

ANNEX A
 to Plan and Agreement of Merger

CASH ELECTION PROCEDURES

1. A form of election (the "Form of Election") shall be mailed to holders of record of Emery Common Shares as of the record date for the Emery shareholders' meeting contemplated by Section 6.04 of the Merger Agreement. In addition, Emery and National will use their best efforts to make the Form of Election available to all persons who become holders of Emery Common Shares during the period between such record date and the Effective Time of the Merger and to all holders of outstanding employee stock options of Emery. Any such shareholder's election to receive the cash payment contemplated by Section 3.01(b)(ii) of the Merger Agreement shall have been properly made only if the Exchange Agent shall have received a Form of Election properly completed and signed accompanied by the certificates for Emery Common Shares to which it relates or a properly completed guarantee of delivery with respect thereto in accordance with the time limits shown on the Form of Election. The Form of Election will provide that it must be received by the Exchange Agent prior to 5:00 P.M. New York City time on the day immediately prior to the day on which the Special Meeting of Emery shareholders is held, except that holders of Emery Common Shares issued in connection with the exercise of options which become exercisable upon the adoption of the Merger Agreement may validly deliver a Form of Election relating to such shares up to 5:00 P.M. New York City time on the day on which such Special Meeting is held, which form need not be accompanied by certificates for such Emery Common Shares.

2. A holder of Emery Common Shares who elects to receive cash in lieu of National Preference Stock as provided in Section 3.01(b)(ii) of the Merger Agreement shall be entitled to make such election conditional upon not receiving a combination of cash and National Preference Stock (a "Conditional Election").

(a) If the number of Emery Common Shares as to which cash elections have been made which are not conditioned as provided for in the preceding sentence ("Unconditional Elections") equals or exceeds (i) 45% of the number of Emery Common Shares outstanding at the Effective Time of the Merger less (ii) the sum of the number of shares of Emery Common Stock owned of record by National or NDCC at the Effective Time of the Merger and the number of Emery Common Shares held by dissenting shareholders who make written demand for payment of the fair cash value of their shares within 10 days of the shareholders' meeting referred to in Section 6.04 (the "45% Limitation"), the cash election shall be deemed to have been relinquished as to all shares, if any, as to which Conditional Elections shall have been made. If necessary thereafter, the cash payments for Emery Common Shares provided for in Section 3.01(b)(ii) of the Merger Agreement, up to the 45% Limitation, shall be prorated among the holders making Unconditional Elections according to the aggregate number of Emery Common Shares as to which such holders have made Unconditional Elections. In the event of proration, the right to receive cash shall be deemed to have been relinquished as to those shares subject to an Unconditional Election for which no cash shall be paid.

(b) If the number of Emery Common Shares as to which Unconditional Elections shall have been made is less than the 45% Limitation, but the number of shares as to which both Conditional and Unconditional Elections shall have been made exceeds the 45% Limitation, the Exchange Agent shall select by lot from the Conditional Elections those as to which the cash election shall be deemed to have been relinquished (which relinquishment shall apply to all shares covered by the Conditional Elections so selected), until the total shares remaining subject to Conditional and Unconditional Elections shall equal, as nearly as practicable, the 45% Limitation. If, pursuant to this paragraph, the right to receive cash in lieu of National Preference Stock shall have been determined to have been relinquished as to any Emery Common Shares, the holder thereof shall receive only National Preference Stock for all such shares pursuant to Section 3.01(b)(ii) of this Merger Agreement.

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