

SECTION 5.03. Brokers. Neither Emery nor any of its subsidiaries nor, to the knowledge of Emery, any shareholder, director, officer or employee thereof has incurred or will incur any broker's or finder's fee in connection with the Merger.

SECTION 5.04. Proxy Statement and Amended Registration Statement. When the Amended Registration Statement or any post-effective amendment thereto filed with the Commission shall become effective, and on the Mailing Date, and at all times subsequent to such effectiveness or the Mailing Date up to and including the Effective Time of the Merger, the information with respect to Emery and its subsidiaries set forth in the Amended Registration Statement or the Joint Proxy Statement and all amendments or supplements thereto (i) will comply in all material respects with the provisions of the Securities Act and the Exchange Act and the General Rules and Regulations of the Commission thereunder and (ii) will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements contained therein not misleading, except that no representation is hereby made as to any statements or omissions as described in this clause (ii) with respect to which (A) prior to the date of such effectiveness or the Mailing Date, Emery shall have requested in writing any addition or modification to the Amended Registration Statement or the Joint Proxy Statement or (B) after the date of such effectiveness or the Mailing Date and prior to the Effective Time of the Merger, Emery shall have requested in writing any supplement to or amendment of the Amended Registration Statement or the Joint Proxy Statement, which shall be necessary in order to make the Amended Registration Statement or the Joint Proxy Statement not untrue or misleading in any material respect, unless such addition or modification shall have been made by National prior to the date of such effectiveness or the Mailing Date or such supplement or amendment shall have been made by National prior to the Effective Time of the Merger.

SECTION 5.05. Restrictions on Issuance of Shares. Since November 28, 1977 Emery has not (i) declared, set aside or paid any stock dividend or other distribution in capital shares except upon conversion of outstanding Emery Preferred Shares or effected any stock split, recapitalization, reclassification, combination or readjustment of any of its capital shares, (ii) granted any option to purchase, or other right to acquire, any of its capital shares, or (iii) except pursuant to the options, warrants and agreement referred to in Section 5.02(b), issued any additional Emery Common Shares, Emery Preferred Shares or any capital shares of any other class. Emery will not take any action which would have the effect of rendering this representation inaccurate in any respect at the Effective Time of the Merger.

ARTICLE SIX

TRANSACTIONS PRIOR TO THE EFFECTIVE TIME OF THE MERGER

SECTION 6.01. National Shareholders' Meeting. The Board of Directors of National will submit to its shareholders for their approval, and will recommend such approval, at a meeting thereof to be duly called and held as soon as practicable, the amendment (the "Amendment") to National's Articles of Incorporation authorizing the creation of the National Preference Stock, substantially in the form attached hereto as Annex B.

SECTION 6.02. Authorization of National Preference Stock. Assuming shareholder approval at the shareholders' meeting referred to in Section 6.01, the Board of Directors of National, prior to the Effective Time of the Merger, will reserve shares of National Preference Stock for issuance pursuant to Section 3.02(b)(i) to former holders of Emery Common Shares.

SECTION 6.03. Consent as Sole Shareholder of NDCC. As sole shareholder of NDCC, National will give its written consent to adoption of the Merger Agreement prior to the shareholders' meeting referred to in Section 6.04.

SECTION 6.04. Emery Shareholders' Meeting. The Board of Directors of Emery will submit the Merger Agreement to its shareholders for their adoption at a meeting thereof to be duly called and held as soon as practicable. At such meeting, National will vote the Emery Common Shares which it owns in favor of the Merger.