

1. THE HIGHEST PER SHARE PRICE (INCLUDING ANY BROKERAGE COMMISSIONS, TRANSFER TAXES AND SOLICITING DEALERS' FEES) PAID BY THE INTERESTED STOCKHOLDER FOR ANY SHARES OF ANY CLASS OF VOTING STOCK ACQUIRED BY IT WITHIN THE 2 YEAR PERIOD IMMEDIATELY PRIOR TO THE ANNOUNCEMENT DATE, OVER

2. THE MARKET VALUE PER SHARE OF THE SAME CLASS OF VOTING STOCK ON THE FIRST DAY IN SUCH 2 YEAR PERIOD ON WHICH THE INTERESTED STOCKHOLDER ACQUIRED ANY SHARES OF THE SAME CLASS OF VOTING STOCK.

(3) THE CONSIDERATION TO BE RECEIVED BY HOLDERS OF ANY CLASS OR SERIES OF OUTSTANDING STOCK IS TO BE IN CASH OR IN THE SAME FORM AS THE INTERESTED STOCKHOLDER HAS PREVIOUSLY PAID FOR SHARES OF THE SAME CLASS OR SERIES OF STOCK. IF THE INTERESTED STOCKHOLDER HAS PAID FOR SHARES OF ANY CLASS OF STOCK WITH VARYING FORMS OF CONSIDERATION, THE FORM OF CONSIDERATION FOR SUCH CLASS OF STOCK SHALL BE EITHER CASH OR THE FORM USED TO ACQUIRE THE LARGEST NUMBER OF SHARES OF SUCH CLASS OR SERIES OF STOCK PREVIOUSLY ACQUIRED BY IT.

(4) AFTER THE INTERESTED STOCKHOLDER HAS BECOME AN INTERESTED STOCKHOLDER AND PRIOR TO THE CONSUMMATION OF SUCH BUSINESS COMBINATION:

(I) THERE SHALL HAVE BEEN NO FAILURE TO DECLARE AND PAY AT THE REGULAR DATE THEREFOR ANY FULL PERIODIC DIVIDENDS (WHETHER OR NOT CUMULATIVE) ON ANY OUTSTANDING PREFERRED STOCK OF THE CORPORATION;

(II) THERE SHALL HAVE BEEN:

1. NO REDUCTION IN THE ANNUAL RATE OF DIVIDENDS PAID ON ANY CLASS OR SERIES OF STOCK OF THE CORPORATION THAT IS NOT PREFERRED STOCK (EXCEPT AS NECESSARY TO REFLECT ANY SUBDIVISION OF THE STOCK); AND

2. AN INCREASE IN SUCH ANNUAL RATE OF DIVIDENDS AS NECESSARY TO REFLECT ANY RECLASSIFICATION (INCLUDING ANY REVERSE STOCK SPLIT), RECAPITALIZATION, REORGANIZATION OR ANY SIMILAR TRANSACTION WHICH HAS THE EFFECT OF REDUCING THE NUMBER OF OUTSTANDING SHARES OF THE STOCK; AND

(III) THE INTERESTED STOCKHOLDER DID NOT BECOME THE BENEFICIAL OWNER OF ANY ADDITIONAL SHARES OF STOCK OF THE CORPORATION EXCEPT AS PART OF THE TRANSACTION WHICH RESULTED IN SUCH INTERESTED STOCKHOLDER BECOMING AN INTERESTED STOCKHOLDER OR BY VIRTUE OF PROPORTIONATE STOCK SPLITS OR STOCK DIVIDENDS.

(IV) THE PROVISIONS OF SUBPARAGRAPHS (I) AND (II) OF THIS PARAGRAPH DO NOT APPLY IF NO INTERESTED STOCKHOLDER OR AN AFFILIATE OR ASSOCIATE OF THE INTERESTED STOCKHOLDER VOTED AS A DIRECTOR OF THE CORPORATION IN A MANNER INCONSISTENT WITH