

VOTING STOCK, MEANS A PERSON:

(1) THAT, INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, BENEFICIALLY OWNS VOTING STOCK, DIRECTLY OR INDIRECTLY; OR

(2) THAT, INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, HAS:

(I) THE RIGHT TO ACQUIRE VOTING STOCK (WHETHER SUCH RIGHT IS EXERCISABLE IMMEDIATELY OR ONLY AFTER THE PASSAGE OF TIME), PURSUANT TO ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING OR UPON THE EXERCISE OF CONVERSION RIGHTS, EXCHANGE RIGHTS, WARRANTS OR OPTIONS, OR OTHERWISE; OR

(II) THE RIGHT TO VOTE VOTING STOCK PURSUANT TO ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING; OR

(3) THAT HAS ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING FOR THE PURPOSE OF ACQUIRING, HOLDING, VOTING, OR DISPOSING OF VOTING STOCK WITH ANY OTHER PERSON THAT BENEFICIALLY OWNS, OR WHOSE AFFILIATES OR ASSOCIATES BENEFICIALLY OWN, DIRECTLY OR INDIRECTLY, SUCH SHARES OF VOTING STOCK.

(E) "BUSINESS COMBINATION" MEANS:

(1) UNLESS THE MERGER, CONSOLIDATION, OR SHARE EXCHANGE DOES NOT ALTER THE CONTRACT RIGHTS OF THE STOCK AS EXPRESSLY SET FORTH IN THE CHARTER OR CHANGE OR CONVERT IN WHOLE OR IN PART THE OUTSTANDING SHARES OF STOCK OF THE CORPORATION, ANY MERGER, CONSOLIDATION, OR SHARE EXCHANGE OF THE CORPORATION OR ANY SUBSIDIARY WITH (I) ANY INTERESTED STOCKHOLDER OR (II) ANY OTHER CORPORATION (WHETHER OR NOT ITSELF AN INTERESTED STOCKHOLDER) WHICH IS, OR AFTER THE MERGER, CONSOLIDATION, OR SHARE EXCHANGE WOULD BE, AN AFFILIATE OF AN INTERESTED STOCKHOLDER THAT WAS AN INTERESTED STOCKHOLDER PRIOR TO THE TRANSACTION.

(2) ANY SALE, LEASE, TRANSFER, OR OTHER DISPOSITION, OTHER THAN IN THE ORDINARY COURSE OF BUSINESS, IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS IN ANY 12-MONTH PERIOD, TO ANY INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER (OTHER THAN THE CORPORATION OR ANY OF ITS SUBSIDIARIES) OF ANY ASSETS OF THE CORPORATION OR ANY SUBSIDIARY HAVING, MEASURED AT THE TIME THE TRANSACTION OR TRANSACTIONS ARE APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AN AGGREGATE BOOK VALUE AS OF THE END OF THE CORPORATION'S MOST RECENTLY ENDED FISCAL QUARTER OF 10 PERCENT OR MORE OF THE TOTAL MARKET VALUE OF THE OUTSTANDING STOCK OF THE CORPORATION OR OF ITS NET WORTH AS OF THE END OF ITS MOST RECENTLY ENDED FISCAL QUARTER;

(3) THE ISSUANCE OR TRANSFER BY THE CORPORATION, OR ANY SUBSIDIARY, IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS,