

**XYZ CORP.
ANNUAL MEETING OF STOCKHOLDERS
_____, 2012**

REPORT OF INSPECTOR OF ELECTIONS

The undersigned, having been duly appointed as the Inspector of Elections for the Annual Meeting of Stockholders of XYZ Corp., a Delaware corporation (the "**Corporation**"), held this ____ day of _____, 2012 (the "**Meeting**"), does hereby report as follows:

(1) Pursuant to such appointment I executed my oath of office and duly delivered the same to the Secretary of the Meeting.

(2) I inspected the certified list of stockholders of the Corporation as of the record date of _____, 2011 prepared by me, and certify that the number of shares of Common Stock of the Corporation outstanding and entitled to vote at the Meeting was _____, of which _____ shares were shares of **[insert class/series description]** Common Stock, \$[_____] par value per share (the "**Common Stock**"), and _____ shares were shares of **[insert class/series description]** Preferred Stock, \$[_____] par value per share (the "**Preferred Stock**" and together with the Common Stock, the "**Stock**").

(3) I tallied the number of stockholders present at the Meeting in person and by proxy and certify that there were present at the Meeting holders of _____ shares of Stock, of which there were holders of _____ shares of Common Stock and _____ shares of Preferred Stock. Accordingly, a quorum of Stock was present or represented by proxy at the Meeting.

(4) I was requested to take and count the ballots cast for and against the following proposals and, having taken and counted such ballots, report as follows:

The proposal to elect **[Director Nominee 1]**, **[Director Nominee 1]** and **[Director Nominee 3]** as the directors of the Corporation.

_____ Shares of stock were voted FOR the election of **[Director Nominee 1]**

_____ Shares of stock were voted FOR the election of **[Director Nominee 2]**

_____ Shares of stock were voted FOR the election of **[Director Nominee 3]**

_____ Shares of stock were voted AGAINST the election of **[Director Nominee 1]**

_____ Shares of stock were voted AGAINST the election of **[Director Nominee 2]**

_____ Shares of stock were voted AGAINST the election of **[Director Nominee 3]**

_____ Absentions

[Insert Name]
General Counsel and Secretary
XYZ Corp.
_____, 2012