

\$5 par common stock, of which 25,000 fully paid and non-assessable shares are now issued and outstanding.

10. Prior to the effective date of the merger agreement, Cameron-Brown had an authorized capital of One Million Dollars (\$1,000,000.00) consisting of 200,000 shares of \$1 par Class A common stock of which 107,400 fully paid and non-assessable shares are now issued and outstanding, and 800,000 shares of \$1 par Class B common stock of which 449,800 fully paid and non-assessable shares are now issued and outstanding.

11. Shares of General Mortgage stock shall be converted into and be exchanged for stock in Cameron-Brown, the Surviving Corporation, on the basis of the ratio between the value per share of the General Mortgage stock to the value per share of the Cameron-Brown stock as of the close of business on April 30, 1963, such exchange to be accomplished and such values to be determined in accordance with the provisions of an agreement dated April \_\_\_\_, 1963, entered into by General Mortgage, its Stockholders, and Cameron-Brown, subject to the following conditions: (A) the stock of the Surviving Corporation shall be issued to the former stockholders of General Mortgage in the proportion of one Class A common share to every four Class B common shares, and if the number of shares issued to a particular stockholder shall not be equally divisible by 5, the odd shares issued to such stockholder shall be Class B shares; and (B) no stock shall be issued to Cameron-Brown by reason of its former ownership of General Mortgage stock.

12. On the effective date of the merger, General Mortgage shall cease to exist separately and shall become merged with and into Cameron-Brown in accordance with the provisions of the Plan and Agreement of Merger provided herein. From and after the effective date of the merger, Cameron-Brown, as the Surviving Corporation, shall be vested with:

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