

verted. Subsequent to the Effective Time, unless and until any such certificate is so surrendered, no dividends or distributions of any kind payable to the holders of record of SMC Common Stock as of any record date subsequent to the Effective Time shall be paid by SMC to the holder of such certificate. Upon the surrender and exchange of such an outstanding certificate, the record holder of the certificate representing the shares of SMC Common Stock issued in exchange therefor shall be paid the amount of any dividends or distributions, without interest, which theretofore became payable with respect to the shares of SMC Common Stock evidenced by such certificate. If any certificate for shares of SMC Common Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of a certificate for shares of SMC Common Stock in any name other than that of the registered holder of the certificate surrendered in exchange therefor or establish to the satisfaction of the Exchange Agent that such tax has been paid or is not applicable.

00017

030

4328-11-2