

**DELAWARE GENERAL CORPORATION LAW AMENDMENTS (H.B. 150)  
EFFECTIVE AUGUST 1, 2005**

| Section       | Amendment  |
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| <b>141(d)</b> | Amended to clarify that the certificate of incorporation may grant different terms of office and voting powers to directors, regardless of whether they are elected by separate holders of any class or series of stock  |
| <b>158</b>    | Amended to remove the statutory entitlement for stockholders of uncertificated shares to request a signed stock certificate for their shares; and gives all Delaware publicly held companies the right to issue stock in electronic form only.   |
| <b>251(g)</b> | Short Form Mergers - Amended to allow the amendment of the certificate of incorporation to eliminate provisions creating staggered boards and special voting powers of some directors  |
| <b>265</b>    | Amended to allow non-Delaware entities to convert into a Delaware corporation directly.  |
| <b>266</b>    | To expand the list of entities into which a Delaware corporation is permitted to convert to include a business trust or association, REIT, common-law trust, an unincorporated business and a foreign corporation  |
| <b>271</b>    | To clarify that “property and assets of a corporation” include property and assets of any wholly-owned and controlled subsidiary of a corporation and to provide that the stockholder vote is not required for a corporation to sell substantially all of its assets to a wholly-owned and controlled subsidiary.  |
| <b>388</b>    | <p>Non-U.S. Alternative Entities and non-U.S. Corporations:</p> <ul style="list-style-type: none"> <li>• To expand domestication to include non-U.S. alternative entities as well as non-U.S. corporations;</li> <li>• to expand temporary transfer to include non-U.S. alternative entities, as well as non-U.S. corporations</li> <li>• To allow Delaware corporations to transfer to, domesticate as, or continue with a foreign or non-U.S. alternative entity, as well as a foreign or non-U.S. corporation.</li> </ul> |