

652
\$25 par value (the "Preferred Stock"), of the Surviving Corporation, which Preferred Stock of the Surviving Corporation shall have the rights set forth in and shall be governed in accordance with the provisions of the Certificate of Incorporation. On the first date on which dividends are paid on the Preferred Stock of the Surviving Corporation, the holders of the Preferred Stock of the Surviving Corporation shall be paid an amount per share which shall equal (i) the accrued unpaid dividend on the Tidewater Preferred Stock from the last date to which dividends were paid on the Tidewater Preferred Stock to the Effective Date plus (ii) the dividend accrued on the Preferred Stock of the Surviving Corporation from the Effective Date to the first quarterly dividend payment date after the Effective Date, inclusive.

(e) Each option outstanding on the Effective Date for the purchase of shares of Tidewater Common Stock pursuant to Tidewater's Restricted Stock Option Plan shall upon the Effective Date be converted into and become an option to purchase, on the same terms and conditions (including protection against dilution), the largest number of whole shares of Common Stock of the Surviving Corporation which the holder of such option would have been entitled to receive had such option been exercised immediately prior to the Effective Date and had the shares purchased on such exercise been converted on the basis herein set forth.

4.2 As promptly as possible after the Effective Date, the Surviving Corporation will issue and deposit with a bank, to be designated by the Surviving Corporation, as exchange agent (the "Exchange Agent"), as agent for the holders of certificates for Tidewater Common Stock and Development Common Stock of record on the Effective Date (other than Getty Oil and Development) (i) a certificate for such number of shares of Common Stock of the Surviving Corporation, in the name and for the benefit of such holders as represent the whole shares (exclusive of any fractional interests) to which such holders shall be entitled, and (ii) a certificate for such number of whole shares of the Common Stock of the Surviving Corporation as shall represent the aggregate number of fractional interests to which such holders shall be entitled.

4.3 As soon as practicable after the Effective Date, each holder of any outstanding certificate or certificates theretofore representing shares of Tidewater Common Stock or Development Common Stock may surrender the same to the Exchange Agent and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of whole shares of Common Stock of the Surviving Corporation into which the shares of Tidewater Common Stock or Development Common Stock, as the case may be, theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered and subject to the provisions of Section 4.6 of this Agreement, each outstanding certificate which, prior to the Effective Date, represented Tidewater Common Stock or Development Common Stock shall not be transferable on the books of the Surviving Corporation, but shall be deemed, for all corporate purposes other than the payment of dividends and other distributions, to evidence ownership of the number of whole shares of Common Stock of the Surviving Corporation into which the shares of Tidewater Common Stock or Development Common Stock (which, prior to such Effective Date, were represented thereby) have been converted. Any dividend or other distribution paid by the Surviving Corporation in respect of the Common Stock of the Surviving Corporation, otherwise payable to the holder of such outstanding certificate, shall be paid to the Exchange Agent and no such dividend or other distribution payable in respect of the Common Stock of the Surviving Corporation shall be paid to the holder of such outstanding certificate until such certificate shall have been so surrendered to the Exchange Agent. Upon such surrender of such outstanding certificate, there shall be paid by the Exchange Agent to or at the direction of the holder of the certificate for Common Stock of the Surviving Corporation issued in exchange therefor the amount (without interest thereon) of all dividends or distributions which have theretofore become payable with respect to the number of whole shares of Common Stock of the Surviving Corporation represented by the certificate issued upon such surrender and exchange.