

1. Within the 2 year] WITHIN THE 5-YEAR period immediately prior to the announcement date of the proposal of the business combination, PLUS AN AMOUNT EQUAL TO INTEREST COMPOUNDED ANNUALLY FROM THE EARLIEST DATE ON WHICH THE HIGHEST PER SHARE ACQUISITION PRICE WAS PAID THROUGH THE VALUATION DATE AT THE RATE FOR 1-YEAR UNITED STATES TREASURY OBLIGATIONS FROM TIME TO TIME IN EFFECT, LESS THE AGGREGATE AMOUNT OF ANY CASH DIVIDENDS PAID AND THE MARKET VALUE OF ANY DIVIDENDS PAID IN OTHER THAN CASH, PER SHARE OF COMMON STOCK FROM THE EARLIEST DATE THROUGH THE VALUATION DATE, UP TO THE AMOUNT OF THE INTEREST; or

[2.] (II) [In the transaction in which it became an interested stockholder, whichever is higher] THE HIGHEST PER SHARE PRICE (INCLUDING ANY BROKERAGE COMMISSIONS, TRANSFER TAXES AND SOLICITING DEALERS' FEES) PAID BY THE INTERESTED STOCKHOLDER FOR ANY SHARES OF COMMON STOCK OF THE SAME CLASS OR SERIES ACQUIRED BY IT ON, OR WITHIN THE 5-YEAR PERIOD IMMEDIATELY BEFORE, THE DETERMINATION DATE, PLUS AN AMOUNT EQUAL TO INTEREST COMPOUNDED ANNUALLY FROM THE EARLIEST DATE ON WHICH THE HIGHEST PER SHARE ACQUISITION PRICE WAS PAID THROUGH THE VALUATION DATE AT THE RATE FOR 1-YEAR UNITED STATES TREASURY OBLIGATIONS FROM TIME TO TIME IN EFFECT, LESS THE AGGREGATE AMOUNT OF ANY CASH DIVIDENDS PAID AND THE MARKET VALUE OF ANY DIVIDENDS PAID IN OTHER THAN CASH, PER SHARE OF COMMON STOCK FROM THE EARLIEST DATE THROUGH THE VALUATION DATE, UP TO THE AMOUNT OF THE INTEREST; or

[(ii)] (III) The market value per share of common stock of the same class or series on the announcement date, [or on the determination date, whichever is higher] PLUS AN AMOUNT EQUAL TO INTEREST COMPOUNDED ANNUALLY FROM THAT DATE THROUGH THE VALUATION DATE AT THE RATE FOR 1-YEAR UNITED STATES TREASURY OBLIGATIONS FROM TIME TO TIME IN EFFECT, LESS THE AGGREGATE AMOUNT OF ANY CASH DIVIDENDS PAID AND THE MARKET VALUE OF ANY DIVIDENDS PAID IN OTHER THAN CASH, PER SHARE OF COMMON STOCK FROM THAT DATE THROUGH THE VALUATION DATE, UP TO THE AMOUNT OF THE INTEREST; or

(IV) THE MARKET VALUE PER SHARE OF COMMON STOCK OF THE SAME CLASS OR SERIES ON THE DETERMINATION DATE, PLUS AN AMOUNT EQUAL TO INTEREST COMPOUNDED ANNUALLY FROM THAT DATE THROUGH THE VALUATION DATE AT THE RATE FOR 1-YEAR UNITED STATES TREASURY OBLIGATIONS FROM TIME TO TIME IN EFFECT, LESS THE AGGREGATE AMOUNT OF ANY CASH DIVIDENDS PAID AND THE MARKET VALUE OF ANY DIVIDENDS PAID IN OTHER THAN CASH, PER SHARE OF COMMON STOCK FROM THAT DATE THROUGH THE VALUATION DATE, UP TO THE AMOUNT OF THE INTEREST; OR

[(iii)] (V) The price per share equal to the market value per share of common stock of the same class or series ON THE ANNOUNCEMENT DATE OR ON THE DETERMINATION DATE, WHICHEVER IS HIGHER, [determined pursuant to subparagraph (ii) of this paragraph,] multiplied by the fraction of: