

4 This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective heirs, successors and assigns, including the beneficial owners of Shares owned of record by trusts and estates at the time the Merger Agreement is submitted to the Emery shareholders.

If the foregoing correctly sets forth your understanding of our agreement, please indicate your acceptance thereof in the space provided below for that purpose, whereupon this letter will become a valid and binding agreement between you and National.

Very truly yours,

NATIONAL DISTILLERS AND CHEMICAL CORPORATION

By .....

Accepted and Agreed to ..... 1978

.....

(SEE REVERSE SIDE)

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