

(d) All outstanding options, if any, to purchase shares of the \$1.00 par value Common Stock in Platts shall be cancelled and no shares in American shall be issuable in respect of any thereof.

5. Upon the merger becoming effective, the Board of Directors of American shall have the authority

(a) To amend American's Profit-Sharing and Retirement Plan so that as amended it: (i) shall be applicable to American and its subsidiaries; (ii) shall permit annual contributions by American and its subsidiaries of as much of 5% of their consolidated net earnings before income taxes in any year as could be contributed for such year without reducing their consolidated net earnings after income taxes and preferred dividends for such year to less than 6% of their consolidated net worth as of the close of the preceding fiscal year, exclusive of outstanding preferred stock; and (iii) shall have such other terms and conditions as the Board of Directors shall determine; and

(b) To adopt a Restricted Stock Option Plan, of the kind recognized by the provisions of Section 421 of the Internal Revenue Code, under which the Board of Directors would be authorized to grant options to purchase shares of the Common Stock of American (i) to such executives and key employees not exceeding 22 in number, of American or its subsidiaries, (ii) in such amounts not exceeding 5,000 shares to any one optionee or an aggregate of 50,000 shares to all such optionees (including 2,250 shares to cover existing options previously granted by Factors to key personnel), (iii) at such prices not less than 95% of the market price of shares of the Common Stock of American at the time a particular option is granted, and (iv) on such other terms and conditions as the Board of Directors shall determine.

6. Upon the Merger becoming effective, American, or a wholly owned subsidiary thereof, shall assume the obligations and rights of Auto and Factors under their respective then existing Profit-Sharing Plans and shall continue the same in full force and effect until such plans are merged, consolidated or combined into American's Profit-Sharing and Retirement Plan as contemplated by paragraph 5(a) of this Plan and Agreement of Merger.

7. The persons who shall constitute the first Board of Directors of American after the merger shall have become effective shall be the following 16 persons: