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, (IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS) TO OR WITH 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 AN AGGREGATE MARKET VALUE OF 10 PERCENT OR MORE OF THE TOTAL MARKET VALUE OF THE CORPORATION OR ITS ASSETS;

(3) THE ISSUANCE OR TRANSFER BY THE CORPORATION, OR ANY SUBSIDIARY (IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS) OF ANY SECURITIES OF THE CORPORATION OR ANY SUBSIDIARY WHICH HAVE AN AGGREGATE MARKET VALUE OF 5 PERCENT OR MORE OF THE TOTAL MARKET VALUE OF THE OUTSTANDING STOCK OF THE CORPORATION TO ANY INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER (OTHER THAN THE CORPORATION OR ANY OF ITS SUBSIDIARIES) EXCEPT PURSUANT TO THE EXERCISE OF WARRANTS OR RIGHTS TO PURCHASE SECURITIES OFFERED PRO RATA TO ALL STOCKHOLDERS;

(4) THE ADOPTION OF ANY PLAN OR PROPOSAL FOR THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION IN WHICH ANYTHING OTHER THAN CASH WILL BE RECEIVED BY AN INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER; OR

(5) ANY RECLASSIFICATION OF SECURITIES (INCLUDING ANY REVERSE STOCK SPLIT), OR RECAPITALIZATION OF THE CORPORATION, OR