

EXHIBIT G: TERMS OF THE SHAREHOLDER RIGHTS PLAN

- The rights under the Shareholder Rights Plan to be adopted by Parent (the “Plan”) will be triggered and become exercisable to purchase shares of Parent common stock at a discounted price if a person or group acquires beneficial ownership of 15% or more of Parent’s common shares or, in the case of a person or group that, at the time of adoption of the plan, already owns 15% or more of Parent’s outstanding common shares, an additional 1% of Parent’s outstanding common shares.
- The rights under the Plan would also be triggered under such Plan if stockholders act in concert or in parallel with respect to Parent’s common shares (other than pursuant to the terms of the Stockholders Agreement). Specifically, the rights would be triggered if the Parent Board determined that persons that together own 15% or more of Parent’s outstanding common shares (10% or more if any of those persons have acted, are acting or are reasonably likely to act in an “adverse manner,” as described below) have acted or are acting in concert or in parallel in relation to acquiring, holding or disposing of Parent’s common shares, and, after receipt of notice of that Parent Board determination, any of those holders becomes the beneficial owner of additional Parent common shares, or takes additional concerted or parallel action in an “adverse manner.”
- An “adverse manner,” for purposes of the preceding paragraph, is a manner that the Parent Board determines is intended or is reasonably likely to change or influence control of Parent or to pressure Parent to act in ways that the Parent Board determines represents a threat to Parent’s corporate policy and effectiveness.
- Notwithstanding the foregoing, the Crestview Investor will be permitted to (and the rights thereunder will not be triggered by the following): (a) exercise the Class A Warrants; (b) directly or indirectly, acquire, agree to acquire or make a proposal to acquire beneficial ownership of an additional number of shares of Parent common stock up to 25% of the total number of shares the Crestview Investor receives at the Closing; provided, that any shares acquired pursuant to this clause (b) will be subject to a voting arrangement set forth in the Stockholders’ Agreement to vote such shares as directed by the Parent Board (with the Crestview Investor designees on the Parent Board abstaining) and the Crestview Investor’s acquisition of such shares will not trigger the rights under the Plan so long as the Crestview Investor is in compliance with such arrangement; and (c) effect exchanges of Parent equity securities held by it in accordance with the terms described opposite the heading “Exchange of Crestview Securities” in Exhibit D.
- The Class A Warrants and Class B Warrants will provide for adjustments that will occur in the event the rights under the Plan are triggered such that the Class A Warrants and Class B Warrants will share in the economic benefits as if the Class A Warrants and Class B Warrants had been exercised.