

Transfer of Power Form

The undersigned hereby assigns and transfers to City Year, Inc.:

_____ Shares of common stock of _____ represented by
Certificate No.(s) _____ inclusive, standing in the name of the
undersigned on the books of said corporation.

The undersigned does (do) hereby irrevocably constitute and appoint Merrill Lynch
Pierce, Fenner & Smith Inc. to transfer the said stock(s) on the books of said Corporation
with full power of substitution in the premises.

Signed _____

Donor

Date _____

Signed _____

Donor (joint-owner)

Date _____