

of the Common Shares on the New York Stock Exchange on the last business day prior to the date of conversion, or, if there shall not have been a sale on such last business day, on the basis of the average of the closing bid and asked prices on such Exchange on such last business day or, if the Common Shares shall not be listed on such Exchange, then such value shall be computed on such basis as may from time to time be approved by the Board of Directors of the corporation.

No payment or adjustment shall be made upon any conversion on account of any accrued dividends on the Preferred Shares surrendered for conversion or on account of any dividends on the Common Shares issued on such conversion.

The corporation shall reserve and set apart and have at all times a number of authorized but unissued Common Shares, or other stock or securities deliverable upon conversion pursuant to this Paragraph 4, sufficient to enable it at any time to fulfill its obligations with respect to the conversion of the Preferred Shares under this Paragraph 4.

B. The conversion rate at which Preferred Shares may be converted into Common Shares shall be one Common Share for each Preferred Share surrendered for conversion, subject to adjustment from time to time as follows:

(1) In case the corporation shall (a) pay a dividend of Common Shares on outstanding Common Shares, (b) subdivide its outstanding Common Shares into a larger number of Common Shares by reclassification or otherwise, or (c) combine its outstanding Common Shares into a smaller number of Common Shares by reclassification or otherwise, the conversion rate in effect immediately prior thereto shall be proportionately adjusted so that the holder of any Preferred Shares thereafter surrendered for conversion shall be entitled to receive the number of Common Shares which he would have owned or have been entitled to receive after the happening of any of the events described above had such Preferred Shares been converted immediately prior to the happening of such event. Such adjustment shall be made whenever any of the events listed above shall occur. An adjustment made pursuant to this subparagraph (1) shall become effective retroactively immediately after the record date in the case of a share dividend and shall become effective immediately after the effective date in the case of a subdivision or combination.

(2) In case the corporation shall issue rights or warrants to the holders of its Common Shares entitling them, during a period not exceeding 45 days after the record date mentioned below, to subscribe for or purchase Common Shares at a price per share less than the current market price per Common Share (as defined in subparagraph (4) below) at said record date, the number of Common Shares into which each Preferred Share shall thereafter be convertible shall be determined by multiplying the number of Common Shares into which such Preferred Share was theretofore convertible by a fraction, of which the numerator shall be the number of Common Shares outstanding immediately prior to said record date plus the number of additional Common Shares offered for subscription or purchase, and of which the denominator shall be the number of Common Shares outstanding immediately prior to such record date plus the number of Common Shares which