

- Under the terms of the forward sale contract, the Reporting Person has agreed to deliver a number of shares of Common Stock on the third trading day after January 27, 2010, and will be paid in cash by the Counterparty, as follows: (i) if the price of common stock (as determined under the contract) at the time of settlement (the "Settlement Price") is less than the Floor Price,
- (2) the Reporting Person will deliver 775,000 shares of Common Stock to the Counterparty and the Reporting Person will receive an amount of cash equal to approximately \$12,456,342, (ii) if the Settlement Price is greater than the Cap Price, the Reporting Person will deliver 775,000 shares of Common Stock to the Counterparty and the Reporting Person will receive an amount of cash equal to approximately \$12,707,985, and
- (iii) if the Settlement Price is greater than the Floor Price and lower than the Cap Price, the Reporting Person will deliver to the Counterparty a number of shares of Common Stock equal to 775,000, and the Reporting Person will receive an amount of cash equal to 775,000 multiplied by the Settlement Price. Under the contract, in lieu of delivery of shares on the settlement date, the Reporting Person may, at its option, settle the contract by delivery of cash. The Reporting Person has pledged 775,000 shares of the Issuer's common stock to the Counterparty as collateral to secure its obligations under the forward sale contract.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.