

method, whether by lot or pro rata, and subject to such provisions of convenience, as shall, from time to time, be determined by resolution of the Board of Directors. Notice of the intention of the corporation to redeem Preferred Shares and of the date and place of redemption shall be given by the corporation by mailing a copy of such notice at least 30 days prior to the date set for such redemption to the holders of record of the Preferred Shares to be redeemed at their respective addresses appearing on the books of the corporation. Notice of redemption having been mailed as above provided, from and after the date specified in said notice as the date of redemption, unless default shall be made by the corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice, all dividends on the Preferred Shares thereby called for redemption shall cease to accrue; and, from and after the date so specified (unless default be made as aforesaid) or from and after the date of the earlier deposit by the corporation, in a special account with a solvent bank or trust company doing business in the City of Cleveland and State of Ohio, of funds sufficient for such redemption (a statement of the intention so to deposit having been included in said notice), all rights of the holders of said Preferred Shares so called for redemption as shareholders of the corporation shall cease and determine, except only (a) the right to receive the amounts payable upon such redemption (without interest), when due, upon surrender of the certificates for the Preferred Shares so called for redemption, and (b) in the case of such earlier deposit, any conversion rights not theretofore expired, and for all other purposes such shares shall be deemed no longer to be outstanding, notwithstanding that any certificate for such shares so called for redemption shall not have been surrendered for cancellation. Any moneys so deposited for the purpose of said redemption not required therefor, which shall remain unclaimed by the holders of such Preferred Shares at the end of six years after the redemption date, shall, at the conclusion of such six-year period, be paid by the depository to the corporation, together with any interest thereon that shall have been allowed by the bank or trust company with which the deposit shall have been made, and the holders of such shares shall thereafter be entitled as unsecured creditors to look only to the corporation for payment. No redemption of Preferred Shares, as herein provided, shall be ordered unless full cumulative dividends at the fixed rate hereinabove specified upon all Preferred Shares then outstanding, from the date upon which dividends thereon became cumulative to the end of the last preceding dividend period, shall have been paid, or declared and a sum sufficient for the payment thereof set apart.

So long as all cumulative dividends on the Preferred Shares are paid or declared and set apart for payment for all past dividend periods, then the corporation shall have the right, at any time or from time to time, to purchase out of funds legally available for such purpose all or any part of the Preferred Shares, either at public or private sale, at a price not in excess of the smaller of \$25.50 or the current redemption price per share, plus accrued dividends and plus an amount equal to the usual and customary brokerage commissions payable in connection with the purchase thereof. The corporation will not permit any corporation a majority of whose outstanding voting stock is directly or indirectly owned by the corporation to purchase any Preferred Shares at a time when the corporation may not purchase such shares.