AMENDMENT #1 TO 2006 CONSOLIDATED INCENTIVE PLAN (ADDITIONAL PROVISION TO PLAN AND EACH OPTION THEREUNDER)

In lieu of exercising this Option via cash payment, the Holder may effect a cashless exercise and receive Common Stock equal to the value of this Option (or the portion thereof being cancelled) by means of a net issuance exercise, in which event the Company shall issue to the Holder a number of shares of Common Stock computed using the following formula:

$$X = \frac{Y(A-B)}{A}$$

where X = the number of shares of Common Stock to be issued to the Holder.

Y = the number of shares purchasable under this Option or, if only a portion of the Option is being exercised (at the date of such calculation), that portion.

A = the current market price of one share of Common Stock (at the date of such calculation).

B = the exercise price (as adjusted to the date of calculation).

If the above calculation results in a negative number, then no Option shares of Common Stock shall be issued or issuable upon conversion of this Option pursuant to this Provision, and the Option shall not be deemed to gave been exercised, notwithstanding the delivery of the notice of election.