

8. If in any case the amounts payable with respect to any obligations to redeem shares of Preference Stock are not paid in full, the number of shares of each series of Preference Stock to be redeemed shall be in proportion to the respective amounts which would be payable on account of such obligations if all amounts payable to redeem all series of Preference Stock were discharged in full.

9. (a) For the purposes hereof:

(i) the term "outstanding", when used in reference to shares of stock, shall mean issued shares, excluding shares held by the Corporation or a subsidiary and shares called for redemption, funds for the redemption of which shall have been segregated or deposited in trust;

(ii) the amount of dividends "accrued" on any share of Preference Stock of any series as at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to and including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of Preference Stock of any series as at any date other than a dividend date shall be calculated as the amount of any unpaid dividends accumulated thereon to and including the last preceding dividend date, whether or not earned or declared, plus an amount calculated on the basis of the annual dividend rate fixed for the shares of such series for the period after such last preceding dividend date to and including the date as of which the calculation is made, based on a 360-day year of twelve 30-day months; and

(iii) any series or class of stock of the Corporation shall be deemed to rank

(A) prior to the Preference Stock or any series thereof if, as in the case of the Preferred Stock, the holders of such series or class shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, in preference or priority to the holders of the Preference Stock or any series thereof, as the case may be;

(B) on a parity with or equal to the Preference Stock or any series thereof, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share thereof be different from those of the Preference Stock or any series hereof, if the holders of such series or class shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, in proportion to their respective dividend rates or liquidation prices, without preference or priority one over the other as between the holders of such series or class and the holders of the Preference Stock or any series thereof; and

(C) junior to the Preference Stock or any series thereof, if the rights of the holders of such series or class shall be subject or subordinate to the rights of the holders of the Preference Stock or any series thereof in respect of the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up.

(b) All accounting terms not otherwise defined herein or in the series designation of any series of Preference Stock shall have the meanings assigned to them in accordance with generally accepted accounting principles and all computations provided for herein or therein shall be made in accordance with generally accepted accounting principles.

PART E

THE \$1.85 PREFERENCE STOCK

1. The number of shares to constitute this series of Preference Stock shall be (*) shares and the designation of such shares

* Number of shares to be issued in the Merger.

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