

LAW OFFICES
BRODSKY & SMITH, LLC

TWO BALA PLAZA, SUITE 602
BALA CYNWYD, PA 19004

610.667.6200
FAX 610.667.9029
www.brodsky-smith.com

NEW YORK OFFICE
240 MINEOLA BOULEVARD
MINEOLA, NY 11501
516.741.4977

CALIFORNIA OFFICE
9595 WILSHIRE BLVD. SUITE 900
BEVERLY HILLS, CA 90212
310.300.8425

NEW JERSEY OFFICE
1040 KINGS HIGHWAY NORTH, STE.
601
CHERRY HILL, NJ 08034
856.795.7250

Re: Shareholder Litigation

Dear Shareholder:

This will confirm that you agree that our firm will represent your interests in the shareholder litigation. You should read this letter carefully because it contains important information about your rights.

We agree to represent you and other class members in this litigation on a fully **contingent** basis. This means that if, and only if, the lawsuit generates a fund for the class or additional disclosures regarding the negotiations and/or terms of the merger, will we seek payment of our fees. The payment of our fees and the reimbursement of our expenses in this case is subject to Court approval in all respects. It is our practice to seek to have our fees calculated as a percentage of the full amount of the fund, i.e. as a percentage of the amount in the fund before the deduction of our Court-approved fees and expenses. Historically, courts have awarded between 25% to 35% of the total amount recovered for the class as appropriate legal fees, plus reimbursement for all out-of-pocket expenses incurred by the attorneys. While the court decides the amount of fee to award, the amount that a court may award is not set by law but is negotiable between attorney and client. If there is no financial or injunctive recovery for the class, we will recover no fees.

We agree to advance all costs and expenses that we deem necessary to prosecute the case. Such costs and expenses typically include items such as telephone, copying and mailing charges, as well as more substantial items, such as the cost of travel, deposition and trial transcripts, and expert witness and consultant fees. If the lawsuit generates a fund for the class, we will seek, exclusively by application to the Court, to have our costs and expenses paid from the fund.

You should be aware that in these types of actions certain additional disclosures in SEC filings may be achieved by the litigation in addition to a monetary fund, or achieved without establishment of a monetary fund. These disclosures are achieved in order to make more information available to shareholders about the merger that have not been disclosed by the Company so that shareholders can make a fully informed decision

on whether to vote in favor of, or against, the merger; or whether to tender their shares or not. In the event additional disclosures are achieved, the attorneys' fees will either be agreed upon to be paid by the Defendants and/or will be applied to the Court for payment thereof to be paid by the Defendant if approved by the Court. In any instance, attorneys' fees and costs will have to be approved by the Court and will not be charged to you.

Please be advised that we work closely with other law firms who may be co-counsel and/or referral firms in this litigation. You understand and agree that in the course of this class litigation, we may, without further notice to you, employ and/or work with other law firms, and that we may divide any fees we may receive with such other law firms in proportion to the services performed by each firm.

You further understand and agree that Brodsky & Smith may propose you to the Court to serve as a class representative. The decision to propose you to so serve is at the sole discretion of Brodsky & Smith and will be made based upon what Brodsky & Smith believes is in the best interest of the class. The rights and responsibilities of the class representative have been set out on the Brodsky & Smith website to assist your understanding of a class representative.

We look forward to representing you as we prosecute these claims. You may retain the duplicate copy for your records. We will contact you in the event we need to discuss any pertinent matters with you. Should you have any questions, please feel free to contact us at any time.

Very truly yours,

BRODSKY & SMITH, LLC

By: /s/ Evan J. Smith

Evan J. Smith