

in accordance with the provisions of this Agreement.

The Surviving Corporation expressly assumes the obligations and covenants of Fidelity and Park.

(Termination)

(7) Anything herein or elsewhere to the contrary notwithstanding, this Agreement, at any time prior to the actual filing and recording hereof, may be terminated and abandoned by the Board of Directors of any one or more of the constituent corporations if (either before or after favorable action thereon by its stockholders) such Board (at a duly convened special purpose meeting) shall decide that it would not be in the best interests of the said constituent corporation. In such case such Board may direct its officers not to file this Agreement, notwithstanding favorable action by the stockholders of such corporation. In the event of termination and abandonment of this Agreement by the Board of Directors of one of the corporations, as above provided, notice shall forthwith be given to the other corporations, and thereupon this Agreement shall become wholly void and of no effect as to said constituent corporation (but such action shall not affect the Merger as between the other Constituent Corporations).

In the event of termination or abandonment of this Agreement of Merger (by a constituent corporation) as above provided, this Agreement of Merger shall become wholly void and of no effect as to said constituent Corporation, and there shall be no liability on the part of such said Constituent Corporation or its Board of Directors or its stockholders, but this Agreement of Merger shall otherwise be of full effect and force.

(Rights and Duties Under Agreement)

(8) On the effective date of this Agreement, the Surviving Corporation shall, without other transfer, succeed to and possess all the rights, privileges, powers, franchises and immunities, not limited or restricted by law, as well of a public as of a private nature and be subject to all of the restrictions and duties of each of the Constituent Corporations and all and singular the rights, privileges, powers, franchises and immunities of each of the Constituent

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