the Securities Transfer Association, Inc. We cannot accept a notarized signature in lieu of this guarantee.