

SCHEDULE 14A  
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the registrant /X/

Filed by a party other than the registrant / /

Check the appropriate box:

/ / Preliminary proxy statement / / Confidential, for Use of the  
Commission Only (as permitted by  
Rule 14a-6(e) (2))

/X/ Definitive proxy statement

/ / Definitive additional materials

/ / Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12  
PATRICK INDUSTRIES, INC.

-----  
(Name of Registrant as Specified in Its Charter)  
-----

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rule 0-11(c) (1) (ii), 14a-6(i) (1), or 14a-6(i) (2)  
or Item 22(a) (2) of Schedule 14A.

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule  
14a-6(i) (3).

/ / Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and  
0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:  
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(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee  
is calculated and state how it was determined):  
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(4) Proposed maximum aggregate value of transaction:  
-----

(5) Total fee paid:  
-----

/ / Fee paid previously with preliminary materials.  
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/ / Check box if any part of the fee is offset as provided by Exchange Act  
Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid  
previously. Identify the previous filing by registration statement number, or  
the form or schedule and the date of its filing.

(1) Amount previously paid:  
-----

(2) Form, schedule or registration statement no.:  
-----

(3) Filing party:  
-----

(4) Date filed:

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PATRICK INDUSTRIES, INC.  
1800 SOUTH 14TH STREET  
P. O. BOX 638  
ELKHART, INDIANA 46515  
219-294-7511  
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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 15, 1996

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Patrick Industries, Inc., an Indiana corporation, will be held at the Company's Patrick Metals Division offices, 5020 Lincolnway East, Mishawaka, Indiana, on Wednesday, May 15, 1996 at 10:30 a.m., Mishawaka time, for the following purposes:

1. To elect three directors of the Company to serve until 1999.
2. To consider and transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on March 20, 1996, as the record date for the determination of the holders of shares of the Company's outstanding Common Stock entitled to notice of and to vote at the Annual Meeting of Shareholders. Each shareholder is entitled to one vote per share on all matters to be voted on at the meeting.

Whether or not you expect to attend the meeting, you are urged to sign, date and return the enclosed proxy in the enclosed envelope.

By Order of the Board of Directors,

KEITH V. KANKEL  
SECRETARY

April 10, 1996

PLEASE DATE, SIGN AND MAIL THE ENCLOSED PROXY IN THE ENVELOPE PROVIDED WHICH REQUIRES NO POSTAGE FOR MAILING IN THE UNITED STATES. A PROMPT RESPONSE IS HELPFUL, AND YOUR COOPERATION WILL BE APPRECIATED.

PATRICK INDUSTRIES, INC.  
1800 SOUTH 14TH STREET  
P. O. BOX 638  
ELKHART, INDIANA 46515  
219-294-7511  
-----

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 15, 1996  
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This Proxy Statement is being mailed to shareholders of Patrick Industries, Inc. (the "Company") on or about April 10, 1996, and is furnished in connection with the Board of Directors' solicitation of proxies for the Annual Meeting of Shareholders to be held on May 15, 1996 for the purpose of considering and acting upon the matters specified in the Notice of Annual Meeting of Shareholders accompanying this Proxy Statement. If the form of proxy which accompanies this Proxy Statement is executed and returned, it may be revoked by the person giving it at any time prior to the voting thereof by written notice to the Secretary, by delivery of a later dated proxy or by requesting to vote in person at the meeting. Additional solicitations, in person or by telephone or telegraph, may be made by certain directors, officers and employees of the Company without additional compensation. Expenses incurred in the solicitation of proxies, including postage, printing and handling, and actual expenses incurred by brokerage houses, custodians, nominees, and fiduciaries in forwarding documents to beneficial owners, will be paid by the Company.

The Annual Report to shareholders for the year ended December 31, 1995, accompanies this Proxy Statement. Additional copies of the Annual Report may be obtained by writing the Secretary of the Company.

VOTING INFORMATION

Each shareholder is entitled to one vote for each share of the Company's Common Stock held as of the record date. For purposes of the meeting, a quorum means a majority of the outstanding shares. As of the close of business on March 20, 1996, the record date for shareholders entitled to vote at the annual meeting, there were outstanding 5,978,366 shares of Common Stock, entitled to one vote each. In determining whether a quorum exists at the meeting, all shares represented in person or by proxy will be counted. A shareholder may, with respect to the election of directors, (i) vote for the election of all named director nominees, (ii) withhold authority to vote for all named director nominees or (iii) vote for the election of all named director nominees other than any nominee with respect to whom the shareholder withholds authority to vote by so indicating in the appropriate space on the proxy. Proxies properly executed and received by the Company prior to the meeting and not revoked will be voted as directed therein on all matters presented at the meeting. In the absence of a specific direction from the shareholder, proxies will be voted for the election of all named director nominees.

The affirmative vote of the holders of a majority of the shares present in person or by proxy at the meeting and entitled to vote is required in the election of directors. Withholding authority to vote for a director nominee will in effect count as a vote against the director nominee. Any other matter which may properly come before the meeting will be approved if the votes cast favoring the action exceed the votes cast opposing the action. Broker non-votes will have no effect on any matter at the Annual Meeting.

The Board of Directors knows of no other matter which may come up for action at the meeting. However, if any other matter properly comes before the meeting, the persons named in the proxy form enclosed will vote in accordance with their judgment upon such matter.

Shareholder proposals for inclusion in proxy materials for the next Annual Meeting should be addressed to the Company's Secretary, P.O. Box 638, Elkhart, Indiana 46515, and must be received no later than December 11, 1996. In addition, the Company's By-laws require notice of any other business to be brought before a meeting by a shareholder to be delivered to the Company's Secretary, together with certain prescribed information, not less than 20 nor more than 50 days prior to such meeting. Likewise, the Articles of Incorporation and By-laws require that shareholder nominations to the Board of Directors be delivered to the Secretary, together with certain prescribed information, not less than 20 nor more than 50 days prior to a meeting at which directors are to be elected.

#### STOCK OWNERSHIP INFORMATION

The following table sets forth, as of the record date, information concerning the only parties known to the Company having beneficial ownership of more than 5 percent of its outstanding Common Stock and information with respect to the stock ownership of all directors and executive officers of the Company as a group.

<TABLE>  
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENT OF CLASS
<S>	<C>	<C>
Mervin D. Lung..... Chairman of the Company P.O. Box 638 Elkhart, Indiana 46515	1,051,946	17.34%(1)
FMR Corp..... 82 Devonshire Street Boston, Massachusetts 02109	617,500	10.33%
Heartland Advisors, Inc. .... 790 North Milwaukee Street Milwaukee, Wisconsin 53202	421,000	7.04%
Directors and Executive Officers as a group (10 persons).....	1,301,678	21.47%(2)

</TABLE>

- (1) Includes 35,000 shares held under options exercisable within 60 days of the record date of the annual meeting.
- (2) The stock ownership of the executive officers named in the Summary Compensation Table is set forth under the heading "Election of Directors."

#### ELECTION OF DIRECTORS

The Board of Directors is divided into three classes, with the members of each class serving staggered three-year terms. Accordingly, at the 1996 Annual

Meeting three directors will be elected to hold office until the 1999 Annual Meeting or until their successors are duly elected and qualified.

It is intended that the proxies will be voted for the nominees listed below, unless otherwise indicated on the proxy form. It is expected that these nominees will serve, but, if for any unforeseen cause any such nominee should decline or be unable to serve, the proxies will be voted to fill any vacancy so arising in accordance with the discretionary authority of the persons named in the proxies.

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The following information concerning principal occupations and the number of shares of Common Stock of the Company owned beneficially as of March 20, 1996, has been furnished by the nominees and directors continuing in office:

<TABLE>  
<CAPTION>

NAME AND AGE	PRINCIPAL OCCUPATION AND OTHER DIRECTORSHIPS	FIRST YEAR ELECTED DIRECTOR	COMMON STOCK OF THE COMPANY OWNED (1)	PERCENT OF COMMON STOCK OWNED
-----				
<S>	<C>	<C>	<C>	<C>
Nominees to Serve Until the 1999 Annual Meeting:				
Clyde H. Keith, 83.....	Retired trustee of the Van Kampen Merritt Closed-End Funds and Variable Annuity Funds, retired former Chairman of the Board of The Illinois Company, Incorporated prior to 1986, (Investment Bankers)	1981	27,322	less than 1%
Dorothy M. Lung, 68.....	Vice President and Director of Gano Plywood, Inc. (construction materials), wife of Mervin D. Lung and mother of David D. Lung.	1986	27,600	less than 1%
Robert C. Timmins, 74...	Vice President and Director of Emerson Musical Instruments, Inc. (flutes and piccolos) since 1985, and CPA and Partner of McGladrey & Pullen (certified public accountants) until 1985.	1987	27,300	less than 1%
Directors to Serve Until the 1998 Annual Meeting:				
Keith V. Kankel, 53.....	Vice President of Finance since 1987 and Secretary-Treasurer since 1974.	1977	28,686(2)	less than 1%
Mervin D. Lung, 73.....	Chairman (Chief Executive Officer) in 1989, President since incorporation in 1961, husband of Dorothy M. Lung and father of David D. Lung.	1961	1,051,946(2)	17.3%
John H. McDermott, 64...	President of John H. McDermott, P.C., a partner in the Chicago, Illinois law firm of McDermott, Will & Emery, which firm has been retained by the Company since 1968 for certain legal matters.	1969	17,000	less than 1%
Harold E. Wyland, 59....	Vice President of Sales since 1990. National Sales Manager since 1987.	1989	15,800(2)	less than 1%
Directors to Serve Until the 1997 Annual Meeting:				
Thomas G. Baer, 64.....	Vice President of Operations since 1975 and a Director of ITEX Corp. (bartering company).	1970	8,008(2)	less than 1%
Merlin D. Knispel, 64...	Vice President and Chief Operating Officer of Vitco, Inc. (porcelain enamer) since 1986.	1985	18,300	less than 1%
David D. Lung, 48.....	President (Chief Operating Officer) since 1989, Vice President of Administration and Purchasing since 1987. Son of Mervin D. and Dorothy M. Lung.	1977	79,716(2)	1.3%

</TABLE>

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(1) Each individual has sole voting and dispositive power over the shares indicated.

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(2) Includes 35,000 shares held under stock options exercisable within 60 days of the record date of the annual meeting by Mervin D. Lung, 20,000 shares by Keith V. Kankel, 12,500 shares by Harold E. Wyland, 5,000 shares by Thomas G. Baer and 12,500 shares by David D. Lung.

SUMMARY COMPENSATION TABLE

<TABLE>  
<CAPTION>

NAME AND PRINCIPAL POSITION	ANNUAL COMPENSATION			LONG-TERM COMPENSATION	ALL OTHER COMPENSATION (\$ (2))
	YEAR	SALARY (\$)	BONUS (\$)	SECURITIES UNDERLYING OPTIONS (#) (1)	
<S>	<C>	<C>	<C>	<C>	<C>
Mervin D. Lung.....	1995	202,784	223,745	--	1,293
Chairman and CEO	1994	193,163	215,372	10,000	1,079
	1993	184,018	132,161	--	960
David D. Lung.....	1995	169,158	223,745	--	1,293
President and COO	1994	161,105	215,372	10,000	1,079
	1993	153,326	132,161	--	960
Thomas G. Baer.....	1995	118,648	223,745	--	1,293
Vice President of Operations	1994	112,966	215,372	10,000	1,079
	1993	107,320	132,161	--	829
Keith V. Kankel.....	1995	118,648	223,745	--	1,293
Vice President of Finance	1994	112,966	215,372	10,000	1,079
	1993	107,320	132,161	--	950
Harold E. Wyland.....	1995	118,648	223,745	--	1,293
Vice President of Sales	1994	112,966	215,372	10,000	1,079
	1993	107,320	132,161	--	795

</TABLE>

(1) The options are for a term of six years and become exercisable at the rate of twenty-five percent (25%) per year at the end of the first year. The option plan permits the optionee to pay for exercise with Common Stock and to pay withholding tax with shares acquired on exercise.

(2) Company contributions to 401(k) Savings Plan.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION VALUES

<TABLE>  
<CAPTION>

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FY- END (#)	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FY- END (\$) *
			EXERCISABLE/ UNEXERCISABLE	EXERCISABLE/ UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>
Mervin D. Lung.....	--	\$ --	35,000/5,000	\$382,450/17,500
David D. Lung.....	--	--	20,000/5,000	199,975/17,500
Thomas G. Baer.....	15,000	174,975	5,000/5,000	17,500/17,500
Keith V. Kankel.....	--	--	20,000/5,000	199,975/17,500
Harold E. Wyland.....	--	--	12,500/5,000	108,738/17,500

</TABLE>

\* Market value of the underlying stock at exercise date or year-end as the case may be, minus the exercise price of the options.

Under the Patrick Industries, Inc. 1987 Stock Option Program, the Company may grant to key employees (including employees who may also be officers and directors, as long as they do not serve on the committee overseeing the administration of the Program) stock options that may either be incentive stock options or non-qualified stock options, related stock appreciation rights and stock awards. During 1995 no stock options were granted.

The executive officers of the Company have deferred compensation agreements which provide that the Company will pay each of these employees or their beneficiaries 40% of their base salary for 120 months upon retirement (if the employee continues in the employ of the Company until the age of 65) or upon the employee's death or total disability, up to a maximum of \$52,000 per year for David D. Lung, Harold E. Wyland, Keith V. Kankel, and Thomas G. Baer and \$70,000 per year for Mervin D. Lung. The cost of these agreements is being funded with insurance contracts purchased by the Company that have cash value additions

greater than the premiums.

#### BOARD OF DIRECTORS AND COMMITTEES

The Board of Directors has an Audit Committee comprised of Clyde H. Keith, Merlin D. Knispel and Robert C. Timmins, who are not employees of the Company, and Mervin D. Lung and Keith V. Kankel, who are employees of the Company. The Audit Committee's responsibilities include recommending to the Board of Directors the independent accountants to be employed for the purpose of conducting the annual examination of the Company's financial statement, discussing with the independent accountants the scope of their examination, reviewing the Company's financial statements and the independent accountants' report thereon with Company personnel and the independent accountants, and inviting the recommendations of the independent accountants regarding internal controls and other matters. The Audit Committee met four times during 1995.

The Board of Directors also has a Stock Option Committee, comprised of John H. McDermott, Clyde H. Keith and Robert C. Timmins. The Stock Option Committee did not meet in 1995.

The Board of Directors also has a Compensation Committee which met twice in 1995 and their actions are described on the following pages of this Proxy Statement.

The Board of Directors had four meetings in 1995 and all directors attended at least three meetings. Non-employee directors are paid \$600 for each meeting they attend. Employee directors receive no compensation as such. On a bi-annual basis in May, each non-employee director is automatically granted a restricted stock award for 6,000 shares of the Company's Common Stock which will vest upon such director's continued service as a member of the Board of Directors for two years or earlier upon certain events.

#### COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

This report of the Compensation Committee and the following Performance Graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

#### OVERVIEW

The Committee policy is to design compensation programs for salaries, incentive bonus programs, other benefits, and long-term incentive programs for all key executives, including the officers named in the Summary Compensation Table. The goals and objectives of the Committee are to attract and retain top quality management employees and ensure that an appropriate relationship exists between executive pay and the creation of stockholder value. The criteria used to determine the compensation of the Chief Executive Officer will also be used in determining compensation for the other officers. The Committee will also receive the recommendation of the Chief Executive Officer regarding the compensation of the other officers.

Federal tax law imposes a \$1 million limit on the tax deduction for certain executive compensation payments. Because the compensation paid to any executive officer is significantly below the \$1 million threshold, the Compensation Committee has not yet had to address the issues relative thereto.

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#### SALARIES

The executive salaries are reviewed annually. The Committee sets executive salaries based on competitive market levels, experience, individual and company performance, levels of responsibility, and pay practices of other companies relating to executives of similar responsibility. The Committee considered the compensation levels of executives at comparable companies and fixed the compensation for the CEO and other executive officers at levels approximating the midrange of such companies. The Committee includes in its consideration comparable companies listed in the CRSP Index for lumber and wood products and others in building products industries. See "Performance Graph."

#### ANNUAL INCENTIVE

The Company provides an annual bonus plan for executive officers that gives them the opportunity to earn additional compensation based on the performance of the Company. The Chief Executive Officer and the other officers share equally in this program to achieve certain bonus amounts based on various levels of profitability of the Company. In 1995, a bonus pool of \$1,118,725 was split equally among all executive officers. The basis for this bonus pool in 1995 was 6.4 percent of the Company's 1995 income before taxes. This formula has been in use for over ten years, but the rate was reduced by 1% in 1995.

#### STOCK OPTIONS

On an ongoing basis the Company has used stock options as a long-term incentive program for executives and key employees. The Stock Option Committee of the Board granted options in 1994 of 10,000 shares to each officer. No options were granted in 1995.

Merlin D. Knispel  
David D. Lung  
Mervin D. Lung  
John H. McDermott

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Mervin D. Lung is Chairman and Chief Executive Officer of the Company and David D. Lung is President and Chief Operating Officer of the Company. Mervin D. Lung and David D. Lung did not participate in the final decisions with respect to their compensation. John H. McDermott is President of John H. McDermott, P.C., a partner in the Chicago, Illinois law firm of McDermott, Will & Emery which provides various legal services to the Company.

#### CERTAIN TRANSACTIONS

The Company leases a distribution warehouse and various facilities for its manufacturing operations from Mervin D. Lung, the Company's Chairman, under an agreement which expires September 30, 2005, with an option to renew for three years. The agreement provides for monthly rental of \$27,801, and the payment of property taxes and insurance premiums on the property. The Company also leases two buildings from Mr. Lung used for distribution and manufacturing, under an agreement expiring on September 30, 1999, with an option to renew for five years. The agreement provides for monthly rental of \$24,300, and the payment of property taxes and insurance premiums on the property. The Company also leases two manufacturing facilities from Mr. Lung under agreements that expire on March 31, 1999 with options to renew for three years. The agreements provide for monthly rentals of \$10,530, and the payment of property taxes and insurance premiums on the property. The Company also leases three manufacturing facilities from Mr. Lung under agreements that expire on August 31, 1997, October 31, 1997, and July 31, 1998 with options to renew for three years. The agreements provide for monthly rentals of \$23,528, and the payment of property taxes and insurance premiums on the property.

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Mr. Lung owns a building supply firm which does not serve the manufactured housing and recreational vehicle industries. The Company purchases certain specialty items from and sells products to such firm. During the year ended December 31, 1995, purchases from such firm totaled \$58,089 and sales to such firm totaled \$170,909. The Company also leases from Mr. Lung on an hourly basis aircraft, rent from which in 1995 amounted to \$301,090.

The Company believes that the terms of each of the above transactions are at least as favorable as those which could have been obtained from unrelated parties.

#### PERFORMANCE GRAPH\*

Set forth below is a line graph comparing the yearly cumulative total shareholder return on the Company's Common Stock against the cumulative total return of the indices indicated for the period of five fiscal years commencing December 31, 1990 and ended December 31, 1995. This graph assumes that \$100 was invested on December 31, 1990 and that all dividends were reinvested. The stock price performance shown on the graph below is not necessarily indicative of future price performance.

#### COMPARISON OF FIVE YEAR-CUMULATIVE TOTAL RETURNS PERFORMANCE GRAPH FOR PATRICK INDUSTRIES, INC.

<TABLE>  
<CAPTION>

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	PATRICK IN- DUSTRIES, INC.	CRSP INDEX FOR NASDAQ STOCK MARKET (US COMPANIES)	CRSP INDEX FOR LUMBER AND WOOD PRODUCTS (EXCEPT FURNI- TURE)
<S>	<C>	<C>	<C>
12/31/90	100.0	100.0	100.0
12/31/91	111.1	160.5	144.2
12/31/92	244.4	186.9	145.8
12/31/93	850.0	214.5	283.3
12/30/94	533.3	209.7	198.5
12/29/95	959.1	296.5	264.5

#### LEGEND

NOTES:

- A. The lines represent monthly index levels derived from compounded daily returns that include all dividends.
- B. The indexes are reweighted daily, using the market capitalization on the previous trading day.
- C. If the monthly interval, based on the fiscal year-end, is not a trading day, the preceding trading day is used.
- D. The index level for all series was set to \$100.0 on 12/31/90.

</TABLE>

\* Prepared by Center for Research in Securities Prices, University of Chicago/Graduate School of Business.

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ACCOUNTING INFORMATION

The Company's Certified Public Accountants for the year 1995 were McGladrey & Pullen, and such firm has been selected by the Board of Directors to audit the Company's accounts for the year 1996. McGladrey & Pullen is expected to have a representative at the Annual Meeting of Shareholders and will be available to respond to appropriate questions at that time and have an opportunity to make a statement if they desire to do so.

By Order of the Board of Directors

KEITH V. KANKEL  
Secretary

April 10, 1996

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PROXY

PROXY

PATRICK INDUSTRIES, INC.  
1800 SOUTH 14th STREET, P.O. BOX 638, ELKHART, INDIANA 46515  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Mervin D. Lung and Thomas G. Baer, and each of them, as the undersigned's proxies, each with full power of substitution, to represent and to vote, as designated below, all of the undersigned's Common Stock in Patrick Industries, Inc. at the annual meeting of stockholders of Patrick Industries, Inc. to be held on Wednesday, May 15, 1996, and at any adjournment thereof, with the same authority as if the undersigned were personally present.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO SPECIFIC DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF DIRECTORS. THE DIRECTORS FAVOR A VOTE "FOR" THE ELECTION OF DIRECTORS.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE RETURN ENVELOPE.

(Continued and to be signed on reverse side.)

PATRICK INDUSTRIES, INC.  
PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY.

[ <TABLE> <S><C> ]

<p>1. ELECTION OF DIRECTORS the Proxies are Clyde H. Keith, Dorothy M. Lung, upon such other Robert C. Timmins properly come before</p>	<p>For All For Withheld Except Nominees written below.  / / / / / / _____ Nominee Exception</p>	<p>2. In their discretion, authorized to vote business as may the meeting.</p>
---	---	--

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature (if held jointly)

Dated: \_\_\_\_\_, 1996



as name appears  
accounts, all  
Executors,  
Trustees, etc.,  
when signing.

</TABLE>

Please sign exactly  
hereon. For joint  
tenants should sign.  
Administrators,  
should so indicate