

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12B/A

Form for the registration/listing of a class of securities on a national securities exchange pursuant to
Section 12(b) [amend]

Filing Date: **1994-03-18**
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FILER

VALERO ENERGY CORP

CIK: **21271** | IRS No.: **741244795** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-A12B/A** | Act: **34** | File No.: **001-04718** | Film No.: **94516640**
SIC: **2911** Petroleum refining

Business Address
530 MCCULLOUGH AVE
SAN ANTONIO TX 78215
2102462000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A
[Amendment No. 1]

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

VALERO ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

74-1244795
(I.R.S. Employer
Identification No.)

530 McCullough Avenue
San Antonio, Texas
(Address of principal executive offices)

78215
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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\$3.125 Convertible Preferred Stock	New York Stock Exchange
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Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be
Registered.

The description of the \$3.125 Convertible Preferred Stock contained in the final Prospectus dated March 17, 1994, filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Exchange Act of 1934, as amended, in connection with the Registrant's Registration Statement on Form S-3, Registration No. 33-70454, under the heading "Description of the New Preferred Stock" is incorporated by reference herein.

Item 2. Exhibits

<TABLE>

<S>	<C>
2.1+	Restated Certificate of Incorporation of Valero Energy Corporation--incorporated by reference from Exhibit 4.1 to the Valero Energy Corporation Registration Statement on Form S-8 (Commission File No. 33-53796, filed October 27, 1992).
2.2*	Form of Certificate of Designation for the \$3.125 Convertible Preferred Stock.
2.3+	Amended and Restated Rights Agreement, dated as of October 17, 1991, between Valero Energy Corporation and Ameritrust Texas, N.A., successor to MBank Alamo, N.A. as Rights Agent--incorporated by reference from Exhibit 1 to the Valero Energy Corporation Current Report on Form 8-K (Commission File No. 1-4718, filed October 18, 1991).
2.4+	\$160,000,000 Amended and Restated Credit Agreement, dated as of December 4, 1992, among Valero Refining Company, Bankers Trust Company, as Agent, and certain other banks party thereto--incorporated by reference from Exhibit 4.3 to the Valero Energy Corporation Annual Report on Form 10-K (Commission File No. 1-4718, filed February 26, 1993).
2.5+	First Amendment to Amended and Restated Credit Agreement, dated as of August 25, 1993--incorporated by reference from Exhibit 4.5 to the Valero Energy Corporation Registration Statement on Form S-3 (Commission File No. 33-70454, filed October 18, 1993).
2.6+	Second Amendment to Amended and Restated Credit Agreement, dated as of December 31, 1993--incorporated by reference from Exhibit 4.5 to the Valero Energy Corporation Annual Report on Form 10-K (Commission File No. 1-4718, filed March 1, 1994).
2.7+	\$200,000,000 Senior Note Purchase Agreement, dated as of December 19, 1990--incorporated by reference from Exhibit 4.2 to the Valero Energy Corporation Annual Report on Form 10-K (Commission File No. 1-4718, filed February 21, 1992).

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+Previously filed.

*Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

VALERO ENERGY CORPORATION
(Registrant)

Date: March 18, 1994

By /s/ RAND C. SCHMIDT
Rand C. Schmidt
Corporate Secretary

VALERO ENERGY CORPORATION

CERTIFICATE OF DESIGNATION

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

We, the undersigned, Don M. Heep, Senior Vice President and Chief Financial Officer, and Rand C. Schmidt, Corporate Secretary of Valero Energy Corporation, a Delaware corporation (herein called the "corporation"), pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, do hereby make this Certificate of Designation and do hereby state and certify that pursuant to the authority expressly vested in the Board of Directors of the corporation by the Restated Certificate of Incorporation, the Board of Directors, at a meeting thereof duly called and held on November 29, 1993, at which meeting a quorum was present, duly adopted the following resolutions providing for the issuance of a series of shares of Preferred Stock as hereinafter referred to, and further providing for the powers, designations, preferences and relative, participating, optional or other special rights thereon, and the qualifications, limitations or restrictions thereof, in addition to those set forth in said Restated Certificate of Incorporation, all in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware:

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the corporation by the provisions of the Restated Certificate of Incorporation of the corporation, as amended, out of the authorized but unissued shares of Preferred Stock of the corporation, this Board of Directors hereby creates a series of the Preferred Stock, par value \$1.00 per share, of the corporation, and authorizes the issuance thereof, and hereby fixes the powers, designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations, or restrictions thereof (in addition to the powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, set forth in the Restated Certificate of Incorporation of the corporation, as amended, which are applicable to Preferred Stock of all series) as follows:

\$3.125 CONVERTIBLE PREFERRED STOCK

(1) Designation and Amount. The designation of the series of Preferred Stock created by this resolution shall be "\$3.125 Convertible Preferred Stock (hereinafter called the "\$3.125

Convertible Preferred Stock"), and the number of shares constituting such Series shall initially be 3,450,000. The number of authorized but unissued shares of \$3.125 Convertible Preferred Stock may be reduced by further resolution duly adopted by the Board of Directors of the corporation or a duly authorized committee thereof and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such reduction has been so authorized, but the number of authorized shares of \$3.125 Convertible Preferred Stock shall not be increased.

(2) Dividends. The holders of the \$3.125 Convertible Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the funds of the corporation legally available therefor, cumulative preferential dividends per share of \$3.125 Convertible Preferred Stock in cash at the rate per annum of \$3.125. Dividends on the \$3.125 Convertible Preferred Stock will be cumulative, will accrue from the date of original issuance and will be paid (when and as declared by the Board of Directors of the corporation) quarterly, in arrears, on the first day of each March, June, September and December, commencing on June 1, 1994, except that if such date is not a business day then such dividend shall be payable on the first immediately succeeding business day (as used herein, the term "business day" shall mean any day except a Saturday, Sunday or day on which banking institutions are legally authorized to close in the City of New York). Each such dividend shall be paid to the holders of record of shares of the \$3.125 Convertible Preferred Stock as they appear on the stock register of the corporation on such record date, not exceeding 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors of the corporation. Dividends on account of arrears for any past dividend periods may be declared and paid at any time, without reference to any regular dividend payment date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed by the Board of Directors of the corporation. Accruals of dividends on the \$3.125 Convertible Preferred Stock shall not bear interest.

(3) Redemption. The shares of \$3.125 Convertible Preferred Stock are not redeemable prior to June 1, 1997. With respect to redemption on or after June 1, 1997, the shares of \$3.125 Convertible Preferred Stock are redeemable, in whole at any time or from time to time in part at the option of the corporation, in the manner provided in Article IV, Division A, subdivision (3) of the Restated Certificate of Incorporation of the corporation, at the following redemption prices:

If redeemed during the 12-month period beginning June 1 of the year specified:

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<CAPTION>

Year	Redemption Price	Year	Redemption Price
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<S>	<C>	<C>	<C>
1997.	\$ 52.188	2001	\$ 50.938
1998.	51.875	2002	50.625
1999.	51.563	2003	50.313
2000.	51.250	2004 and thereafter. . . .	50.000

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, plus in each case an amount equal to any accrued and unpaid dividends thereon (whether or not declared) to the date fixed for redemption.

The corporation may not redeem less than all outstanding shares of \$3.125 Convertible Preferred Stock, and may not purchase any shares of Preferred Stock or redeem or purchase any shares of any class or series of capital stock of the corporation ranking on a parity with or junior to the Preferred Stock as to payment of dividends or distributions of assets upon liquidation, dissolution or winding up of the affairs of the corporation, unless full cumulative dividends shall have been declared or paid or set apart for payment upon all outstanding shares of \$3.125 Convertible Preferred Stock for all past quarterly dividend periods (other than a purchase or redemption made solely with shares of Common Stock or any other capital stock of the corporation ranking junior to the \$3.125 Convertible Preferred Stock as to payment of dividends and distributions of assets upon liquidation, dissolution or winding up of the affairs of the corporation). Shares of \$3.125 Convertible Preferred Stock redeemed by the corporation will be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series, and may thereafter be issued, but not as shares of \$3.125 Convertible Preferred Stock.

(4) Regarding Voting Rights. The holders of the \$3.125 Convertible Preferred Stock shall not, except as required by law or as set forth in the Restated Certificate of Incorporation of the corporation, have any right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of stockholders. On any matters on which the holders of the \$3.125 Convertible Preferred Stock shall be entitled to vote, they shall be entitled to one vote for each share held.

(5) Priority in Event of Dissolution. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, after payment or provision for payment of the debts and other liabilities of the corporation, the holders of the Preferred Stock shall be entitled to receive, out of the remaining net assets of the corporation, (i) in the event such liquidation, dissolution or winding up of the affairs of the corporation is involuntary, the amount of \$50 in cash for each share of Preferred Stock, or, (ii) in the event such liquidation, dissolution or winding up of the affairs of the corporation is voluntary, an amount in cash per share of Preferred Stock equal to the redemption price of the Preferred Stock that would apply

to an optional redemption of the Preferred Stock on the date fixed for redemption, plus in each case an amount equal to all dividends accrued and unpaid on each such share (whether or not declared) up to the date fixed for distribution, before any distribution shall be made to the holders of the Serial Preference Stock or the Common Stock or to the holders of any other class of stock ranking junior to the \$3.125 Convertible Preferred Stock as to distribution of assets upon the liquidation, dissolution or winding up of the affairs of the corporation. If upon any liquidation, dissolution or winding up of the affairs of the corporation, the assets distributable among the holders of any series of Preferred Stock shall be insufficient to permit the payment in full to the holders of all series of the Preferred Stock of all preferential amounts payable to all such holders, then the entire assets of the corporation thus distributable shall be distributed ratably among the holders of all series of the Preferred Stock in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

(6) Conversion. (a) The holder of any shares of \$3.125 Convertible Preferred Stock shall have the right at any time prior to the redemption thereof, at his option, to convert, subject to the terms and provisions of this Section (6), such shares (valued for such purpose at \$50.00 per share) into fully paid and nonassessable shares of Common Stock (calculated to the nearest 1/100th of a share), at the conversion price, fixed or determined pursuant to the provisions of subparagraph (c) of this Section (6), in effect at the time of conversion (except that with respect to any share of \$3.125 Convertible Preferred Stock which shall be called for redemption, such right shall terminate at the close of business on the fifth trading day preceding the date fixed for redemption of such \$3.125 Convertible Preferred Stock, unless the corporation shall default in making the payment due upon redemption thereof), upon surrender of the certificate representing such shares of \$3.125 Convertible Preferred Stock which are to be so converted to the corporation at any time during usual business hours at the principal offices of the corporation in San Antonio, Texas, Attention: Shareholder Services Department (or at such other place as the corporation shall hereafter designate in writing to the registered holders of the \$3.125 Convertible Preferred Stock), accompanied by a written instrument of transfer in form satisfactory to the corporation duly executed by the registered holder or his duly authorized legal representative.

(b) As promptly as practicable after the surrender, as herein provided, of any shares of \$3.125 Convertible Preferred Stock for conversion, the corporation shall deliver or cause to be delivered at the offices set forth above to or upon the written order of the holder of such shares of \$3.125 Convertible Preferred Stock so surrendered a certificate or certificates representing the number of fully paid and nonassessable shares of Common Stock into which such shares of \$3.125 Convertible Preferred Stock may be converted in accordance with the

provisions of this Section (6). Prior to delivery of such certificate or certificates, the corporation shall require a written notice at its said offices from the holder of the shares of \$3.125 Convertible Preferred Stock so surrendered indicating his election to convert such shares and specifying the name or names (with address) in which said certificate or certificates are to be issued. Such conversion shall be deemed to have been made immediately prior to the close of business on the date that such shares of \$3.125 Convertible Preferred Stock shall have been surrendered for conversion, so that the rights of the holders of such shares as a holder of \$3.125 Convertible Preferred Stock shall cease with respect to such shares at such time, and the person or persons entitled to receive the shares of Common Stock upon conversion of such shares of \$3.125 Convertible Preferred Stock shall be treated for all purposes as having become the record holder or holders of such shares of Common Stock at such time, and such conversion shall be at the conversion price in effect at such time. No adjustments in respect of cash dividends on Common Stock or \$3.125 Convertible Preferred Stock shall be made upon the conversion of any shares of \$3.125 Convertible Preferred Stock; provided, however, that in the event of a notice of redemption being issued prior to June 1, 1997, holders of shares of the \$3.125 Convertible Preferred Stock called for redemption as of the record date for the June 1, 1997 dividend shall be entitled to receive such dividend, irrespective of whether conversion of such \$3.125 Convertible Preferred Stock into Common Stock has occurred prior to such dividend payment date.

(c) The price at which shares of Common Stock shall be delivered upon conversion (herein called the "conversion price") shall initially be \$27.03 per share of Common Stock. The conversion price shall be subject to adjustment as follows: if the corporation shall (i) pay a stock dividend or stock dividends or otherwise make a distribution or distributions on shares of its capital stock payable in shares of its Common Stock (or in securities convertible into shares of Common Stock), (ii) except as set forth in clause (i) above, pay a dividend or make a distribution on shares of its capital stock payable in shares of its capital stock of any class other than Common Stock or a class convertible into Common Stock, (iii) subdivide outstanding shares of Common Stock of the corporation into a larger number of shares, (iv) combine outstanding shares of Common Stock of the corporation into a smaller number of shares, or (v) issue by reclassification of shares of Common Stock of the corporation any shares of capital stock of the corporation of any class or classes, the conversion price in effect immediately prior to such action shall be adjusted so that the holder of any \$3.125 Convertible Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number and class or classes of shares of the capital stock of the corporation which he would have owned or have been entitled to receive immediately after the happening of any of the events described above, had such \$3.125 Convertible Preferred Stock been converted on or immediately prior to the record date for such dividend or distribution or the

effective date of such subdivision, combination or reclassification, as the case may be. An adjustment made pursuant to this subsection (c) shall become effective immediately after the record date in the case of a dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification. If, as a result of an adjustment made pursuant to this subsection (c), the holder of any \$3.125 Convertible Preferred Stock thereafter surrendered for conversion shall become entitled to receive shares of two or more classes of the capital stock of the corporation, the Board of Directors of the corporation (whose determination shall be conclusive and shall be described in a statement provided to the registered holders of the \$3.125 Convertible Preferred Stock) shall determine the allocation of the conversion price between and among shares of such classes of capital stock.

(d) In case the corporation shall issue rights or warrants to all holders of Common Stock entitling them (for a period expiring within 45 days after the record date mentioned below) to subscribe for or purchase shares of Common Stock of the corporation at a price per share less than the then current market price per share of Common Stock (as determined in subsection (f) below) at the record date mentioned below, the conversion price at which each share of \$3.125 Convertible Preferred Stock shall thereafter be convertible shall be reduced by multiplying the conversion price in effect prior to such record date by a fraction, of which the denominator shall be the number of shares of Common Stock of the corporation (excluding treasury shares, if any) outstanding on the date of issuance of such rights or warrants plus the number of additional shares of Common Stock of the corporation offered for subscription or purchase, and of which the numerator shall be the number of shares of Common Stock of the corporation (excluding treasury shares, if any) outstanding on the date of issuance of such rights or warrants plus the number of shares which the aggregate offering price of the total number of shares so offered would purchase at such current market price. Such adjustment shall be made whenever such rights or warrants are issued, and shall become effective immediately after the record date for the determination of stockholders entitled to receive such rights or warrants. However, upon the expiration of any right or warrant to purchase Common Stock the issuance of which resulted in an adjustment in the conversion price of the \$3.125 Convertible Preferred Stock pursuant to this subsection (d), if any such right or warrant shall expire and shall not have been exercised, the conversion price per share of Common Stock at which each share of \$3.125 Convertible Preferred Stock shall thereafter be convertible shall immediately upon such expiration be recomputed and effective immediately upon such expiration be increased to the price which it would have been (but reflecting any other adjustments in the conversion price made pursuant to the provisions of this Section (6) after the issuance of such rights or warrants) had the adjustment of the conversion price made upon the issuance of such rights or warrants been made on the basis of

offering for subscription or purchase only that number of shares of Common Stock actually purchased upon the exercise of such rights or warrants actually exercised.

(e) In case the corporation shall distribute to all holders of Common Stock of the corporation evidences of its indebtedness or assets (excluding cash dividends or cash distributions paid out of earned surplus) or rights to subscribe (excluding those referred to in subsection (d) above) or if the Distribution Date (as defined below) with respect to the Preference Share Purchase Rights shall occur, then in each such case the conversion price per share of Common Stock of the corporation at which each share of \$3.125 Convertible Preferred Stock shall thereafter be convertible shall be determined by multiplying the conversion price in effect prior to the record date fixed for determination of stockholders entitled to receive such distribution by a fraction, of which the denominator shall be the current market price per share of Common Stock of the corporation (as determined in subsection (f) below) determined as of the record date mentioned above, and of which the numerator shall be such current market price per share of the Common Stock of the corporation (as determined in subsection (f) below), less the then fair market value (as determined by the Board of Directors of the corporation in good faith, whose determination shall be conclusive if made in good faith and shall be described in a statement provided to all registered holders of \$3.125 Convertible Preferred Stock) of the portion of assets or evidences of indebtedness so distributed or such subscription rights or Preference Share Purchase Rights applicable to one share of the Common Stock of the corporation. Such adjustment shall be made whenever any such distribution is made and shall become effective immediately after the record date mentioned above.

(f) For the purpose of any computation under subsections (d) and (e) above, the current market price per share of Common Stock of the corporation at any date shall be deemed to be equal to the average Price (as defined below) of the Common Stock for the twenty (20) consecutive trading days ending on the last trading day prior to the date of determination. As used herein the "Price" per share of Common Stock on any day shall mean the average between the "high" and "low" sales prices for such shares as reported in the Wall Street Journal's NYSE-Composite Transaction listing for such day (corrected for typographical errors), or if such shares are not reported in such listing, then the average between the "high" and "low" sales prices reported on the largest exchange (based on the aggregate dollar value of securities listed) on which such shares are listed, or if such shares are not listed or traded on any exchange, then the average between the "high" and "low" sales prices for such shares in the over-the-counter market, as reported on the National Association of Securities Dealers Automated Quotations System, or, if such price shall not be reported thereon, the average of the means between the closing bid and asked prices so reported, or, if such prices shall not be reported thereon, as the same shall be reported by the National Quotation Bureau Incorporated, or, in

all other cases, the value set by the corporation.

(g) No adjustment otherwise required in the conversion price shall be required unless such adjustment would require an increase or decrease of at least 1% in such price; provided, however, that any adjustment which by reason of this subsection (g) is not required to be made shall be carried forward and taken into account in any subsequent adjustment. All calculations under this Section (6) shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be.

(h) Whenever the conversion price is adjusted, as herein provided, the corporation shall promptly mail to each registered holder of \$3.125 Convertible Preferred Stock a notice setting forth the conversion price after such adjustment and setting forth a brief statement of the facts requiring such adjustment. Such notice prepared in good faith shall be conclusive evidence of the correctness of such adjustment absent manifest error.

(i) For the purposes of this Section (6) the term "Common Stock" or "Common Stock of the corporation" shall mean (i) the class of stock designated as the Common Stock of the corporation at the date of this certificate, or (ii) any other class of stock resulting from successive changes or reclassifications of such Common Stock consisting solely of changes in par value or from par value to no par value, or from no par value to par value. Unless the context otherwise specifies or requires, all references in this certificate to "Common Stock" include the Common Stock and the Preference Share Purchase Rights trading therewith. As used herein, all references to "Preference Share Purchase Rights" in this certificate shall mean the Preference Share Purchase Rights issued pursuant to that certain Amended and Restated Rights Agreement, dated as of October 17, 1991, between the Corporation and Ameritrust Texas N.A., as successor Rights Agent, as the same may hereafter be amended or supplemented (the "Rights Agreement"), and any similar rights issued in exchange for, upon conversion of or in substitution for such Preference Share Purchase Rights. As used herein, all references to the term "Distribution Date" shall have the meaning set forth in the Rights Agreement or in any successor agreement pertaining to any similar rights issued in exchange for, upon conversion of or in substitution for the Preference Share Purchase Rights. In the event that at any time, as a result of an adjustment made pursuant to subsection (a) above, the holder of any \$3.125 Convertible Preferred Stock thereafter surrendered for conversion shall become entitled to receive any shares of the corporation other than shares of Common Stock of the corporation, thereafter the number of such other shares so receivable upon conversion of any \$3.125 Convertible Preferred Stock shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the Common Stock of the corporation contained in subsections (a) to (h) inclusive above and subsections (j) and (k) below, and the provisions of said subsections (a) to (h) above and of subsections (j) and (k) below shall apply on like terms to any

such other shares.

(j) No fractional shares or scrip representing fractional shares shall be issued upon the conversion of \$3.125 Convertible Preferred Stock. If more than one share of \$3.125 Convertible Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed by dividing the aggregate value of the shares of \$3.125 Convertible Preferred Stock so surrendered (valued for such purpose at \$50.00 per share) by the conversion price in effect at the time of conversion. If the conversion of any shares of \$3.125 Convertible Preferred Stock results in a fraction, an amount equal to such fraction multiplied by the average Price (as defined in subparagraph (f) of this Section (6)) of the Common Stock for the twenty (20) consecutive trading days ending on the day prior to the date of conversion shall be paid to such holder in cash by the corporation. All shares of \$3.125 Convertible Preferred Stock delivered to the corporation pursuant to this Section (6) shall be imprinted with a legend indicating such conversion, and such converted shares shall be held by the corporation. Converted shares of \$3.125 Convertible Preferred Stock shall not be transferred except to the corporation or to any subsidiary of the corporation. Converted shares of \$3.125 Convertible Preferred Stock shall not be further convertible into Common Stock of the corporation.

(k) In case of any consolidation or merger of the corporation with or into another person or in case of any sale or transfer to another person of the property of the corporation as an entirety or substantially as an entirety, then the holders of the \$3.125 Convertible Preferred Stock then outstanding shall have the right thereafter to convert such shares only into the kind and amount of shares of stock and other securities and property receivable upon or deemed to be held following such consolidation, merger, sale or transfer by a holder of a number of shares of the Common Stock of the corporation into which such shares of \$3.125 Convertible Preferred Stock might have been converted immediately prior to such consolidation, merger, sale or transfer. This provision shall similarly apply to successive consolidations, mergers, sales or transfers.

(l) The issuance of certificates for shares of Common Stock of the corporation upon the conversion of shares of \$3.125 Convertible Preferred Stock shall be made without charge to the converting stockholders for such certificates or for any tax in respect of the issuance of such certificates, and such certificates shall be issued in the respective names of, or in such names as may be directed by, the holders of the shares so converted; provided, however, that the corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name other than that of the holder of the shares converted, and the corporation shall not be required to issue or deliver any such certificate unless and until the person or

persons requesting the issuance thereof shall have paid to the corporation the amount of such tax or shall have established to the satisfaction of the corporation that such tax has been paid, and provided further, that the corporation shall not be required to pay or reimburse the holder for any income tax payable by such holder as a result of such issuance.

(m) In case:

(i) the corporation shall declare a dividend (or any other distribution) on the Common Stock payable otherwise than in cash out of its earned surplus; or

(ii) the corporation shall declare a special nonrecurring cash dividend on or a redemption of its Common Stock; or

(iii) the corporation shall authorize the granting to the holders of the Common Stock of rights or warrants to subscribe for or purchase any shares of capital stock of any class or of any other rights; or

(iv) the approval of any stockholders of the corporation shall be required in connection with any reclassification of the Common Stock of the corporation (other than a subdivision or combination of the outstanding shares of Common Stock), any consolidation or merger to which the corporation is a party or any sale or transfer of all or substantially all of the assets of the corporation; or

(v) of the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the corporation;

then the corporation shall cause to be filed at each office or agency maintained for the purpose of conversion of \$3.125 Convertible Preferred Stock, and shall cause to be mailed to the holders of record of the \$3.125 Convertible Preferred Stock, at their last addresses as they shall appear upon the stock books of the corporation, at least 10 days prior to the applicable record date hereinafter specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution, redemption, rights or warrants, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution, redemption, rights or warrants are to be determined, or (y) the date on which such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up (but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the corporate action required to be specified in such notice).

(n) The corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the shares of \$3.125 Convertible Preferred Stock, the full number of shares of Common Stock then issuable upon the conversion of all outstanding shares of \$3.125 Convertible Preferred Stock. For the purpose of this subsection (n), the full number of shares of Common Stock issuable upon the conversion of all outstanding shares of \$3.215 Convertible Preferred Stock shall be computed as if at the time of computation of such number of shares of Common Stock all outstanding shares of \$3.125 Convertible Preferred Stock were held by a single holder. The corporation shall from time to time, in accordance with the laws of the State of Delaware, increase the authorized amount of its Common Stock if at any time the authorized amount of its Common Stock remaining unissued shall not be sufficient to permit the conversion of all shares of \$3.125 Convertible Preferred Stock at the time outstanding. If any shares of Common Stock required to be reserved for issuance upon conversion of shares of \$3.125 Convertible Preferred Stock hereunder require registration with or approval of any governmental authority under any Federal or State law before such shares may be issued upon such conversion, the corporation will in good faith and as expeditiously as possible endeavor to cause such shares to be so registered or approved.

(7) Sinking Fund. The \$3.125 Convertible Preferred Stock shall not be entitled to any mandatory redemption or prepayment (except on liquidation, dissolution or winding up of the affairs of the corporation) or to the benefit of any sinking fund.

RESOLVED FURTHER, that, before the corporation shall issue any shares of the \$3.125 Convertible Preferred Stock, a certificate pursuant to Section 151 of the General Corporation Law of the State of Delaware, to be entitled a "Certificate of Designation," shall be made, executed, acknowledged, filed and recorded in accordance with the provisions of said Section 151; and that the proper officers of the corporation are hereby authorized and directed to do all acts and things which may be necessary or proper in their opinion to carry into effect the purposes and intent of this and the foregoing resolutions.

IN WITNESS WHEREOF, this Certificate of Designation has been made under the seal of the corporation and the hands of the undersigned, said Don M. Heep, Senior Vice President and Chief Financial Officer, and said Rand C. Schmidt, Corporate Secretary, respectively, of the corporation, this _____ day of March, 1994.

/s/ DON M. HEEP
Don M. Heep
Senior Vice President and
Chief Financial Officer

/s/ RAND C. SCHMIDT
Rand C. Schmidt
Corporate Secretary