

Summary of Contents

Volume 8

PART I. INTRODUCTION

Chapter 1. Introduction

PART II. GOOD STANDING

Chapter 2. Corporate Good Standing; Power to Conduct Business

PART III. FOREIGN QUALIFICATIONS

Chapter 3. Foreign Qualification

PART IV. VALIDITY OF SHARES

Chapter 4. Authorized and Outstanding Stock; Presently Outstanding Stock Is Validly Authorized and Issued, Fully Paid, and Nonassessable

Chapter 5. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares Issued Under the Agreement

Chapter 5A. Shares to be Issued Will be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares Issued Under the Agreement Where a New Class is Created

Chapter 6. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares Issued in a Public Offering Where a New Class of Stock Is Not Created

Chapter 6A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares Issued in a Public Offering Where a New Class of Stock Is Created

Chapter 7. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares Issued in a Merger Where a New Class of Stock is Not Created

Chapter 8. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares Issued in a Merger Where a New Class of Stock is Created

PART V. VALIDITY OF SHARES UNDERLYING PREFERRED STOCK

Chapter 9. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of Preferred Stock

Chapter 10. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of Preferred Stock That Are Being Issued in a Merger Where a New Class of Preferred Stock is Not Created and the Preferred Stock Is Convertible Into an Existing Class of Stock

- Chapter 11. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of Preferred Stock Issued in a Merger Where a New Class of Preferred Stock Is Created and the Preferred Stock Is Convertible into an Existing Class of Stock
- Chapter 12. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of Preferred Stock Issued in a Merger Where a New Class of Preferred Stock Is Not Created and the Preferred Stock Is Convertible into a New Class of Stock
- Chapter 13. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of Preferred Stock Issued in a Merger Where a New Class of Preferred Stock is Created and the Preferred Stock is Convertible into a New Class of Stock

PART VI. VALIDITY OF SHARES UNDERLYING NOTES

- Chapter 14. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of the Notes
- Chapter 15. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of the Notes That Are Being Issued in a Merger Where a New Class of Stock is Not Created
- Chapter 15A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of the Notes That Are Being Assumed in a Merger Where a New Class of Stock is Not Created
- Chapter 16. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of the Notes That Are Being Issued in a Merger Where a New Class of Stock Is Created
- Chapter 16A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Conversion of the Notes That Are Being Assumed in a Merger Where a New Class of Stock is Created

PART VII. VALIDITY OF WARRANTS

- Chapter 17. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; and Are Entitled to the Benefits of the Warrant Agreement
- Chapter 18. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; and Are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Public Offering
- Chapter 19. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants

Volume 8A

PART VII. VALIDITY OF WARRANTS (CONTINUED)

- Chapter 20. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Merger Where a New Class of Stock Is Created
- Chapter 21. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Assumed in a Merger Where a New Class of Stock Is Not Created
- Chapter 22. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Assumed in a Merger Where a New Class of Stock Is Created
- Chapter 23. Underwriter’s Purchase Options Issued to Underwriters are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Underwriter’s Purchase Agreement—Issued in a Public Offering—Underwriter’s Purchase Options to Purchase Common Stock
- Chapter 24. Underwriter’s Unit Purchase Options Issued to Underwriters Are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; and Are Entitled to the Benefits of the Underwriter’s Unit Purchase Agreement—Underwriter’s Unit Purchase Options Issued in a Public Offering—Underwriter’s Unit Purchase Options to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock
- Chapter 25. Underwriter’s Unit Purchase Options Issued to Underwriters Are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Underwriter’s Unit Purchase Agreement—Underwriter’s Unit Purchase Options Issued in a Public Offering—Underwriter’s Unit Purchase Options to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, the Class A Warrant Being Exercisable for a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock
- Chapter 25A. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; and Are Entitled to the Benefits of the Warrant Agreement—Warrants to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock
- Chapter 25B. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; and Are Entitled to the Benefits of the Warrant Agreement—Warrants to Purchase a Unit, the Unit Consisting of a Share of Common Stock

and a Class A Warrant, the Class A Warrant Being Exercisable for a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock

- Chapter 25C. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; are legal, Valid, Binding, and Enforceable; and are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Public Offering—Warrants to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock
- Chapter 25D. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; are legal, Valid, Binding, and Enforceable; and are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Public Offering—Warrant to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, The Class A Warrant Being Exercisable For A Share Of Common Stock And A Class B Warrant to Purchase a Share of Common Stock
- Chapter 25E. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Merger Where a New Class of Stock Is Not Created—Warrant to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock
- Chapter 25F. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Merger Where a New Class of Stock Is Created—Warrant to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock
- Chapter 25G. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Merger Where a New Class of Stock Is Not Created—Warrants to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, the Class A Warrant Being Exercisable for a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock
- Chapter 25H. Warrants Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Issued in a Merger Where a New Class of Stock Is Created—Warrant to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, the Class A Warrant Being Exercisable for a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock
- Chapter 25I. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are

Entitled to the Benefits of the Warrant Agreement—Warrants Assumed in a Merger Where a New Class of Stock Is Not Created—Warrants to Purchase a Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock

- Chapter 25J. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Assumed in a Merger Where a New Class of Stock Is Created—Warrants to Purchase a Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock
- Chapter 25K. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Assumed in a Merger Where a New Class of Stock Is Not Created—Warrants to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, the Class A Warrant Being Exercisable for a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock
- Chapter 25L. Warrants are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; And Are Entitled to the Benefits of the Warrant Agreement—Warrants Assumed in a Merger Where a New Class of Stock Is Created—Warrants to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, the Class A Warrant Being Exercisable for a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock

PART VIII. VALIDITY OF SHARES UNDERLYING WARRANTS

- Chapter 26. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Warrants Where a New Class of Stock Is Not Created
- Chapter 26A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Warrants Where a New Class of Stock Is Created
- Chapter 27. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Warrants That are Being Issued in a Merger Where a New Class of Stock is Not Created
- Chapter 27A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Warrants That Are Being Assumed in a Merger Where a New Class of Stock Is Not Created
- Chapter 28. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Warrants That Are Being Issued in a Merger Where a New Class of Stock Is Created
- Chapter 28A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully

- Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Warrants That Are Being Assumed in a Merger Where a New Class of Stock Is Created
- Chapter 29. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of a Class A Warrant to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock
- Chapter 30. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of a Class A Warrant to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class B Warrant, the Class B Warrant Being Exercisable for a Share of Common Stock and a Class C Warrant to Purchase a Share of Common Stock
- Chapter 31. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to be Issued Upon Exercise of the Underwriter’s Purchase Options to Purchase Shares of Common Stock
- Chapter 32. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Underwriter’s Unit Purchase Options to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Warrant to Purchase a Share of Common Stock

Volume 8B

PART VIII. VALIDITY OF SHARES UNDERLYING WARRANTS (CONTINUED)

- Chapter 33. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of Underwriter’s Unit Purchase Options to Purchase a Unit, the Unit Consisting of a Share of Common Stock and a Class A Warrant, the Class A Warrant Being Exercisable For a Share of Common Stock and a Class B Warrant to Purchase a Share of Common Stock

PART IX. VALIDITY OF STOCK OPTIONS

- Chapter 34. Stock Options are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable
- Chapter 35. Stock Options Are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; Stock Options Issued in a Merger in Exchange for Options of the Merger Partner Where a New Class of Stock is Not Created
- Chapter 36. Stock Options Are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; Stock Options Assumed in a Merger Where a New Class of Stock is Created
- Chapter 36A. Stock Options Are Duly Authorized, Executed, Issued, and

SUMMARY OF CONTENTS

Delivered; Are Legal, Valid, Binding, and Enforceable; Stock Options Assumed in a Merger Where a New Class of Stock is Not Created

- Chapter 36B. Stock Options Are Duly Authorized, Executed, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; Stock Options Issued in a Merger in Exchange for Options of the Merger Partner Where a New Class of Stock is Created

PART X. VALIDITY OF SHARES UNDERLYING STOCK OPTIONS

- Chapter 37. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Stock Options Where a New Class of Stock Is Not Created
- Chapter 37A. Shares to be Issued will be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to be Issued upon Exercise of the Stock Options Where a New Class of Stock is Created
- Chapter 38. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Stock Options Assumed in a Merger Where a New Class of Stock Is not Created
- Chapter 39. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Stock Options Assumed in a Merger Where a New Class of Stock Is Created
- Chapter 39A. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Stock Options Issued in a Merger in Exchange for Options of the Merger Partner Where a New Class of Stock Is Not Created
- Chapter 39B. Shares to Be Issued Will Be Validly Authorized and Issued, Fully Paid, and Nonassessable—Shares to Be Issued Upon Exercise of the Stock Options Issued in a Merger in Exchange for Options of the Merger Partner Where a New Class of Stock Is Created

PART XI. FORM OF SHARE CERTIFICATE

- Chapter 40. Share Certificates in Proper Form

PART XII. OWNERSHIP OF SUBSIDIARY STOCK

- Chapter 41. Ownership of Subsidiaries' Stock; Presently Outstanding Stock of Subsidiaries is Validly Authorized and Issued, Fully Paid, and Nonassessable

PART XIII. CORPORATE PROCEDURES

- Chapter 42. Necessary Corporate Procedures Have Been Taken

PART XIV. CORPORATE POWER

- Chapter 43. Corporate Power to Execute, Deliver, and Perform the Agreement; Due Authorization, Execution, and Delivery of the Agreement; the Agreement is Legal, Valid, Binding, and Enforceable

PART XV. NO BREACH OF CHARTER

Chapter 44. No Breach of Charter, Bylaws, or Contracts

PART XVI. VALIDITY OF NOTES

Chapter 45. Notes Are Duly Authorized, Executed, Authenticated, Issued, and Delivered; Are Legal, Valid, Binding, and Enforceable; and Are Entitled to the Benefits of the Note Agreement

PART XVII. GOVERNMENTAL FILINGS

Chapter 46. No Declaration or Filing With a Governmental Authority

PART XVIII. NO LITIGATION

Chapter 47. No Undisclosed Material Litigation, Arbitration, or Proceeding

PART XIX. ACCURACY OF REGISTRATION STATEMENT

Chapter 48. Effectiveness and Accuracy of Registration Statement Under the 1933 Act

PART XX. DESCRIPTION OF REGISTRATION STATEMENT

Chapter 49. Accuracy of the Description in the Registration Statement of the Security to be Sold

PART XXI. REGISTRATION STATEMENT EXHIBITS

Chapter 50. Proper Exhibits Filed with the Registration Statement

PART XXII. FORM S-3 COMPLIANCE

Chapter 51. Compliance with Form

PART XXIII. TRUST INDENTURE QUALIFICATION

Chapter 52. Indenture Qualified Under the Trust Indenture Act of 1939

PART XXIV. EXEMPT OFFER AND SALE

Chapter 53. Offer and Sale of the Notes are Exempt under 1933 Act and 1939 Act

PART XXV. DIRECTOR RESOLUTIONS

Chapter 54. Procedures Regarding Director Resolutions

PART XXVI. STOCKHOLDER RESOLUTIONS

Chapter 55. Procedures Regarding Stockholder Resolutions

PART XXVII. LOCAL COUNSEL

Chapter 56. Procedures Regarding Opinions of Local Counsel

PART XXVIII. SPECIAL COUNSEL

Chapter 57. Procedures Regarding Opinions of Special Counsel

SUMMARY OF CONTENTS

PART XXIX. RULE 144

Chapter 58. Rule 144 Opinions and Related Matters

PART XXX. ACCOUNTANTS' LETTERS

Chapter 59. Accountants' Letters

Table of Laws and Rules

Index