

Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30 day period preceding the date in question on the National Association of Securities Dealers, Inc. automated quotations system or any system then in use, or, if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the board of directors of the corporation in good faith; and

(2) In the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the board of directors of the corporation in good faith.

(1) "Subsidiary" means any corporation of which voting stock having a majority of the votes entitled to be cast is owned, directly or indirectly, by the corporation.

(m) "Voting stock" means shares of capital stock of a corporation entitled to vote generally in the election of directors.

3-602.

(A) ~~(i)~~ UNLESS AN EXEMPTION UNDER PARAGRAPH ~~(2)~~ OF THIS SUBSECTION OR § 3-603(C), (D), OR (E) OF THIS SUBTITLE APPLIES, A CORPORATION MAY NOT ENGAGE IN ANY BUSINESS COMBINATION WITH ANY INTERESTED STOCKHOLDER OR ANY AFFILIATE OF THE INTERESTED STOCKHOLDER FOR A PERIOD OF 5 YEARS FOLLOWING THE MOST RECENT DATE ON WHICH THE INTERESTED STOCKHOLDER BECAME AN INTERESTED STOCKHOLDER.

~~(2) (i) A CORPORATION MAY ENGAGE IN A BUSINESS COMBINATION WITH AN INTERESTED STOCKHOLDER IF THE BUSINESS COMBINATION IS PROPOSED BEFORE THE CONSUMMATION OR ABANDONMENT OF, AND AFTER THE EARLIER OF THE PUBLIC ANNOUNCEMENT OR THE NOTICE REQUIRED UNDER SUBPARAGRAPH (iii) OF THIS PARAGRAPH, OF A PROPOSED TRANSACTION THAT:~~

~~1. CONSTITUTES 1 OF THE TRANSACTIONS DESCRIBED IN SUBPARAGRAPH (ii) OF THIS PARAGRAPH;~~

~~2. IS WITH OR BY A PERSON WHO:~~

~~A. WAS NOT AN INTERESTED STOCKHOLDER DURING THE PREVIOUS 3 YEARS; OR~~

~~B. BECAME AN INTERESTED STOCKHOLDER WITH THE APPROVAL OF THE CORPORATION'S BOARD OF DIRECTORS; AND~~