

any part of the Series A Preferred Shares, and the redemption price for each such share shall be \$45 per share after February 28, 1974 until March 1, 1975 and \$43 per share on and after March 1, 1975, plus in each case an amount equal to all dividends accrued and unpaid thereon, as that amount is defined in Section 5 of Division B of Article FOURTH of the Amended Articles of Incorporation.

6. *Liquidation rights:* The amount payable on Series A Preferred Shares in the event of any liquidation, dissolution or winding up of the affairs of the corporation or of any reduction in its capital shall be \$40 for each share, plus an amount equal to all dividends accrued and unpaid thereon as defined in Section 5 of Division B of Article FOURTH of the Amended Articles of Incorporation.

7. *Conversion of Series A Preferred Shares:* The holder of any Series A Preferred Shares, at his option, at any time and from time to time, may convert all or any Series A Preferred Share held by him into Common Shares, at the rate and upon such other terms as are set forth in this Section 7. In the event that any Series A Preferred Shares shall be called for redemption, the right of conversion as to the shares called for redemption shall expire at the close of business on the day preceding the redemption date, notwithstanding any earlier deposit by the corporation of funds sufficient for such redemption. In the event of any liquidation, dissolution or winding up of the corporation, all conversion rights of the holders of Series A Preferred Shares shall terminate on a date fixed by resolution of the Board of Directors of the corporation, such date so fixed to be not later than 10 days nor earlier than 20 days prior to such liquidation, dissolution or winding up.

(a) Each holder of Series A Preferred Shares desiring to exercise his right of conversion shall deliver written notice of his election to convert Series A Preferred Shares, and shall surrender the certificate for said shares (properly endorsed or assigned for transfer if the Board of Directors of the corporation shall so require) to the Transfer Agent for the Series A Preferred Shares. Upon receipt by the corporation of any such notice of election to convert Series A Preferred Shares and upon surrender of the certificate therefor, the corporation shall, as soon as practicable, execute and deliver to the converting holder of a Series A Preferred Share a certificate or certificates for the number of full Common Shares sufficient for such conversion. For all purposes the rights of the converting holder of such Series A Preferred Share as such holder shall cease and the person or persons in whose name or names the certificates for Common Shares issuable upon such conversion are to be issued shall be deemed to have become the record holder or holders of such Common Shares at the close of business on the day on which delivery of such notice or the surrender of the certificate for such shares (whichever shall last occur) shall be made.

"Common Shares" when used in this Section (7) with reference to the Common Shares into which Series A Preferred Shares are convertible shall mean only Common Shares as authorized by the Amended Articles of Incorporation filed with the Secretary of State of Ohio on April 30, 1968 and any shares into which such Common Shares may thereafter have been changed, and, when otherwise used in this Section (7) shall include also shares of the corporation of any other class, whether now or hereafter authorized, which ranks or is