

WHEREAS, the Boards of Directors of the Company and the Constituent Companies deem the Merger desirable and in the best interests of their respective corporations and by resolutions duly adopted have approved the terms and conditions of this Agreement and the mode of carrying them into effect, as well as the manner and basis of converting the shares of the Constituent Companies' Common Stock into Class A Stock of the Company, and the Boards of Directors of the Company and the Constituent Companies have directed that the proposed Merger be submitted to their respective shareholders.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants and provisions herein contained, the parties hereto hereby agree as follows:

Section 1. Merger

1.1 On the Effective Date of the Merger, as defined in Section 4.1 hereof, the Constituent Companies shall each be merged with and into the Company, which shall be the Surviving Corporation. The corporate existence of the Company, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation it shall, from and after the Effective Date of the Merger, possess all of the rights, privileges, immunities, powers and franchises as well of a public as of a private nature of the Constituent Companies, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Constituent Companies shall be taken and deemed to be transferred to and vested in the Company without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Companies shall not revert or be in any way impaired by reason of such merger or consolidation, all in accordance with, and with the effect stated in Section 259 of the General Corporation Law of Delaware. The separate existence and corporate organization of all of the Constituent Companies shall cease upon the Effective Date of the Merger and thereupon the Constituent Companies and the Company shall be a single corporation, to-wit: the Company.

1.2 If at any time after the Effective Date of the Merger, the Surviving Corporation shall consider or be advised that any further assignment, or assurances in law or any other things are necessary or desirable to vest, perfect or conform of record or otherwise, in the Surviving Corporation, the title to any property or right of the Constituent Companies acquired or to be acquired by reason of, or as a result of, the Merger, the Constituent Companies and its proper officers and directors