(II) 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; OR

(III) THE PRICE PER SHARE EQUAL TO THE MARKET VALUE PER SHARE OF COMMON STOCK OF THE SAME CLASS OR SERIES DETERMINED PURSUANT TO SUBPARAGRAPH (II) OF THIS PARAGRAPH, MULTIPLIED BY THE FRACTION OF:

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 COMMON STOCK OF THE SAME CLASS OR SERIES ACQUIRED BY IT WITHIN THE 2 YEAR PERIOD IMMEDIATELY PRIOR TO THE ANNOUNCEMENT DATE, OVER

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

(2) 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 SHARES OF ANY CLASS OR SERIES OF OUTSTANDING STOCK OTHER THAN COMMON STOCK IS AT LEAST EQUAL TO THE HIGHEST OF THE FOLLOWING (WHETHER OR NOT THE INTERESTED STOCKHOLDER HAS PREVIOUSLY ACQUIRED ANY SHARES OF A PARTICULAR CLASS OR SERIES OF STOCK):

(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 SUCH CLASS OF STOCK ACQUIRED BY IT:

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

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

(II) THE HIGHEST PREFERENTIAL AMOUNT PER SHARE TO WHICH THE HOLDERS OF SHARES OF SUCH CLASS OF STOCK ARE ENTITLED IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION; OR

(III) THE MARKET VALUE PER SHARE OF SUCH CLASS OF STOCK ON THE ANNOUNCEMENT DATE OR ON THE DETERMINATION DATE, WHICHEVER IS HIGHER; OR

(IV) THE PRICE PER SHARE EQUAL TO THE MARKET VALUE PER SHARE OF SUCH CLASS OF STOCK DETERMINED PURSUANT TO SUBPARAGRAPH (III) OF THIS PARAGRAPH, MULTIPLIED BY THE FRACTION OF: