

the common stock of the Surviving Corporation for each one share of the common stock of South Carolina and each outstanding certificate representing shares of the common stock of South Carolina shall thereupon be deemed for all corporate purposes, other than the payment of dividends, to evidence the ownership of the number of fully paid non-assessable shares of common stock of the Surviving Corporation into which such shares of common stock of South Carolina shall have been so converted.

(D) The manner and basis of converting the shares of Alabama into shares of the Surviving Corporation shall be as follows: Immediately upon the effective date of the merger each share of stock of Alabama outstanding (other than Treasury shares), ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation at the rate of four shares of the common stock of the Surviving Corporation for each one share of the common stock of Alabama and each outstanding certificate representing shares of the common stock of Alabama shall thereupon be deemed for all corporate purposes, other than the payment of dividends, to evidence the ownership of the number of fully-paid non-assessable shares of common stock of the Surviving Corporation into which such shares of common stock of Alabama shall have been so converted.

(E) The manner and basis of converting the shares of West Virginia into shares of the Surviving Corporation shall be as follows: Immediately upon the effective date of the merger each share of stock of West Virginia outstanding (other than Treasury shares), ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation at the rate of 5.75 shares of the common stock of the Surviving Corporation for each one share of the common stock of West Virginia and each outstanding certificate representing shares of the common stock of West Virginia shall thereupon be deemed for all corporate purposes, other than the payment of dividends, to