

ARTICLE VII

CONFLICTS OF INTEREST

7.1 General Policy.

Members of the Board of Directors, officers and agents of the Corporation shall conduct their business, investment, and personal affairs in such manner as to avoid any conflict with their duties and responsibilities to the Corporation and shall act with the highest ethical standards in carrying out their duties with respect to the Corporation. These provisions regarding conflicts of interest (the "Policy") shall apply to any transaction or arrangement with an "interested person." An "interested person" is (i) a director or officer of the Corporation, or any member of a committee of the Corporation with Board-delegated powers, (ii) an agent of the Corporation earning \$50,000 or more annually, (iii) any other person in a position to exercise substantial influence over the Corporation's affairs, or (iv) a family member of an individual described in (i), (ii) or (iii). This Policy shall also apply to any transaction or arrangement with any entity in which an interested person has (i) an ownership or investment interest, (ii) an employment relationship or other compensation arrangement, or (iii) a potential ownership or investment interest or compensation arrangement. This Policy shall not apply to any transaction between the Corporation and the State of Delaware.

7.2 Specific Procedures.

It shall be the policy of the Corporation that:

(a) The Board of Directors shall require each interested person to disclose any financial interest in, or role in the governance of, any other corporation, firm, association, or other entity contracting or engaging in any other transaction with the Corporation.

(b) As soon as is practicable after determining that a potential conflict of interest exists, the Board of Directors shall first deliberate the matter after the potentially interested person supplies such information as the Board of Directors shall request, recuses himself or herself, and leaves the meeting, and then the Board shall decide if a conflict of interest exists.

(c) In the case of all compensation arrangements and all other arrangements where the Board of Directors determines that there is a conflict, the Board of Directors shall:

(1) Require that the interested person leave the meeting during the discussion of, and the vote on, the transaction or arrangement that may create the conflict of interest; and

(2) Enter into the transaction only if the Board of Directors determines, by a majority vote of the non-interested directors then in office, that the transaction or arrangement is in the Corporation's best interests and for its own benefit; is fair and reasonable to the Corporation; and, after exercising due diligence, determines that the Corporation cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances.

(d) The minutes of the Board of Directors meetings and the meetings of any committee with Board-delegated powers shall include:

(1) The name of each person who discloses an interest, the nature of that interest, and whether the Board has determined that there is a conflict of interest;

(2) Copies of all documents describing the other alternatives to the proposed transaction, comparable salaries, and any other due diligence appropriate to the transaction; and

(3) The names of the persons who were present for discussions and votes relating to the transaction or arrangement and the content of those discussions, including any alternatives to the proposed transaction or arrangement, and a record of the vote.

(e) The Board of Directors shall ensure that all interested persons are made aware of the Policy. Each director and officer of the Corporation shall sign an annual statement acknowledging receipt, understanding, and consent to comply with the Policy and disclosing any conflicts of interest pursuant to the Policy.