

**TREASURY, FDIC AND FEDERAL RESERVE ANNOUNCE
DEVELOPMENT OF ADDITIONAL PROGRAMS TO BOLSTER
CREDIT MARKETS**

On Tuesday, October 14, 2008, the U.S. Treasury Department (“Treasury”) announced the creation of three programs to be developed pursuant to the Emergency Economic Stabilization Act (the “EESA”): the Troubled Asset Auction Program, the Capital Purchase Program and the Program for Systemically Significant Failing Institutions. Contemporaneously, the Federal Deposit Insurance Corporation (the “FDIC”) announced that it will begin temporarily to guarantee certain senior unsecured debt issued by U.S. entities and certain deposits in non-interest-bearing deposit transaction accounts held at FDIC-insured institutions; and the Board of Governors of the Federal Reserve (the “Board”) communicated additional details on the Commercial Paper Funding Facility it created earlier this month to purchase commercial paper from qualified issuers. The primary details of each announced program are summarized below.

Troubled Asset Auction Program

Treasury announced that it will issue program guidance for its Troubled Asset Auction Program (the “TAAP”) under the EESA “in the coming weeks.” Specifically, Treasury will issue a Treasury notice regarding restrictions on TAAP participants’ ability to offer golden parachutes to senior executive officers and an I.R.S. notice regarding limitations on the tax deductions TAAP participants may take for senior executive compensation payments and golden parachute payments made to senior executives, as well as on an excise tax to be paid on any golden parachute payments to be received by senior executives. Treasury also announced that it would select a whole loan asset manager and a securities asset manager for the TAAP “in the next few days” pursuant to solicitations issued the prior week and has already selected Ennis Knupp as investment management consultant for the TAAP and Bank of New York Mellon as custodian for the TAAP. Ennis Knupp will, as investment management consultant, provide Treasury with advice in evaluating potential asset managers and other vendors and develop investment policies and guidelines and assist in overseeing the TAAP’s various asset managers. Bank of New York Mellon will, as custodian, assist Treasury with custodial, accounting, auction management and other infrastructure services required under the TAAP.

Capital Purchase Program

Treasury further announced the development of its Capital Purchase Program (the “Capital Program”), under which Treasury will purchase up to \$250 billion¹ in the aggregate of the senior preferred stock of certain U.S. controlled banks, savings associations and bank and savings and

¹ This amount will count against the \$350 billion aggregate purchase price Treasury is currently authorized to pay for troubled assets outstanding at any one time, and the \$700 billion aggregate purchase price Treasury may ultimately be authorized to pay, pursuant to the EESA.

loan holding companies that are engaged solely in financial activities.² While participation in the program is purely voluntary for individual financial institutions, each institution that does participate must sell shares to Treasury in an amount equal to at least one percent of its risk-weighted assets but no more than the lesser of \$25 billion or three percent of its risk-weighted assets, and must make its election to participate prior to 5:00 PM on November 14, 2008. Treasury must fund its own obligations before the end of 2008.

According to the term sheet Treasury has published in connection with the Capital Program, any senior preferred shares Treasury purchases pursuant to the program will:

- rank senior to any common stock and pari passu with any existing preferred stock that is not by its terms junior to other existing preferred stock;
- constitute Tier 1 capital;
- have a perpetual term;
- pay a cumulative dividend at the rate of five percent per year for five years and nine percent per each year thereafter or, if issued by a bank that is not a subsidiary of a bank or savings and loan holding company, a non-cumulative dividend at identical rates;
- be nonvoting, except with respect to any matter that may affect their rights, in which case the shares will have class voting rights;
- be redeemable (i) at any time after the three year anniversary of their purchase or (ii) at an earlier date, if redeemed with the cash proceeds of a sale of common stock or Tier 1 qualifying perpetual preferred stock made after the issuance of stock to Treasury (a “Qualified Offering”). Any redemption of shares held by Treasury will be made at the shares’ issue price plus accrued and unpaid dividends or, in the case of noncumulative preferred stock, plus accrued and unpaid dividends for the then current dividend period;
- restrict (i) the declaration or payment of dividends on common shares or junior preferred shares, or on preferred shares pari passu with those held by Treasury other than pro rata with the shares held by Treasury; and (ii) the redemption of any common shares, junior preferred shares or preferred shares ranking pari passu with those held by Treasury; in each case unless all accrued and unpaid dividends have been paid with respect to the senior preferred shares or, in the case of noncumulative shares, all accrued and unpaid dividends have been paid for the latest completed dividend period;
- further restrict any share repurchases, except for repurchases of senior preferred shares or of junior preferred shares in connection with benefit plans in the ordinary course of business and in accordance with past practice, until the third anniversary of Treasury’s investment, unless Treasury consents, has been redeemed in full or has transferred all of its preferred shares to third parties;

² Treasury’s proposed Capital Program term sheet, attached to this memorandum, provides greater specifics as to which types of financial entities are eligible to participate in the Capital Program.

- restrict any increase in common dividends prior to the third anniversary of Treasury's investment unless Treasury either consents, has been redeemed in full or has transferred all of its preferred shares to third parties; and
- be freely transferable by Treasury.

Treasury will receive, in addition to the preferred shares it purchases from each participating financial institution, warrants to purchase shares of common stock. The number of common shares Treasury may purchase with such warrants will be such that the aggregate value of such underlying common shares on the date of purchase of the warrants equals fifteen percent of the total purchase price Treasury paid for its preferred shares. This number remains subject to reduction by half in the event that the financial institution raises an aggregate amount, pursuant to Qualified Offerings prior to December 31, 2009, at least equal to the amount of Treasury's preferred investment. The exercise price of the warrants will equal the average price of the common stock on the twenty days prior to and including the date of Treasury's preferred stock investment, subject to customary anti-dilution adjustments and to a reduction of up to forty-five percent upon the continued failure of the financial institution to obtain any stockholder consent necessary for the issuance of common stock upon conversion. The term of the warrants will be ten years, and, in the event that any financial institution is unable to obtain any stockholder consents needed for conversion, Treasury may exchange its warrants for senior term debt or another security such that it is made whole for the value of its warrant.

Finally, as required by the EESA and further described in our client memorandum entitled "Domestic Compensation Limitations Under the Emergency Economic Stabilization Act", dated October 6, 2008, participating financial institutions must meet certain executive compensation and corporate governance requirements, including: (i) avoiding compensation incentives that would encourage senior executives to take excessive and unnecessary risks; (ii) clawing back any incentive compensation paid to senior executives based upon criteria later determined not to have been satisfied; (iii) not making golden parachute payments to senior executives; and (iv) foregoing tax deductions for compensation in excess of \$500,000 per senior executive.

According to Treasury, nine large financial institutions agreed to participate in the Capital Program prior to the time of its announcement, and Treasury expects that many more entities, both small and large, will elect to participate following the announcement.

Programs for Failing Systemically Significant Institutions

In addition, Treasury announced that it is developing its Program for Failing Systemically Significant Institutions (the "Failing Institutions Program"), under which it will provide assistance directly to failing firms on an individually negotiated basis. Treasury has provided little detail regarding this program but did indicate that it will impose executive compensation limitations on participants similar to those imposed on participants in the Capital Program, with the exception that participants in the Failing Institutions Program will be strictly prohibited from making any payments to departing senior executives.

Commercial Paper Funding Facility

The Board has announced additional details of its Commercial Paper Funding Facility program (the “CPFF”), the development of which was first announced on October 7. Under the CPFF, the Board will establish a special purpose vehicle (the “SPV”) to purchase from any issuer organized in the United States (including any such issuers that have foreign parents) certain three-month U.S. dollar-denominated unsecured and asset-backed commercial paper. The SPV will only purchase commercial paper that is rated A-1/P-1/F1 by a major nationally recognized statistical rating organization (an “NRSRO”) or, if rated by multiple major NRSROs, so rated by two or more such NRSROs. Each issuer may sell to the SPV at any given time only an amount of commercial paper equal to the greatest amount of U.S. dollar-denominated commercial paper the issuer had outstanding at any time between January 1 and August 31, 2008, minus any amounts already outstanding to all investors (including the SPV) at the time.

The SPV will be funded through recourse loans from the Federal Reserve Bank of New York (the “New York Fed”), secured by all of the assets of the SPV. It will purchase commercial paper starting on October 27, 2008 and ending on April 30, 2009, unless extended by the Board, and will hold all commercial paper until maturity. The SPV will purchase only commercial paper not already outstanding and will pay a price discounted at a rate equal to 100 basis points per annum plus the three-month overnight index swap rate on the day of purchase (the “OIS rate”), for unsecured commercial paper, with a 100 basis points per annum unsecured credit surcharge; and at a rate equal to 300 basis points per annum plus the three-month OIS rate, for asset-backed commercial paper, with no surcharge. The daily CPFF discount rates will be posted on the New York Fed’s website.

Issuers that wish to sell commercial paper to the SPV must first register with the CPFF. Registration opens on October 20, 2008, at which time registration information will be available at www.newyorkfed.org/markets/cpff.html. In order to access the facility on October 27, issuers must register by October 23; and thereafter issuers must register at least two business days prior to issuing any commercial paper to the SPV.

Pacific Investment Management Co., or PIMCO, has been selected as asset manager, and State Street Bank and Trust Company has been selected as custodian and administrator, for the SPV.

FDIC Temporary Liquidity Guarantee Program

The FDIC announced the development of its Temporary Liquidity Guarantee Program (the “TLGP”) through which it will guarantee certain newly issued senior unsecured debt and non-interest bearing transaction deposit accounts. The FDIC will offer to guarantee certain debt of (i) all FDIC-insured depository institutions, (ii) all U.S. bank holding companies, (iii) all U.S. financial holding companies and (iv) all U.S. savings and loan holding companies engaged solely in financial activities (collectively, the “Eligible Entities”). FDIC guarantees will cover all unsecured debt securities issued by any participating Eligible Entity between the inception of the TLGP and June 30, 2009, including any promissory notes, commercial paper and inter-bank funding and any unsecured portion of secured debt (the “Eligible Securities”), though no coverage will be provided beyond June 30, 2012, even for any debt whose maturity extends

beyond that date. Every Eligible Entity will be covered on all of its Eligible Securities for thirty days, free of charge, beginning upon the inception of the TLGP, but will be required to elect whether to continue to receive such coverage following the expiration of the thirty day period, in exchange for a fee as described below. Each Eligible Entity is limited in the total amount of debt that the FDIC will guarantee to 125 percent of its debt outstanding as of September 30, 2008 and scheduled to mature before June 30, 2009.

The FDIC will guarantee all funds in non-interest-bearing transaction deposit accounts held at FDIC-insured institutions for thirty days, free of charge, and thereafter only upon the election by any such institution to continue the coverage in exchange for the fees described below. The FDIC guarantees will extend no later than December 31, 2009.

In exchange for continuing to receive an FDIC guarantee on newly issued debt after the thirty day introductory period, each participating Eligible Entity will be required to pay an annualized fee of 75 basis points on the amount of the debt it issues under the TLGP. FDIC-insured institutions that elect to continue to receive guarantees on their deposit transaction accounts following the initial thirty day period will be required to pay a ten basis point surcharge on all amounts in excess of the \$250,000 per-account coverage previously provided by the FDIC.

* * * * *

This memorandum was prepared by Russell Smith, Gregory B. Astrachan and Douglas Tedeschi. The Task Force (which includes UK insolvency professionals from our strategic ally, Dickson Minto W.S., and attorneys from our European offices) was formed to respond to client questions and provide targeted advice in connection with the proposed Government bailout and the credit crisis (including the Lehman Brothers Holdings Inc. bankruptcy). If you have any questions about this memorandum, please contact any of the members of the WF&G Government Rescue and Credit Crisis Task Force listed below or the attorney with whom you regularly work.

October 16, 2008

GOVERNMENT RESCUE AND CREDIT CRISIS TASK FORCE		
<i>Bankruptcy and Restructuring Matters</i>	<i>Prime Brokerage Agreements and Broker-Dealer Issues</i>	<i>Securizations and Repurchase Agreements</i>
Marc Abrams (212) 728-8200 mabrams@willkie.com	Roger Blanc (212) 728-8206 rblanc@willkie.com	Jack Habert (212) 728-8952 jhabert@willkie.com
Shelley Chapman (212) 728-8268 schapman@willkie.com	Larry Bergmann (202) 303-1103 lbergmann@willkie.com	Thomas French (212) 728-8124 tfrench@willkie.com
Matthew Feldman (212) 728-8651 mfeldman@willkie.com	Matthew Comstock (202) 303-1257 mcomstock@willkie.com	<i>Commodities and Futures Trading and Regulation</i>
Michael Kelly (212) 728-8686 mkelly@willkie.com	<i>Government Rescue</i>	Rita Molesworth (212) 728-8727 rmolesworth@willkie.com
Alan Lipkin (212) 728-8240 alipkin@willkie.com	Russell Smith (202) 303-1116 rsmith@willkie.com	<i>Litigation</i>
Paul Shalhoub (212) 728-8764 pshalhoub@willkie.com	Gregory Astrachan (212) 728-8608 gastrachan@willkie.com	Benito Romano (212) 728-8258 bromano@willkie.com
<i>Derivatives</i>	<i>Hedge Funds</i>	<i>Securities Enforcement</i>
Jack Habert (212) 728-8952 jhabert@willkie.com	Daniel Schloendorn (212) 728-8265 dschloendorn@willkie.com	Gregory S. Bruch (202) 303-1205 gbruch@willkie.com
Thomas French (212) 728-8124 tfrench@willkie.com	Rita Molesworth (212) 728-8727 rmolesworth@willkie.com	Elizabeth P. Gray (202) 303-1207 egray@willkie.com
		Julie A. Smith (202) 303-1209 jasmith@willkie.com

<i>Purchases of Real Estate Assets and Real Estate Related Securities</i>	<i>Credit Agreements and Other Loan Documents</i>	<i>1940 Act Registered Funds Including Money Market Funds</i>
David Boston (212) 728-8625 dboston@willkie.com	William Hiller (212) 728-8228 whiller@willkie.com	Barry Barbash (202) 303-1201 bbarbash@willkie.com
Steven Klein (Real Estate) (212) 728-8221 sklein@willkie.com	William Dye (212) 728-8219 wdye@willkie.com	Rose DiMartino (212) 728-8215 rdimartino@willkie.com
Eugene Pinover (Real Estate) (212) 728-8254 epinover@willkie.com	Jeffrey Goldfarb (212) 728-8507 jgoldfarb@willkie.com	Margery Neale (212) 728-8297 mneale@willkie.com

Willkie Farr & Gallagher LLP is headquartered at 787 Seventh Avenue, New York, NY 10019-6099. Our telephone number is (212) 728-8000 and our facsimile number is (212) 728-8111. Our website is located at www.willkie.com.

Copyright © 2008 by Willkie Farr & Gallagher LLP.

All Rights Reserved. This memorandum may not be reproduced or disseminated in any form without the express permission of Willkie Farr & Gallagher LLP. This memorandum is provided for news and information purposes only and does not constitute legal advice or an invitation to an attorney-client relationship. While every effort has been made to ensure the accuracy of the information contained herein, Willkie Farr & Gallagher LLP does not guarantee such accuracy and cannot be held liable for any errors in or any reliance upon this information. Under New York's Code of Professional Responsibility, this material may constitute attorney advertising. Prior results do not guarantee a similar outcome.

TARP Capital Purchase Program

Senior Preferred Stock and Warrants

Summary of Senior Preferred Terms

- Issuer:** Qualifying Financial Institution (“QFI”) means (i) any U.S. bank or U.S. savings association not controlled by a Bank Holding Company (“BHC”) or Savings and Loan Holding Company (“SLHC”); (ii) any U.S. BHC, or any U.S. SLHC which engages only in activities permitted for financial holdings companies under Section 4(k) of the Bank Holding Company Act, and any U.S. bank or U.S. savings association controlled by such a qualifying U.S. BHC or U.S. SLHC; and (iii) any U.S. BHC or U.S. SLHC whose U.S. depository institution subsidiaries are the subject of an application under Section 4(c)(8) of the Bank Holding Company Act; except that QFI shall not mean any BHC, SLHC, bank or savings association that is controlled by a foreign bank or company. For purposes of this program, “U.S. bank”, “U.S. savings association”, “U.S. BHC” and “U.S. SLHC” means a bank, savings association, BHC or SLHC organized under the laws of the United States or any State of the United States, the District of Columbia, any territory or possession of the United States, Puerto Rico, Northern Mariana Islands, Guam, American Samoa, or the Virgin Islands. **The United States Department of the Treasury will determine eligibility and allocation for QFIs after consultation with the appropriate Federal banking agency.**
- Initial Holder:** United States Department of the Treasury (the “UST”).
- Size:** QFIs may sell preferred to the UST subject to the limits and terms described below.
- Each QFI may issue an amount of Senior Preferred equal to not less than 1% of its risk-weighted assets and not more than the lesser of (i) \$25 billion and (ii) 3% of its risk-weighted assets.
- Security:** Senior Preferred, liquidation preference \$1,000 per share. (Depending upon the QFI’s available authorized preferred shares, the UST may agree to purchase Senior Preferred with a higher liquidation preference per share, in which case the UST may require the QFI to appoint a depository to hold the Senior Preferred and issue depository receipts.)
- Ranking:** Senior to common stock and pari passu with existing preferred shares other than preferred shares which by their terms rank junior to any existing preferred shares.

**Regulatory
Capital
Status:**

Tier 1.

Term:

Perpetual life.

Dividend:

The Senior Preferred will pay cumulative dividends at a rate of 5% per annum until the fifth anniversary of the date of this investment and thereafter at a rate of 9% per annum. For Senior Preferred issued by banks which are not subsidiaries of holding companies, the Senior Preferred will pay non-cumulative dividends at a rate of 5% per annum until the fifth anniversary of the date of this investment and thereafter at a rate of 9% per annum. Dividends will be payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year.

Redemption:

Senior Preferred may not be redeemed for a period of three years from the date of this investment, except with the proceeds from a Qualified Equity Offering (as defined below) which results in aggregate gross proceeds to the QFI of not less than 25% of the issue price of the Senior Preferred. After the third anniversary of the date of this investment, the Senior Preferred may be redeemed, in whole or in part, at any time and from time to time, at the option of the QFI. All redemptions of the Senior Preferred shall be at 100% of its issue price, plus (i) in the case of cumulative Senior Preferred, any accrued and unpaid dividends and (ii) in the case of non-cumulative Senior Preferred, accrued and unpaid dividends for the then current dividend period (regardless of whether any dividends are actually declared for such dividend period), and shall be subject to the approval of the QFI's primary federal bank regulator.

“Qualified Equity Offering” shall mean the sale by the QFI after the date of this investment of Tier 1 qualifying perpetual preferred stock or common stock for cash.

Following the redemption in whole of the Senior Preferred held by the UST, the QFI shall have the right to repurchase any other equity security of the QFI held by the UST at fair market value.

**Restrictions
on Dividends:**

For as long as any Senior Preferred is outstanding, no dividends may be declared or paid on junior preferred shares, preferred shares ranking pari passu with the Senior Preferred, or common shares (other than in the case of pari passu preferred shares, dividends on a pro rata basis with the Senior Preferred), nor may the QFI repurchase or redeem any junior preferred shares, preferred shares ranking pari passu with the Senior Preferred or common shares, unless (i) in the case of cumulative Senior

Preferred all accrued and unpaid dividends for all past dividend periods on the Senior Preferred are fully paid or (ii) in the case of non-cumulative Senior Preferred the full dividend for the latest completed dividend period has been declared and paid in full.

Common dividends: The UST's consent shall be required for any increase in common dividends per share until the third anniversary of the date of this investment unless prior to such third anniversary the Senior Preferred is redeemed in whole or the UST has transferred all of the Senior Preferred to third parties.

Repurchases: The UST's consent shall be required for any share repurchases (other than (i) repurchases of the Senior Preferred and (ii) repurchases of junior preferred shares or common shares in connection with any benefit plan in the ordinary course of business consistent with past practice) until the third anniversary of the date of this investment unless prior to such third anniversary the Senior Preferred is redeemed in whole or the UST has transferred all of the Senior Preferred to third parties. In addition, there shall be no share repurchases of junior preferred shares, preferred shares ranking pari passu with the Senior Preferred, or common shares if prohibited as described above under "Restrictions on Dividends".

Voting rights: The Senior Preferred shall be non-voting, other than class voting rights on (i) any authorization or issuance of shares ranking senior to the Senior Preferred, (ii) any amendment to the rights of Senior Preferred, or (iii) any merger, exchange or similar transaction which would adversely affect the rights of the Senior Preferred.

If dividends on the Senior Preferred are not paid in full for six dividend periods, whether or not consecutive, the Senior Preferred will have the right to elect 2 directors. The right to elect directors will end when full dividends have been paid for four consecutive dividend periods.

Transferability: The Senior Preferred will not be subject to any contractual restrictions on transfer. The QFI will file a shelf registration statement covering the Senior Preferred as promptly as practicable after the date of this investment and, if necessary, shall take all action required to cause such shelf registration statement to be declared effective as soon as possible. The QFI will also grant to the UST piggyback registration rights for the Senior Preferred and will take such other steps as may be reasonably requested to facilitate the transfer of the Senior Preferred including, if requested by the UST, using reasonable efforts to list the Senior Preferred on a national securities exchange. If requested by the UST, the QFI will appoint a depository to hold the Senior Preferred and issue depository receipts.

**Executive
Compensation:**

As a condition to the closing of this investment, the QFI and its senior executive officers covered by the EESA shall modify or terminate all benefit plans, arrangements and agreements (including golden parachute agreements) to the extent necessary to be in compliance with, and following the closing and for so long as UST holds any equity or debt securities of the QFI, the QFI shall agree to be bound by, the executive compensation and corporate governance requirements of Section 111 of the EESA and any guidance or regulations issued by the Secretary of the Treasury on or prior to the date of this investment to carry out the provisions of such subsection. As an additional condition to closing, the QFI and its senior executive officers covered by the EESA shall grant to the UST a waiver releasing the UST from any claims that the QFI and such senior executive officers may otherwise have as a result of the issuance of any regulations which modify the terms of benefits plans, arrangements and agreements to eliminate any provisions that would not be in compliance with the executive compensation and corporate governance requirements of Section 111 of the EESA and any guidance or regulations issued by the Secretary of the Treasury on or prior to the date of this investment to carry out the provisions of such subsection.

Summary of Warrant Terms

Warrant:

The UST will receive warrants to purchase a number of shares of common stock of the QFI having an aggregate market price equal to 15% of the Senior Preferred amount on the date of investment, subject to reduction as set forth below under “Reduction”. The initial exercise price for the warrants, and the market price for determining the number of shares of common stock subject to the warrants, shall be the market price for the common stock on the date of the Senior Preferred investment (calculated on a 20-trading day trailing average), subject to customary anti-dilution adjustments. The exercise price shall be reduced by 15% of the original exercise price on each six-month anniversary of the issue date of the warrants if the consent of the QFI stockholders described below has not been received, subject to a maximum reduction of 45% of the original exercise price.

Term:

10 years

Exercisability:

Immediately exercisable, in whole or in part

Transferability:

The warrants will not be subject to any contractual restrictions on transfer; provided that the UST may only transfer or exercise an aggregate of one-half of the warrants prior to the earlier of (i) the date on which the QFI has received aggregate gross proceeds of not less than 100% of the issue price

of the Senior Preferred from one or more Qualified Equity Offerings and (ii) December 31, 2009. The QFI will file a shelf registration statement covering the warrants and the common stock underlying the warrants as promptly as practicable after the date of this investment and, if necessary, shall take all action required to cause such shelf registration statement to be declared effective as soon as possible. The QFI will also grant to the UST piggyback registration rights for the warrants and the common stock underlying the warrants and will take such other steps as may be reasonably requested to facilitate the transfer of the warrants and the common stock underlying the warrants. The QFI will apply for the listing on the national exchange on which the QFI's common stock is traded of the common stock underlying the warrants and will take such other steps as may be reasonably requested to facilitate the transfer of the warrants or the common stock.

Voting: The UST will agree not to exercise voting power with respect to any shares of common stock of the QFI issued to it upon exercise of the warrants.

Reduction: In the event that the QFI has received aggregate gross proceeds of not less than 100% of the issue price of the Senior Preferred from one or more Qualified Equity Offerings on or prior to December 31, 2009, the number of shares of common stock underlying the warrants then held by the UST shall be reduced by a number of shares equal to the product of (i) the number of shares originally underlying the warrants (taking into account all adjustments) and (ii) 0.5.

Consent: In the event that the QFI does not have sufficient available authorized shares of common stock to reserve for issuance upon exercise of the warrants and/or stockholder approval is required for such issuance under applicable stock exchange rules, the QFI will call a meeting of its stockholders as soon as practicable after the date of this investment to increase the number of authorized shares of common stock and/or comply with such exchange rules, and to take any other measures deemed by the UST to be necessary to allow the exercise of warrants into common stock.

Substitution: In the event the QFI is no longer listed or traded on a national securities exchange or securities association, or the consent of the QFI stockholders described above has not been received within 18 months after the issuance date of the warrants, the warrants will be exchangeable, at the option of the UST, for senior term debt or another economic instrument or security of the QFI such that the UST is appropriately compensated for the value of the warrant, as determined by the UST.