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shall be "\$1.85 Preference Stock" (hereinafter sometimes called "this series"). All shares of this series shall be identical with each other in all respects.

2. (a) Out of the assets of the Corporation legally available therefor, the holders of shares of this series shall be entitled to receive, when, as and if declared by the Board of Directors, cash dividends at the rate of \$1.85 per share per annum, and no more, payable quarterly on the 15th day of March, June, September and December in each year commencing 15, 1978. In the case of the original issuance of shares of this series, such dividends shall accrue and be cumulative from the date of issue. In the case of shares of this series issued in exchange for previously outstanding shares, such dividends shall be cumulative from the quarterly dividend payment date next preceding the date of issue of such shares to which dividends have been paid, unless the date of issue is a quarterly dividend payment date or is a date after the record date for the determination of holders of shares of this series entitled to receive a quarterly dividend and before such quarterly dividend payment date, in either of which events such dividends shall be cumulative from such quarterly dividend date; provided, however, that if dividends shall not be paid to that quarterly dividend date, then dividends shall be cumulative from the quarterly dividend date to which dividends have been paid.

3. (a) In the event of any voluntary dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of this series shall be entitled to receive, if such dissolution, liquidation or winding up occurs on or prior to **, 1983, an amount equal to \$23.15 per share, and, if such dissolution, liquidation or winding up occurs thereafter, an amount equal to the applicable redemption price set forth in Section 4(a), and (b) in the event of any involuntary dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the shares of this series shall be entitled to receive an amount equal to \$22.25 per share; in any case, together with an amount equal to all dividends accrued and unpaid to the date fixed for distribution, whether or not earned or declared, prior to any payment or distribution to the holders of Common Stock. After payment to the holders of this series of the amount to which such holders are entitled as above set forth, the holders of this series shall have no claim to any of the remaining assets of the Corporation.

4. (a) The shares of this series shall be redeemable at the option of the Corporation, in whole or in part, at any time after **, 1983 at the redemption price per share set forth in the following table:

If Redeemed within the 12 Month Period Ending	Redemption Price
** . 1984	\$23.15
** . 1985	\$22.93
** . 1986	\$22.71
** . 1987	\$22.49

and thereafter at \$22.25 plus in each case an amount equal to any accrued and unpaid dividends thereon through the date of redemption.

(b) (1) In case the Corporation shall desire to exercise such right to redeem all, or, as the case may be, any shares of this series in accordance with the right reserved so to do, it shall give notice of such redemption to holders of the shares of this series to be redeemed as hereinafter provided in this Section 4(b).

* The second quarterly dividend payment date following the Effective Time of the Merger unless the Effective Time of the Merger is on a quarterly dividend payment date or within the 15 day period thereafter, in which case, the first quarterly dividend payment date following the Effective Date of the Merger.
** Anniversary date(s) of the Effective Time of the Merger.

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