

3. Any Form of Election may be revoked by the person submitting the same to the Exchange Agent only by written notice received by the Exchange Agent prior to the latest time at which the Form of Election may be timely received by the Exchange Agent.

4. The Exchange Agent shall have discretion to determine whether or not elections to receive cash have been properly made or revoked with respect to Emery Common Shares and when elections and revocations were received by it. If the Exchange Agent determines that any election to receive cash was not properly and timely made or that any cash election has been revoked, the shares subject to such cash election shall be treated by the Exchange Agent as Emery Common Shares which were not subject to any cash election and at the Effective Time of the Merger such shares shall be converted into shares of National Preference Stock pursuant to Section 3.01(b)(i) of the Merger Agreement. The Exchange Agent shall also make all computations as to proration contemplated by paragraph 2 hereof and any such computations shall be conclusive and binding on the holders of Emery Common Shares who make elections to receive cash pursuant to paragraph 2. The Exchange Agent may, after consultation with Emery and National, make such equitable changes in the procedures set forth herein for the implementation of the cash elections provided for as shall be necessary or desirable to fully effect such elections.

5. If the Merger is not consummated for any reason, any certificate or certificates (or guarantee of delivery, as appropriate) for the Emery Common Shares which have been deposited with the Exchange Agent in connection with these cash election procedures shall be promptly returned to the person submitting the same to the Exchange Agent.