

## PROPOSAL

It is hereby RESOLVED that pursuant to Section 109 of the Delaware General Corporation Law, 8 Del. C § 109, and By-law No 44, the Company's By-laws are hereby amended by adding a new By-law No 18 (and renumbering existing By-law No 18 and each subsequent By-law to reflect the addition of new By-Law No. 18) as follows:

Notwithstanding anything in these By-laws to the contrary, the adoption of any stockholder rights plan, rights agreement or any other form of "poison pill" which is designed to or has the effect of making acquisition of large holdings of the Corporation's shares of stock more difficult or expensive ("Stockholder Rights Plan") or the amendment of any such Stockholder Rights Plan which has the effect of extending the term of any rights or options provided thereunder, shall require the affirmative vote of two-thirds of the Board of Directors, and any Stockholder Rights Plan so adopted or amended shall expire no later than three years following the later of the date of its adoption and the date of its last such amendment.

This By-law shall be effective immediately and automatically as of the date it is approved by the vote of stockholder in accordance with By-law No 44.

## SUPPORTING STATEMENT

I believe that poison pills can deny stockholders the ability to make their own decisions regarding whether or not to accept a premium acquisition offer for their stock and, under certain circumstances, can reduce shareholder value. Additionally, events, circumstances and considerations that could make it desirable to adopt or maintain a poison pill might change over time. Therefore, I believe that the decision to adopt or to extend a poison pill should require the affirmative vote of two-thirds of the directors to pass, and that a poison pill should not remain in place indefinitely without the Board's determination that it continues to be advisable for the Company to retain the poison pill. The proposed amendment to the Company's By-laws would not prevent the Board from adopting or maintaining a poison pill for as long as necessary consistent with the Board's exercise of its fiduciary duties, but would simply ensure that the Board not do so without substantial director support and without considering at least every three years whether continuing to maintain such a plan is in the best interests of the Company and its stockholders.

I urge you to vote "yes" to support the adoption of this proposal.