

**NEW YORK STOCK EXCHANGE
LISTING AGREEMENT FOR VOTING TRUSTS**

The undersigned Voting Trustees (the "Trustees"), in consideration of the listing of the voting trust certificates covered by the accompanying application (the voting trust certificates), agree with the New York Stock Exchange (the "Exchange") as follows:

1. The trustees will maintain, in accordance with the requirements of the Exchange:

a. An office or agency where

(1) The voting trust certificates shall be transferable.

(2) Checks for dividends and other payments with respect to the voting trust certificates may be presented for immediate payment.

(3) The voting trust certificates if convertible will be accepted for conversion.

If the transfer book for the voting trust certificates should be closed permanently, the trustees will continue to split up voting trust certificates into certificates of smaller denominations in the same name so long as the voting trust certificates continue to be dealt in on the Exchange.

b. A registrar where the voting trust certificates shall be registerable. Such registrar shall be an organization not acting as transfer agent for the voting trust certificates.

2. The trustees will not appoint a transfer agent or registrar of, nor a Depositary with respect to, the voting trust certificates without prior notice to the Exchange, and the trustees will not appoint a registrar for the voting trust certificates unless such registrar, at the time of its appointment becoming effective, is qualified with the Exchange as a registrar for securities listed on the Exchange; nor will the trustees select an officer or director of the Corporation whose securities are covered by the voting trust certificates as a trustee under a mortgage or other instrument relating to a security of the Corporation listed on the Exchange.

3. The trustees will have on hand at all times a sufficient supply of certificates to meet the demands for transfer. If at any time the voting trust certificates do not recite the preferences of all classes of stock of the Corporation whose securities are covered by the voting trust certificates, the trustees will furnish to holders of the voting trust certificates, upon request and without charge, a printed copy of such preferences.

4. The trustees will publish immediately to the holders of any of the voting trust certificates any action taken by them with respect to dividends or to the allotment of rights to subscribe or to any rights or benefits pertaining to the ownership of the voting trust certificates and will give prompt notice to the Exchange of any such action; and will afford the holders of the voting trust certificates a proper period within which to record their interests and to exercise their rights; and will issue all such rights or benefits in form approved by the Exchange.

5. The trustees will not make any change in the form or nature of any of the voting trust certificates nor in the rights or privileges of the holders thereof, without having given twenty days' prior notice to the Exchange of the proposed change, and having made application for the listing of the voting trust certificates as changed if the Exchange shall so require.

6. The trustees will make application to the Exchange for the listing of additional amounts of voting trust certificates sufficiently prior to the issuance thereof to permit action in due course upon such application.

7. The trustees will notify the Exchange in advance of any extension of the voting trust agreement and will make such application to the Exchange as may be required (if any) for the listing of the extended voting trust certificates sufficiently prior to the extension of the voting trust agreement to permit action in due course upon such application.

8. The trustees will promptly notify the Exchange of action taken to fix a record date for holders of voting trust certificates, or to close the transfer books, for any purpose, and will take such action at such time as will permit giving the Exchange at least ten days' notice in advance of such record date or closing of the books.

By _____

Date _____