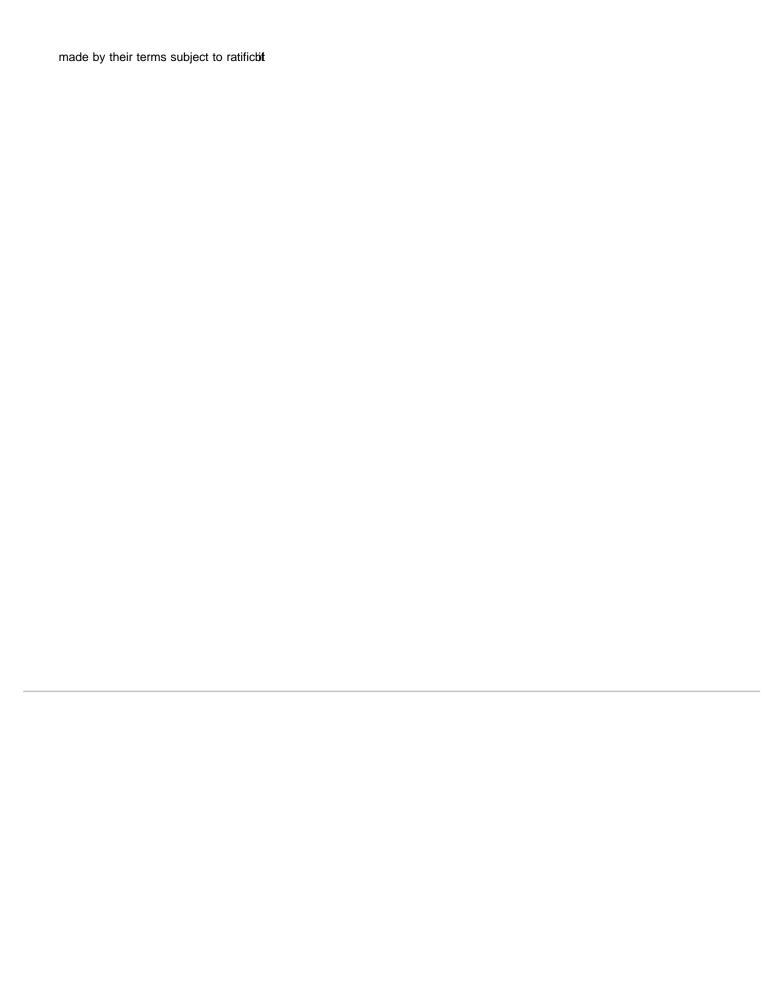
Revised In		

are principa date, then exchange.	ally traded, or on the most If re e	n the date for v recent imme	which the deter diately preced	mination of fair ing date on whi	market value is m ich there were a	ade or, if there are r ny sales of Shares	no sales of Shares on such on such principal trading



(i the rule	v) quirem	any ,	applicable	requirements	s arising	under	the	Securities	Act of	1933,	as a	amended,	other	securities	laws,

provided	herein,	need	not bel	nt 18⁄43⁄443⁄4					

whichev	bc				

(b) Terminatill¤ii № . Ifl

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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 e3/43/3/3/2.

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

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

1	(b) notification or documen of this Plan or of any su any such action or det	The interpretation nt evidencing the grauch agreement, notificermination made in	and construction nt of awards unde cation or docume good f ^{an} mad	n by the Committeer this Plan and any on the will be final and co	e of any provision of the determination by the Componclusive. No member of	nis Plan or of any agreement, imittee pursuant to any provision the Committee shall be liable for

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

16.	Taxes, Compliance with Section 409A of the Code.					
	(a)					