





Revised In











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are principally traded, on the date for which the determination of fair market value is made or, if there are no sales of Shares on such date, then on the most recent immediately preceding date on which there were any sales of Shares on such principal trading exchange. If re e

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made by their terms subject to ratificat

















(iv) any applicable requirements arising under the Securities Act of 1933, as amended, other securities laws, the rule require,

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provided herein, need not beht ~~1/4 3/4 3/4~~













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Company (for example in the case of forfeiture of Restricted Shares), an Affiliate or a person acting as the agent of the foregoing or is otherwise determined by the Committee to be in the interests of the Company or an Affiliate; or (d) is made by the Participant for no consideration to Immediate Family Members or to a bona fide trust, partnership or other entity controlled by and for the benefit of one or more Immediate Family Members. "Immediate Family Members" mean the Participant's spouse, children, stepchildren, parents, stepparents, siblings (including half brothers and sisters), in-laws and other individuals who have a relationship to the Participant arising because of a legal adoption. Ncd e e<sup>3/4</sup>3/4.3/4 »

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construed to create) a trust or a separate fund n w

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to







(d) Each such grant or sale will provide that during or a

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under the terms of this Plan will be paid to the Participant (or his or her Beneficiary in the event of the Participant's death) in a t a t a t







(b) The interpretation and construction by the Committee of any provision of this Plan or of any agreement, notification or document evidencing the grant of awards under this Plan and any determination by the Committee pursuant to any provision of this Plan or of any such agreement, notification or document will be final and conclusive. No member of the Committee shall be liable for any such action or determination made in good faith.

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an actual or threatened election contest with respect to the election or removal o

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16. **Taxes, Compliance with Section 409A of the Code.**

(a)



