THE BUSINESS COMBINATION OR AN AFFILIATE OR ASSOCIATE OF THE INTERESTED STOCKHOLDER, VOTING TOGETHER AS A SINGLE VOTING GROUP.

3-603.

(A)   FOR PURPOSES OF SUBSECTION (C) OF THIS SECTION:

(1)   "ANNOUNCEMENT DATE" MEANS THE FIRST GENERAL PUBLIC ANNOUNCEMENT OF THE PROPOSAL OR INTENTION TO MAKE A PROPOSAL OF THE BUSINESS COMBINATION OR ITS FIRST COMMUNICATION GENERALLY TO STOCKHOLDERS OF THE CORPORATION, WHICHEVER IS EARLIER; AND

(2)   "DETERMINATION DATE" MEANS THE DATE ON WHICH AN INTERESTED STOCKHOLDER FIRST BECAME AN INTERESTED STOCKHOLDER.

(3)   "VALUATION DATE" MEANS:

(I)   FOR A BUSINESS COMBINATION VOTED UPON BY STOCKHOLDERS, THE LATTER OF THE DAY PRIOR TO THE DATE OF THE STOCKHOLDERS VOTE OR THE DAY 20 DAYS PRIOR TO THE CONSUMMATION OF THE BUSINESS COMBINATION; AND

(II)   FOR A BUSINESS COMBINATION NOT VOTED UPON BY STOCKHOLDERS, THE DATE OF THE CONSUMMATION OF THE BUSINESS COMBINATION.

(B)   THE PROVISIONS OF § 3-602 OF THIS SUBTITLE DO NOT APPLY TO A BUSINESS COMBINATION INVOLVING RECEIPT OF CONSIDERATION IN EXCHANGE FOR OR IN RESPECT OF A CORPORATION'S STOCK IN THE CIRCUMSTANCES SPECIFIED IN SUBSECTIONS (C) OR (D) OF THIS SECTION OR TO A CORPORATION MEETING ONE OF THE REQUIREMENTS OF SUBSECTION (E) OF THIS SECTION.

(C)   THE VOTE REQUIRED BY § 3-602 OF THIS SUBTITLE IS NOT REQUIRED IF EACH OF THE FOLLOWING CONDITIONS IS MET:

(1)   THE AGGREGATE AMOUNT OF THE CASH AND THE MARKET VALUE AS OF THE VALUATION DATE OF CONSIDERATION OTHER THAN CASH TO BE RECEIVED PER SHARE BY HOLDERS OF COMMON STOCK IN SUCH BUSINESS COMBINATION IS AT LEAST EQUAL TO THE HIGHEST OF THE FOLLOWING:

(I)   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:

1.   WITHIN THE 2 YEAR PERIOD IMMEDIATELY PRIOR TO THE ANNOUNCEMENT DATE OF THE PROPOSAL OF THE BUSINESS COMBINATION; OR

2.   IN THE TRANSACTION IN WHICH IT BECAME AN INTERESTED STOCKHOLDER, WHICHEVER IS HIGHER; OR