

(c) Any shares of the common stock of the Holding Company which are allocated to the shareholders of the Mortgage Company but with respect to which the certificates representing the capital stock of the Mortgage Company have not been delivered to and exchanged by the Exchange Agent as herein provided (hereinafter referred to as "unexchanged shares") shall be subject to the following:

(i) Any dividends payable by the Holding Company with respect to unexchanged shares shall be paid to and held by the Exchange Agent, without interest, for the benefit of the owners thereof; and

(ii) At any meeting of the shareholders of the Holding Company, unexchanged shares shall not be voted.

(d) As soon as practicable after delivery to the Exchange Agent of certificates representing the capital stock of the Mortgage Company in accordance with the transmittal forms provided, the Exchange Agent will forward to the respective shareholder of the Mortgage Company or the appropriate escrow agent: (i) certificates representing the appropriate number of shares of the common stock of the Holding Company, and (ii) the amount of dividends, if any, paid by the Holding Company to the Exchange Agent with respect to the unexchanged shares applicable to such certificates of the Mortgage Company.

(e) The Mortgage Company, the New Mortgage Company and the Holding Company will enter into such agreement or agreements with the Exchange Agent as may be necessary or appropriate to carry out the terms of this Agreement.

8. The Mortgage Company agrees that, without the prior written consent of the Holding Company, it will not:

(a) Declare or pay any dividends or other distributions on its stock or purchase or redeem any of its stock.

(b) Issue any stock or other securities or any right or option to purchase or otherwise acquire any of its stock or other securities.

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