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Section 2.4. No Fractional Interests. No fractional shares of SMC Common Stock shall be issued to holders of Solomon Common Stock. In lieu thereof, each holder of Solomon Common Stock otherwise entitled to a fraction of a share of SMC Common Stock shall receive an amount of cash equal to (i) the average of the last bid and asked prices of SMC Common Stock on the last trading day immediately preceding the Effective Time as reported on NASDAQ and quoted by The Wall Street Journal multiplied by (ii) the fraction of a share of SMC Common Stock to which such stockholder would be otherwise entitled.

ARTICLE III

Termination

Section 3.1. Termination. This Plan of Merger may be terminated at any time on or before the Effective Time by mutual agreement of the Boards of Directors of Solomon and SMC Sub. This Plan of Merger shall be automatically terminated (but only prior to the filing thereof referred to in Section 1.6 hereof) if SMC, SMC Sub or Solomon validly terminates the Agreement and Plan of Reorganization. The filing of this Plan of Merger pursuant to Section 1.6 hereof shall constitute certification that this Plan of Merger has not theretofore been terminated. If terminated by Solomon or SMC Sub as provided

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