

vol. 1188 p. 339

dend thereon shall be declared with a record date within such period, the number of shares of SMC Common Stock into which each share of Solomon Common Stock shall be converted hereunder shall be correspondingly adjusted, and any new exchange ratio resulting from any such adjustment shall be rounded to three decimal places. Notwithstanding any other provision of this Plan of Merger, each share of Solomon Common Stock owned by SMC Sub or held in the treasury of Solomon immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and retired and cease to exist, and no shares of SMC Common Stock shall be issued with respect thereto. After the Effective Time, there shall be no further registry of transfers on the records of the Surviving Corporation of shares of Solomon Common Stock outstanding prior to the Effective Time, and if certificates representing such shares are presented to the Surviving Corporation or the Exchange Agent (as hereinafter defined), they shall be cancelled and exchanged for certificates representing shares of SMC Common Stock as herein provided.

00015

7

0.35

4325-102