

(b) At the Effective Time of the Merger, the 1,000 shares of the Delaware Company Common Stock of the par value of \$1.00 per share which shall be issued and outstanding immediately prior to the Effective Time of the Merger shall be cancelled, and no new shares of stock or other securities of the Surviving Corporation shall be issued in respect thereof. Said 1,000 shares shall thereafter constitute authorized but unissued stock of the Surviving Corporation.

(c) Each option to purchase the New York Company Common Stock which shall be outstanding upon the Effective Time of the Merger shall, by virtue of the Merger, be assumed at the Effective Time of the Merger by the Surviving Corporation as an option to purchase the same number of shares of Common Stock of the Surviving Corporation, at the same purchase price and on the same terms and conditions as the New York Company option assumed.

(d) The holders of the 4¾% Convertible Guaranteed Debentures, due 1983, of Norwich Overseas, Inc., a wholly-owned subsidiary of the New York Company, outstanding upon the Effective Time of the Merger shall, by virtue of the Merger, be entitled to convert their said Debentures in accordance with the terms and conditions thereof, and into a number of shares of Common Stock of the Surviving Corporation determined in the same manner as provided for the conversion of said Debentures into shares of the New York Company Common Stock. The guarantee of payment of principal and interest with respect to said Debentures by the New York Company shall, by virtue of the Merger, be assumed at the Effective Time of the Merger by and become the obligation of the Surviving Corporation.

(e) The Surviving Corporation shall reserve for issuance a number of shares of its Common Stock equal to the number of shares of such stock of the Surviving Corporation initially required for issuance from time to time upon the exercise of the options assumed pursuant to subparagraph (c) of this Paragraph 8 and upon the conversion of the Debentures referred to in subparagraph (d) of this Paragraph 8.

(f) After the Effective Time of the Merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of the New York Company Common Stock may surrender the same to either The First National City Bank in New York, New York or The First National Bank of Chicago, in Chicago, Illinois, as a Transfer Agent of the Surviving Corporation ("Transfer Agent"), and each such holder will be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of whole shares of Common Stock of the Surviving Corporation for which the shares of the New York Company Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Subject to §623 of the New York Business Corporation Law, until so surrendered, each such outstanding certificate which, prior to the Effective Time of the Merger, represented shares of the New York Company Common Stock shall be deemed for all corporate purposes to evidence the ownership of the shares of Common Stock of the Surviving Corporation into which such shares have been so converted.

(g) If any certificate for shares of Common Stock of the Surviving Corporation is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such transfer pay to the Transfer Agent any transfer or other taxes required by reason of the issuance of a certificate for such shares in any name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Transfer Agent that such tax has been paid or is not payable.

(h) All shares of Common Stock of the Surviving Corporation for which shares of the New York Company Common Stock shall have been exchanged pursuant to this Paragraph 8 shall be deemed to have been issued in full satisfaction of all rights pertaining to such exchanged shares, subject, however, to the Surviving Corporation's obligation to pay such dividends, if any, as may