





## Notice of Annual Meeting of Stockholders and Proxy Statement

# 2015

**Tuesday, April 28, 2015  
10:00 A.M. Eastern Time**

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Voting can be completed in one of four ways:







## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

DATE:

TIME:

PLACE:

To the Stockholders of United States Steel Corporation

- 1.
- 2.
- 3.
- 4.
- 5.

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Voting can be completed in one of four ways:



IMPORTANT NOTICE:

ADMISSION TO MEETING:

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OVERVIEW OF VOTING MATTERS


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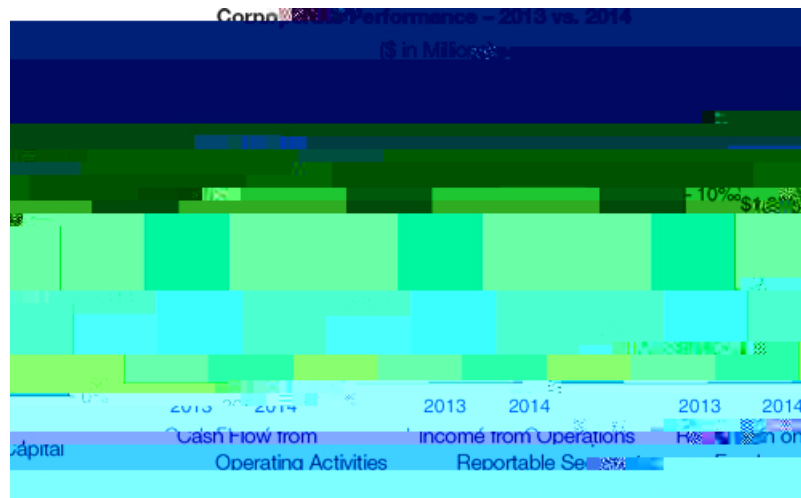
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2014 Highlights

- ✓
- ✓
- ✓
- ✓
- ✓
- ✓





**PROPOSAL 1: ELECTION OF DIRECTORS**

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2015 Director Nominees - continued



**ROBERT J. STEVENS**

AGE:  
OCCUPATION:  
DIRECTOR SINCE:





The following current Director will stand for election in 2016:



**JOHN J. ENGEL**

AGE:  
OCCUPATION:  
DIRECTOR SINCE:  
BOARD COMMITTEE:

[John J. Engel](#)

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The following current Directors will stand for election in 2017:



**MURRY S. GERBER**

AGE:  
OCCUPATION:  
DIRECTOR SINCE:  
BOARD COMMITTEES:  
OTHER BOARDS:

Murry S. Gerber

Particular experience, attributes or skills that qualify candidate for Board membership:

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The following current Director will stand for election in 2017:

**PATRICIA A. TRACEY**

**AGE:**

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**GOVERNANCE PRACTICES**

## BOARD LEADERSHIP STRUCTURE

## BOARD'S ROLE IN RISK OVERSIGHT

**Independence**

. 1 ? 3

**Board Committees**











**COMMUNICATIONS FROM STOCKHOLDERS AND INTERESTED PARTIES**

**POLICY WITH RESPECT TO RELATED PERSON TRANSACTIONS**

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

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## COMPENSATION DISCUSSION AND ANALYSIS

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### Introduction

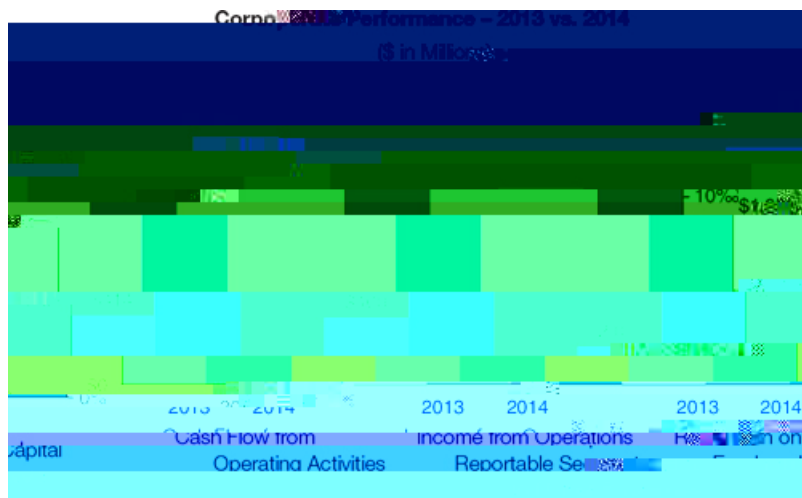
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### Financial Results for 2014

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2014 Highlights



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**Executive Compensation Philosophy**

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**Compensation Principles**

**Compensation Principles**

**Compensation Design**


**Compensation Practices**

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**What we do:**

- ✓
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- ✓
- ✓
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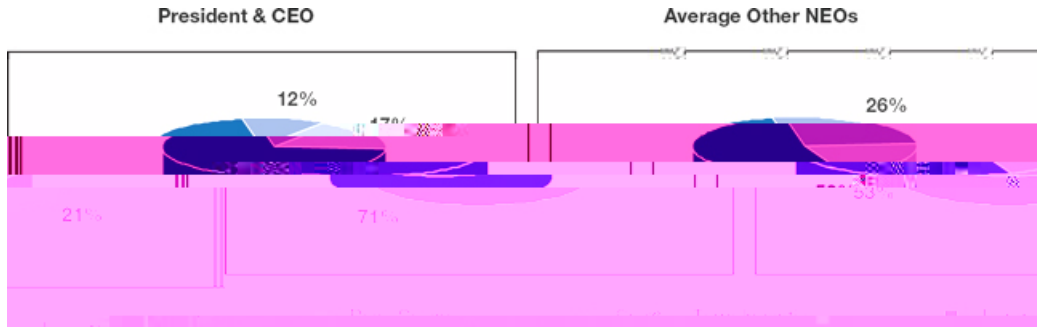
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2014 Target Compensation



Base Salary and Base Salary Decisions in 2014

Short-Term Incentive Compensation and Decisions in 2014

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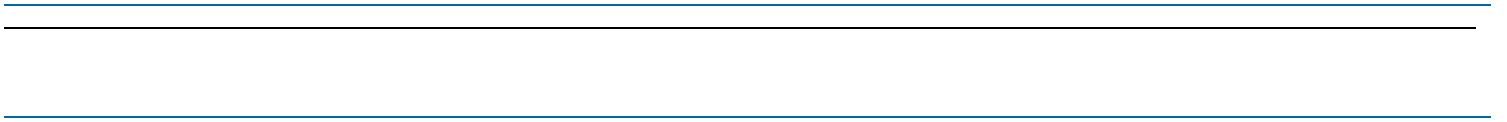
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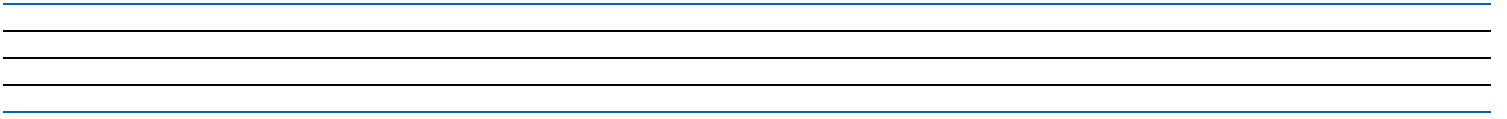
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Estimated Future Payouts  
Under Non-Equity Incentive  
Plan Awards<sup>(3)</sup>

Estimated Future Payouts  
Under Equity Incentive  
Plan Awards<sup>(5)</sup>

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## U. S. Steel Pension Plan

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### U. S. Steel Pension Plan Calculation Assumptions

## Non Tax-Qualified Pension Plan

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**Supplemental Retirement**

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Potential Payments Upon Termination Tables

1. Unless otherwise noted, the tables reflect amounts that would have been payable at, following, or in connection with a termination of employment, with the triggering event occurring on December 31, 2014;
2. The stock price used for valuation purposes for the long-term incentive awards was the closing stock price on December 31, 2014, which was \$26.74;
3. The normal life expectancy obtained from the 1971 Group Annuity Mortality Tables, or, for a permanent incapacity type of pension, life expectancy obtained from the Disabled Life Expectancy Tables (wages and salaried) based on the Corporation's experience, made gender neutral on a nine to one male/female ratio; and
4. The December 31, 2014 Pension Benefit Guaranty Corporation interest rate of 1% was used to determine 2014 lump sum payment amounts.

Potential Payments Upon Termination

Executive Component	A	B	C	D	E	F
	Voluntary Termination (with Consent) or Retirement <sup>(1)</sup>	Voluntary Termination (Without Consent) or Involuntary Termination (For Cause)	Involuntary Termination (Not for Cause) <sup>(2)</sup>	Change in Control and Termination	Disability <sup>(3)</sup>	Death
M. Longhi Severance, Short- & Long-Term Compensation Elements						
<b>SubTotal</b>			72,276	—	72,276	72,276
<b>Benefits</b>						
<b>TOTAL</b>						







**Termination and Change-in-Control Provisions**

**Cash Severance**

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*Column B*      *Column E*      *Column F*      *Column A*  
  
*Column C*

**Short-Term Incentive**

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**Stock Options**

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**Restricted Stock Units**

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Column B

Column D

Column C

**Performance Awards**

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Column A

Column F

Column E

**U. S. Steel Pension Plan**

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**Supplemental Retirement Benefit**

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*Column D*

**Outplacement Services and Excise Tax Gross-Up**

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**Summary of the Incentive Plan**

**Administration**

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**Eligibility**

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## New Plan Benefits

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**PROPOSAL 4: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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**STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

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8. What are broker non-votes?

9. What constitutes a quorum?

10. Will my vote be confidential?

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## Statement Regarding the Delivery of a Single Set of Proxy Materials to Households With Multiple U. S. Steel Stockholders









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Exercise Your Right to Vote

Receipts for proxy materials to be held on April 20, 2015.

Annual Meeting of Shareholders to be held on April 20, 2015.

Meeting Information

Meeting Type: Annual Meeting
For holders as of February 27, 2015
Date: April 28, 2015 Time: 10:00 AM
Location: US Steel Tower, 33rd Floor

UNITED STATES STEEL CORP.

1000 Grant Street, Pittsburgh, PA 15219

Use you hold
notice to vote these
only an overview of
items to be voted on.



UNITED STATES STEEL CORPORATION
600 GRANT STREET
PITTSBURGH, PA 15219

You are receiving this communication because you own shares in the company named above.

This is not a ballot. You cannot use this
shares. This communication presents
the proxy materials.

For more information, please refer to the proxy materials or contact your broker.

Information contained in the proxy materials before

See the reverse side for instructions on how to vote.

# Before You Vote

How to Access the Proxy Statement

Materials Available to View Online: NOTICE AND PROXY STATEMENT ANNUAL REPORT

### How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX

X (located on the following page)

### How to Request and Receive a PAPER or E-MAIL Copy:

If you wish to receive a paper or e-mail copy of these documents, you must

request a copy by

proxyvote.com  
579-1639  
aterial@proxyvote.com

- 1) BY INTERNET: www.
- 2) BY TELEPHONE: 1-800
- 3) BY E-MAIL: sendr

XXXX XXXX XXXX XXXX (located on the following page)

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment adviser. Please make the request as instructed above April 14, 2015 to facilitate timely delivery.



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94-P61686-Z64977

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MB







**UNITED STATES STEEL CORPORATION**  
 600 GRANITE STREET  
 ROOM 2625  
 PITTSBURGH, PA 15219



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)** or scan the QR Barcode above  
 For the latest information on how to vote, please visit our website at [www.proxyvote.com](http://www.proxyvote.com) or call 1-800-696-6903. For more information, please refer to the instructions on the reverse side of this document.

FOR THE RECORDS AND TO CREATE  
 A COPY OF THE RECORDS AND TO CREATE  
 A COPY OF THE RECORDS AND TO CREATE

**FOR THE RECORDS AND TO CREATE**

you can consent to receiving all future proxy materials electronically. To sign up for electronic delivery, please follow the instructions on the reverse side of this document. When prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-696-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to the processing agent, Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**ELECTRONIC DELIVERY**

If you would like to receive proxy materials electronically, please follow the instructions on the reverse side of this document.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M83011-P61686-764977  
 KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION OF THIS PROXY CARD TO THE BOARD OF DIRECTORS ONLY WHEN JOINED TO ANY OTHER PROXY CARD

UNITED STATES STEEL CORPORATION		For	Against	Abstain
Proposal 1. Election of Directors				
1a.	Patricia Diaz Dennis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b.	Mario Longhi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c.	Robert J. Stimpert	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
1d.	David S. Sutherland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 2. Approval, in a non-binding advisory vote, of the compensation of certain executive officers.				
Proposal 3. Re-Approval of Annual Incentive Compensation Plan				
<p><b>THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2, 3 AND 4.</b></p> <p>I hereby instruct Fidelity Management Trust Company to vote the number of shares of United States Steel Corporation stock attributable specified above.</p> <p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by a</p>				
<p>to my account as</p> <p>uch. Joint owners</p> <p>thorized officer.</p>		<p>Signature [PLEASE SIGN WITHIN BOX]</p>		<p>Signature (Joint Owners)</p>
<p>Date</p>		<p>Date</p>		<p>Date</p>

UNITED STATES STEEL CORPORATION  
2015 Annual Meeting of Stockholders  
Attendance Card

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the  
ification.

You are invited to attend the Annual Meeting of Stockholders on April 28, 2015. The meeting will be held at the U.S. Steel Tower, 33rd Floor, 600 Grant Street, Pittsburgh, PA, 15219, at 10:00 A.M. Eastern time. Use of this attendance card is for our mutual convenience, and you may not be admitted to the meeting without this attendance card if you present personal photo identification. Attached is your 2015 Proxy Card.

Arden T. Phillips  
Secretary

*For personal use of the named stockholder(s) - not transferable.  
Please present this card at the registration desk upon arrival.*

the meeting.

**Please bring a government-issued photo ID for identification for admission to**

the meeting.

or

the meeting.

or

or

or

or

or

or

or

or



**UNITED STATES STEEL CORPORATION**  
 600 GRANITE STREET  
 ROOM 2625  
 PITTSBURGH, PA 15219



**VOTE BY INTERNET - www.proxyvote.com** or scan the QR Barcode above  
 For the interest of the record, your proxy card and electronic delivery  
 of information up until 11:59 p.m. Eastern Time the day before the meeting date.  
 If you are unable to access the internet, the attached proxy card  
 and electronic delivery instructions are enclosed.

FOR THE COMPANY  
 2011 proxy records and to create  
 a return.

**REVIEW OF FUTURE PROXY MATERIALS**

Since the costs incurred by the corporation in mailing, printing and delivering proxy materials to you can be reduced if you consent to receiving all future proxy materials electronically, you can consent to receiving all future proxy materials electronically. To sign up for electronic delivery, please follow the instructions above on the back of the proxy card. And, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-696-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to the processing agent at the address below.  
 51 Mercedes Way, Edgewood, NY 11717.

**ELECTRONIC DELIVERY**

If you consent to the electronic delivery of proxy materials, you will receive a notice of internet availability and a notice of electronic delivery instructions.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

MR013-661686-764977  
 KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**UNITED STATES STEEL CORPORATION**

<table border="0"> <tr> <td>For</td> <td>Against</td> <td>Abstain</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	For	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>Proposal 1. Election of Directors</p> <p>1a. Patricia Diaz Dennis</p> <p>1b. Mario Longhi</p> <p>1c. Robert F. Cyprien</p> <p>1d. David S. Sutherland</p>
For	Against	Abstain														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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For	Against	Abstain														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														

UNITED STATES STEEL CORPORATION  
2015 Annual Meeting of Stockholders  
Attendance Card

You are invited to attend the Annual Meeting of Stockholders on April 28, 2015. The meeting will be held at the U.S. Steel Tower, 33rd Floor, 600 Grant Street, Pittsburgh, PA, 15219 at 10:00 AM Eastern Time. Use of this attendance card is for our mutual convenience, and you have the right to attend the meeting without and receive a card if you wish to present personal information. Attached is your 2015 Proxy Card.

Arden T. Phillips  
Secretary

*For personal use of the named stockholder(s); not transferable.  
Please present this card at the registration desk upon arrival.*

*Please bring a government-issued photo identification for admission to the meeting.*

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

MR3014-PS1686-254877

UNITED STATES STEEL CORPORATION  
Annual Meeting of Stockholders  
April 28, 2015 10:00 AM

by Management Trust, a Delaware company



**UNITED STATES STEEL CORPORATION**  
 600 GRANITE STREET  
 ROOM 2625  
 PITTSBURGH, PA 15219



**VOTE BY INTERNET** - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above  
 For the latest information on how to vote, please visit [www.proxyvote.com](http://www.proxyvote.com) or call 1-800-696-6903.

**PROXY RECORDS**  
 We will create and maintain proxy records for you.

**PROXY MATERIALS**  
 You can consent to receiving all future proxy materials electronically through our website. To sign up for electronic delivery, please follow the instructions above or contact us at 1-800-696-6903. When prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-696-6903**  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and follow the instructions.

**VOTE BY MAIL**  
 Mark, date and return your proxy card in the postage-paid envelope we have provided or return it to the processing agent at: 51 Mercedes Way, Edgewood, NY 11717.

**ELECTRONIC DELIVERY**  
 If you would like to receive proxy materials electronically, please check the box below.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M83015-P61686-264977  
 KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**UNITED STATES STEEL CORPORATION**

Proposed Election of Directors

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AS THE OWNER(S) OF THE FOLLOWING SHARES OF COMMON STOCK OF THE CORPORATION:

\_\_\_\_\_ shares of common stock of the Corporation stock attributable to my account as of \_\_\_\_\_

I hereby instruct Fidelity Management Trust Company to specify above.

If you are a shareholder, please sign your name on this card. If you are a partner in a partnership, please sign in the partnership name by authorized officer.

Signature (PLEASE SIGN WITHIN BOX) \_\_\_\_\_ Date \_\_\_\_\_

Signature (Joint Tenants) \_\_\_\_\_ Date \_\_\_\_\_

Signature (PLEASE SIGN WITHIN BOX) \_\_\_\_\_

UNITED STATES STEEL CORPORATION  
2015 Annual Meeting of Stockholders  
Attendance Card

You are invited to attend the Annual Meeting of Stockholders on April 28, 2015. The meeting will be held at 10:00 AM Eastern time at the Renaissance Pittsburgh Hotel, 1000 Grant Street, Pittsburgh, PA 15219-3400. Please use this attendance card for our initial convenience, and you must present personal photo identification. Attached is your 2015 Proxy Card.

Arden T. Phillips  
Secretary

*For personal use of the named stockholder(s); not transferrable.*

*Please present this card at the registration desk upon arrival.*

**Please bring a government-issued photo identification for admission to the meeting.**

Return to the secretary:

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

Proxy materials for the 2015 Annual Meeting will be available at [www.ussteel.com](http://www.ussteel.com).





PROXY MATERIALS & VOTE

PROXY MATERIALS & VOTE

UNITED STATES STEEL CORPORATION  
600 GRANT STREET  
SUITE 1500  
PITTSBURGH, PA 15219

VOTE BY MAIL

**INTERNET VOTING**

If you wish to vote electronically, you must first receive an electronic voting instruction form (EVI) from the proxy materials. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you wish to receive proxy materials electronically, you can consent to receiving all future proxy materials electronically. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

**VOTE BY MAIL**

If you are unable to vote electronically, you may vote by mail. To vote by mail, you must sign and date the proxy card and return it to the address on the proxy card.

THIS PROXY CARD IS VALID ONLY WHEN USED AS SHOWN HEREON

UNITED STATES STEEL CORPORATION

Proposal	For	Against	Abstain
1. Election of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Executive Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Executive Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Executive Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 5: Re-Authorization of Annual Executive Compensation Plan  For  Against  Abstain

Proposal 6: Re-Authorization of Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm  For  Against  Abstain

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2, 3 AND 4.**

The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder(s). **If no direction is made, this proxy will be voted: "FOR" the nominees in proposal 1 and "FOR" proposals 2, 3 and 4.** If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.

Signature of shareholder(s)

Signature (PLEASE SIGN WITHIN BOX)  Date

Signature (Joint Owners)

