

ARTICLE OF AMENDMENT
AMBAC ASSURANCE CORPORATION



Pursuant to the authority and provisions of Chapters 611 and 180 of Wisconsin Statutes, the following Article of Amendment to the Restated Articles of Incorporation of Ambac Assurance Corporation, a Wisconsin stock insurance corporation (the "Corporation"), was duly approved by the Board of Directors of the Corporation at a meeting held on January 27, 2004:

The Restated Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

RESTATED
ARTICLES OF INCORPORATION OF
AMBAC ASSURANCE CORPORATION

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapters 611 and 180 of the Wisconsin Statutes supersede and take the place of the existing Articles of Incorporation and amendments thereto of the Corporation:

FIRST: The name of the Corporation is Ambac Assurance Corporation.

SECOND: The period of its existence is perpetual.

THIRD: The address of the initial registered office of the Corporation is 2 East Mifflin Street, Suite 600, Madison, Wisconsin 53703-2865, and the name of its registered agent at such address is Paul Croake, Esq., c/o DeWitt, Ross & Stevens S.C.

FOURTH: The purpose for which the Corporation is organized is the transaction of the following kinds of insurance pursuant to Wisconsin Administration Code Ins. 6.75(2)(g), to wit:

Surety Insurance (pursuant to Wisconsin Administrative Code Ins. 6.75(2)(g)) – to issue policies of insurance to provide for payment of loss arising out of failure to perform contracts or obligations.

In furtherance of the foregoing purpose, the Corporation shall have power:

(a) To invest its assets in any manner authorized by the laws of Wisconsin for investment of assets of Wisconsin insurance companies.

(b) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(c) To vote any and all securities held by it.

(d) To make contracts and incur liabilities.

(c) To conduct its business and exercise its powers granted in any state, territory, district or possession of the United States or in any foreign country.

(f) To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.

(g) To render investment advisory services.

The foregoing enumeration shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the Corporation by laws, or to limit or restrict the meaning of the general terms of the general powers of the Corporation.

FIFTH: The aggregate number of shares which the Corporation is authorized to have outstanding is 40,285,000 shares consisting of (i) 285,000 shares of Auction Market Preferred Shares of the par value of \$1,000 each (hereinafter called "AMPS"), and (ii) 40,000,000 shares of common stock of the par value of \$2.50 each (hereinafter called "Common Stock").

The shares of such classes shall have, the following express terms:

DIVISION A Express Terms of the AMPS

Section 1. Authorization. The AMPS may be issued from time to time in one or more series. All shares of AMPS shall be of equal rank and shall be identical, except in respect of the matters that may be fixed by the Board of Directors as hereinafter provided, and each share of each series shall be identical with all other shares of such series. Subject to the provisions of Sections 3 to 13, both inclusive, of this Division, which provisions shall apply to all AMPS, the Board of Directors (other than with respect to the series of AMPS designated in Section 2 of this Division except with respect to the establishment of a Reference Rate, an Initial Dividend Payment Date, an Initial Dividend Period and a Subsequent Dividend Period) hereby is authorized to cause such shares to be issued in one or more series and with respect to each such series prior to the issuance thereof to fix:

(a) The designation of the series, which may be by distinguishing number, letter or title;

(b) The number of shares of the series, which number the Board of Directors may (except where otherwise provided in the creation of the series) increase or decrease (but not below the number of shares thereof then outstanding);

(c) Restrictions on the issuance of shares of the same series or of any other class or series;

(d) The establishment of an Initial Dividend Payment Date, an Initial Dividend Period, a Reference Rate, a Reference Date and a Subsequent Dividend Period; and

(c) The relative preference of the AMPS vis-a-vis the common stock and other classes of shares of the Corporation.

The Board of Directors is authorized (other than with respect to the series of AMPS designated in Section 2 of this Division except with respect to the establishment of a Reference Rate, a Reference Date, an Initial Dividend Payment Date, an Initial Dividend Period and a Subsequent Dividend Period) to adopt from time to time amendments to the Articles of Incorporation fixing, with respect to each such series, the matters described in clauses (a) to (e), both inclusive, of this Section 1. A certificate representing each series of AMPS shall be in such form as may be approved by an authorized officer of the Corporation.

Section 2. Initial Series Designations. There shall be eight series of AMPS. The number of shares constituting each such series shall be 4,000. The series shall be designated as follows: "Series A Auction Market Preferred Shares," "Series B Auction Market Preferred Shares," "Series C Auction Market Preferred Shares," "Series D Auction Market Preferred Shares," "Series E Auction Market Preferred Shares," "Series F Auction Market Preferred Shares," "Series G Auction Market Preferred Shares" and "Series H Auction Market Preferred Shares."

Section 3. Definitions. Unless the context or use indicates another or different meaning or intent, the following terms shall have the following meanings, whether used in the singular or plural:

"ABC Securities" shall mean each of the Asset Backed Capital Commitment Securities issued by Dutch Harbor Finance Sub-Trust I, II, III, IV, V, VI, VII or VIII, or all such series, as the context requires, each a series of Dutch Harbor Finance Master Trust, a Delaware business trust.

"Affiliate," as to any person, shall mean any Person controlled by, in control of, or under common control with, such Person.

"Agent Member" shall mean a member of the Securities Depository that will act on behalf of an Existing Holder of any AMPS or a Potential Holder that is identified as such in such Holder's Purchaser's Letter.

"AMPS" shall mean any series, or all series, as the context requires, of the Auction Market Preferred Shares created by this Article Fifth.

"Articles" shall mean these Articles of Incorporation.

"Auction" shall mean a periodic implementation of the Auction Procedures.

"Auction Agent" shall mean The Bank of New York unless and until (i) another commercial bank or trust company duly organized under the laws of the United States of America and/or any state or territory thereof, having its principal place of business in New York, New York, and having a combined capital stock surplus and undivided profits of at least US\$15,000,000, or (ii) a member of the National Association of Securities Dealers, Inc., having a capitalization of at least US\$15,000,000, and in either case authorized by law to perform all the

duties imposed on it under the Auction Agreement and appointed by the Corporation, enters into an agreement with the Corporation to follow the Auction Procedures for the purpose of determining the Auction Rate and to act as transfer agent, registrar or dividend disbursing agent for the AMPS.

“Auction Agent Agreement” shall mean the agreement entered into between the Corporation and the Auction Agent and any similar agreement with a successor Auction Agent, which provides, among other things, that the Auction Agent will follow the Auction Procedures for the purpose of determining the Auction Rate.

“Auction Date,” for each Dividend Period of a series of AMPS (other than the Initial Dividend Period), shall mean the last Business Day of the immediately preceding Dividend Period.

“Auction Procedures” means the procedures for conducting Auctions set forth in Section 11.

“Auction Rate” shall mean, as to each share of AMPS, the rate per annum at which a Dividend shall be payable on such share of AMPS for any Dividend Period.

“Broker-Dealer” shall mean any broker-dealer, or other entity permitted by law (i) to perform the functions required of a broker-dealer in the Auction Procedures, (ii) that is a member of, or a participant in, the Securities Depository and (iii) that has been selected by the Corporation and has entered into a Broker-Dealer Agreement with the Auction Agent that remains effective.

“Broker-Dealer Agreement” shall mean an agreement between the Auction Agent and a Broker-Dealer pursuant to which such Broker-Dealer agrees to follow the Auction Procedures.

“Business Day” shall mean a day on which the New York Stock Exchange is open for trading and which is not a Saturday, Sunday or any other day on which the banks in The City of New York, New York are authorized or obligated by law to close.

“By-Laws” shall mean the By-Laws of the Corporation.

“Date of Original Issue” means, for each series of AMPS, the first Business Day after the Initial Auction Date for the respective series of AMPS.

“Default Period” shall have the meaning given to such term in Section 7(c).

“Dividend” shall mean a payment made by the Corporation to a Holder of AMPS.

“Dividend Payment Date” shall mean the first Business Day following the last day of each Dividend Period applicable to a series of AMPS.

“Dividend Period” shall mean the Initial Dividend Period and each Subsequent Dividend Period for each series of AMPS.

“Existing Holder” shall mean any person who is listed as the owner of any AMPS on the records of the Auction Agent at the close of business on the Business Day prior to such Auction.

“Holder” shall mean a Person identified as a holder of record of shares of AMPS in the Register.

“Initial Auction Date” for a series of AMPS, shall mean the first Auction Date with respect to the corresponding ABC Securities immediately following the Corporation’s exercise of its right under a Put Agreement.

“Initial Dividend Payment Date” shall mean, for each series of AMPS, such date as shall be determined by the Board of Directors prior to the issuance of such AMPS, provided that (i) such date is a standard date for the AMPS market and (ii) such day is a Business Day.

“Initial Dividend Period” shall mean, for each series of AMPS, the period from and including such series’ Date of Original Issue to and excluding the Initial Dividend Payment Date.

“Initial Dividend Rate” for each series of AMPS, shall equal the rate determined with respect to the corresponding ABC Securities on the Initial Auction Date of the AMPS.

“Liquidation Preference” shall have the meaning given to such term in Section 6.

“Maximum Rate” shall mean the maximum dividend rate that can result from an Auction. The Maximum Rate on any date of determination shall mean the rate (expressed as a percentage rounded to the nearest one one-thousandth (.001) of 1.000%) that is equal to the sum of (A) Reference Rate in effect as of the end of the Business Day prior to the Auction Date for the applicable Dividend Period, plus (B)(1) if the claims paying ability or insurer financial strength of the Corporation is rated “Aaa-” and “AAA” by Moody’s and Standard & Poor’s, respectively, then 1.00%; or (2) if the claims paying ability or insurer financial strength of the Corporation is rated “Aa1” or “AA+” or lower by Moody’s and Standard & Poor’s, respectively, then 2.00%.

“Moody’s” shall mean Moody’s Investors Services, Inc. and its successors.

“Outstanding” shall mean, as of any date and for any series of AMPS, AMPS theretofore issued by the Corporation except, without duplication, (i) any AMPS theretofore cancelled or delivered to the Auction Agent for cancellation, (ii) any AMPS as to which the Corporation or any Affiliate thereof (including any Affiliate that is a Broker-Dealer) shall be the owner or (iii) any AMPS represented by any certificate in lieu of which a new certificate has been executed and delivered by the Corporation.

“Person” shall mean and shall include an individual, a partnership, a limited liability company, a corporation, a trust, an unincorporated association, a joint venture or other entity or a government or any agency or political subdivision thereof.

“Potential Holder” shall mean any person, including any Existing Holder, who may be interested in acquiring any AMPS (or, in the case of an Existing Holder, additional AMPS).

“Purchaser’s Letter” shall mean a letter addressed to the Corporation, the Auction Agent and a Broker-Dealer in which a Person agrees, among other things, to offer to purchase, purchase, offer to sell and/or sell any AMPS as set forth in the Auction Procedures.

“Put Agreement” shall mean each put option agreement, between the Corporation and each of Dutch Harbor Finance Master Trust, on behalf of its Sub-Trust I, II, III, IV, V, VI, VII or VIII, respectively.

“Redemption Date” shall mean the date on which the Corporation redeems shares of AMPS from the Holders of such AMPS.

“Redemption Price” shall mean the price paid by the Corporation for shares of AMPS redeemed on any Redemption Date, as determined in accordance with Section 5.

“Reference Rate” shall mean, for each series of AMPS, an interest rate selected by the Board of Directors prior to the issuance of such AMPS; provided that such rate shall be a standard rate for the AMPS market for securities with an equivalent Dividend Period.

“Register” means the register of Holders maintained on behalf of the Corporation by the Auction Agent or any other Person in its capacity as transfer agent and registrar for the AMPS.

“Securities Depository” means The Depository Trust Company or any successor company or other entity selected by the Corporation as securities depository for the AMPS that agrees to follow the procedures required to be followed by such securities depository in connection with the AMPS.

“Standard & Poor’s” means Standard & Poor’s Rating Services and its successors.

“Subsequent Dividend Period” shall mean, for each series of AMPS, the period commencing on and including the Dividend Payment Date for such series of AMPS for the preceding Dividend Period for such series of AMPS and ending on and including a number of days (the “Reference Date”) determined by the Board of Directors prior to the issuance of such series of AMPS, which Reference Date shall be a standard period for the AMPS market; provided that, if the Reference Date is not a Business Day, the Subsequent Dividend Period for such series of AMPS will continue to but not include the next Business Day, in which case the next Subsequent Dividend Period for such series of AMPS will end on the next Reference Date following the date on which the preceding Dividend Period for such series of AMPS would have ended if such normally scheduled date had been a Business Day.

Section 4. Dividends.

(a) General. Subject to a Maximum Rate for each Subsequent Dividend Period, Holders of the outstanding AMPS of any series, in preference to the holders of common

stock and of any other class of shares ranking junior to the AMPS, shall be entitled to receive out of any funds legally available therefor when, as and if declared by the Board of Directors of the Corporation or a duly authorized committee thereof, cash Dividends at a rate per share equal to the Auction Rate determined for such series of AMPS for the respective Dividend Period. Dividends on the AMPS will accrue from the Date of Original Issue. Auctions for each Dividend Period will be held on each Auction Date.

(i) So long as any AMPS shall be outstanding, no dividends, except dividends payable in common stock or other shares ranking junior to the AMPS, shall be paid or declared or any distribution be made on the common stock or any other shares ranking junior to the AMPS, nor shall any common stock be purchased, retired or otherwise acquired by the Corporation, unless all accrued and unpaid Dividends on the AMPS for the then current Dividend Period shall have been declared and paid or a sum sufficient for payment thereof set apart; provided that, dividends on the Common Stock may be made at all times for the purpose of, and only in such amounts as are necessary for, enabling Ambac Financial Group, Inc. or any successor thereto (i) to service its indebtedness for borrowed money as such payments become due or (ii) to pay its operating expenses; provided, that no such dividends may be applied towards the payment of, or setting apart a sum sufficient for the payment of, any accrued and unpaid dividends on the common stock of Ambac Financial Group, Inc. unless all accrued and unpaid Dividends on the AMPS for the then current Dividend Period shall have been declared and paid or a sum sufficient for payment thereof shall have been set apart.

(ii) No dividends may be paid upon or declared or set apart for any series of the Corporation's preferred stock ranking on parity as to Dividends with the AMPS for any Dividend Period unless at the same time a like proportionate dividend for the same Dividend Period, ratable in proportion to the respective Auction Rates fixed therefor, shall be paid upon or declared and set apart for all of the series of the Corporation's preferred stock ranking on parity as to Dividends with the AMPS then issued and outstanding and entitled to receive such dividends.

(iii) If Dividends are not paid in full upon the AMPS or dividends on any other capital stock of the Corporation ranking on a parity as to Dividends with the AMPS, Dividends may be declared upon shares of the AMPS and any other such parity shares, but only if such Dividends are declared pro rata so that the amount of Dividends declared per share on the AMPS and such other shares shall in all cases bear to each other the same ratio that the amount of accrued but unpaid Dividends per share on the shares of the AMPS and such other parity shares bear to each other.

(iv) Dividends (or amounts equal to accrued and unpaid Dividends) due and payable on a series of AMPS with respect to a Dividend Period will be computed by multiplying the applicable Auction Rate by a fraction, the numerator of which shall be the number of days in the Dividend Period and the denominator of which shall be 360 and multiplying the amount so obtained by \$25,000.

(v) Dividends shall be non-cumulative; provided, that Dividends shall be cumulative during such period of time commencing on the first day of any Dividend

Period in which dividends on the Common Stock have been made pursuant to (i) above while all accrued and unpaid Dividends on the AMPS for the then current Dividend Period shall not be declared and paid on the respective Dividend Payment Date or a sum sufficient for payment thereof shall not have been set apart and ending on the date that all accumulated and unpaid Dividends have been declared and paid or a sum sufficient for payment thereof shall have been set apart.

(vi) Each Dividend shall be payable to the Holder or Holders of record of a series of AMPS as of the opening of business on the Business Day immediately preceding the applicable Dividend Payment Date for such series. So long as the AMPS are held of record by the nominee of the Securities Depository, Dividends will be paid to the nominee of the Securities Depository on each Dividend Payment Date for each respective series. The Securities Depository will credit the accounts of the Agent Members of Existing Holders of the AMPS in accordance with the Securities Depository's normal procedures, which provide for payment in same-day funds. The Agent Member of an Existing Holder will be responsible for holding or disbursing such payments to such Existing Holder in accordance with the instructions of such Existing Holder.

(b) Rate. The Initial Dividend Rate for the Initial Dividend Period for each series of AMPS shall be the rate per annum resulting from the Auction held on the Initial Auction Date for each respective series. Thereafter, the Auction Rate for each Subsequent Dividend Period for each series of AMPS shall be the rate per annum that the Auction Agent advises the Corporation has resulted from implementation of the Auction Procedures for the respective series.

(c) Fractional Shares. No fractional shares of AMPS shall be issued.

Section 5. Redemption.

(a) The Corporation may from time to time redeem all or any part of a series of AMPS outstanding as of a Redemption Date; provided that the Corporation will redeem all of a series of AMPS, if after giving effect to a partial redemption, the aggregate Liquidation Preference of AMPS outstanding immediately after such partial redemption would be less than \$25 million. The Redemption Price shall be an amount equal to the aggregate liquidation preference of the AMPS redeemed plus all Dividends declared but unpaid on such AMPS as of the Redemption Date for the then current Dividend Period.

(b) Notice of every such redemption shall be mailed, postage prepaid, to the Holders of the AMPS to be redeemed at their respective addresses then appearing on the Register, not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for such redemption. At any time before or after a notice of redemption has been given, the Corporation may deposit the aggregate Redemption Price of the AMPS to be redeemed with any bank or trust company in Milwaukee, Wisconsin or New York, New York, having capital and surplus of more than \$5,000,000, named in such notice, directed to be paid to the respective Holders of the AMPS to be redeemed, in amounts equal to the Redemption Price of all shares of AMPS to be redeemed, on surrender of the stock certificate or certificates held by such Holders,

and upon the making of such deposit such Holders shall cease to be shareholders with respect to such shares, and after such notice shall have been given and such deposit shall have been made, such Holders shall have no interest in or claim against the Corporation with respect to such shares except only to receive such money from such bank or trust company without interest.

(c) If the Holders of the shares of AMPS which shall have been called for redemption shall not, within ten (10) years after such deposit, claim the amount deposited for the redemption thereof, any such bank or trust company shall, upon demand, pay over to the Corporation such unclaimed amounts and thereupon such bank or trust company and the Corporation shall be relieved of all responsibility in respect thereof and to such Holders.

(d) Any shares of AMPS which are redeemed by the Corporation pursuant to this Section 5 shall be canceled and resume the status of authorized and unissued shares of preferred stock without serial designation.

Section 6. Liquidation Preference.

(a) In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, Holders will be entitled to receive an amount (the "Liquidation Preference") per share plus declared and unpaid Dividends thereon to and including the date such Liquidation Preference is paid. The AMPS shall have a Liquidation Preference per AMPS of \$25,000. Payment of the Liquidation Preference will be made on the first Dividend Payment Date after the Board of Directors approves the liquidation of the Corporation.

(b) In the event that, upon any such voluntary or involuntary dissolution, liquidation or winding up, the available assets of the Corporation are insufficient to pay the amount of the liquidating distributions on all outstanding AMPS, then the Holders shall share in any such distribution of assets on a pro rata basis. Unless and until payment in full has been made to the Holders of the AMPS and to holders of all shares of other classes or series ranking on a parity with the AMPS upon liquidation of the liquidating distributions to which they are entitled, upon liquidation, dissolution or winding up of the Corporation, no dividends or distributions may be made to the holders of the common stock or on any other class or series of capital stock ranking junior to the AMPS upon liquidation and no purchase, redemption or other acquisition for any consideration by the Corporation may be made in respect of such stock or any such parity shares. After any payment of the full amount of the liquidating distributions to which they are entitled, the Holders of AMPS will have no right or claim to any of the remaining assets of the Corporation.

(c) The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 6.

(d) A dividend or distribution of all or substantially all of the assets of the Corporation to the holders of the Corporation's common stock or a repurchase or redemption of

all or substantially all of the common stock of the Corporation shall be deemed to be a dissolution, liquidation or winding up of the Corporation for purposes of this Section 6.

Section 7. Voting Rights.

(a) Except as set forth herein, the Holders of AMPS shall have no special voting rights and their consent shall not be required for taking any corporate action.

(b) The affirmative vote of the Holders of at least two-thirds of the AMPS at the time outstanding, given in person or by proxy at a meeting called for the purpose at which the Holders of AMPS shall vote separately as a class, shall be necessary to effect any one or more of the following:

(i) any amendment, alteration or repeal of any of the provisions of the Articles or the By-Laws that would adversely affect the rights or preferences of the Holders of AMPS (including without limitation the issuance of any equity securities of the Corporation senior to the AMPS with respect to the right to receive dividends or distribution upon a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation); provided, however, that for purposes of this Section 7, neither an amendment to these Articles or the By-Laws so as to authorize or create, or to increase the authorized or outstanding amount of, AMPS or of any shares of any class ranking on a parity with or junior to the AMPS, nor an amendment to these Articles or the By-Laws so as to increase the number of Directors of the Corporation shall be deemed to adversely affect the rights or preferences of the Holders of AMPS; provided, further, that if such amendment, alteration or repeal affects adversely the rights or preferences of one or more but not all of the series of AMPS at the time outstanding, only the affirmative vote of the holders of at least two-thirds of the number of the shares at the time outstanding of the series so affected shall be required; and

(ii) the purchase or redemption of less than all of a series of AMPS then outstanding, except in accordance with a stock purchase offer made to all Holders of record of such series of AMPS, unless all Dividends upon all AMPS then outstanding for all previous Dividend Periods have been declared and paid or funds therefor set apart.

(c) If the Corporation has failed to pay Dividends in full on the AMPS for six consecutive Dividend Payment Dates or funds sufficient to pay such dividends in full shall not have been deposited with the auction agent, the authorized number of members of the Board of Directors shall automatically be increased by two and the holders of record of the AMPS, voting as a single class, will be entitled to fill the vacancies so created by electing two additional directors (the "Preferred Stock Directors"), subject to Wisconsin regulatory approval. The meeting to elect the Preferred Stock Directors shall be held no more than 60 days from the date on which the sixth dividend payment is not paid. The terms of the Preferred Stock Directors shall cease upon the Corporation paying dividends in full on four consecutive Dividend Payment Dates and, at such time, such Preferred Stock Directors will cease to serve on the Corporation's Board of Directors without any further action on the part of the Board of Directors or the holders of the AMPS.

Section 8. Conversion. The AMPS may not be converted into Common Stock.

Section 9. Notice. All notices or communications, unless otherwise specified in these Articles of Incorporation, shall be sufficiently given if in writing and delivered in person, mailed by first-class mail, postage prepaid, or transmitted by facsimile, email or any other standard form of written telecommunication to a Holder of AMPS at the address of such Holder set forth in the Register. Notice shall be deemed given on the earlier of the date received or the date seven days after which such notice is mailed.

Section 10. Transfer Restrictions. The AMPS may only be sold or otherwise transferred in accordance with the restrictions set forth in the legend attached hereto as Appendix A, as such legend may be modified from time to time by any authorized officer of the Corporation.

Section 11. Other Rights of Holders of AMPS. Unless otherwise required by law, the Holders of AMPS shall not have any rights other than as set forth in these Articles.

Section 12. Auction Procedures.

(a) Certain definitions. The following procedures shall apply equally and separately to each series of AMPS. As used in this Section 12, the following terms shall have the following meanings, unless the context otherwise requires:

(i) "Available AMPS" shall have the meaning specified in Section 12(e)(i) below.

(ii) "Bid" shall have the meaning specified in Section 12(b)(i) below.

(iii) "Bidder" shall have the meaning specified in Section 12(b)(i) below.

(iv) "Hold Order" shall have the meaning specified in Section 12(b)(i) below.

(v) "Order" shall have the meaning specified in Section 12(b)(i) below.

(vi) "Sell Order" shall have the meaning specified in Section 12(b)(i) below.

(vii) "Submission Deadline" shall have the meaning set forth in Section 12(b)(i) below.

(viii) "Submitted Bid" shall have the meaning set forth in Section 12(d)(i) below.

(ix) "Submitted Hold Order" shall have the meaning specified in Section 12(d)(i) below.

(x) "Submitted Order" means any Submitted Bid, any Submitted Hold Order or any Submitted Sell Order.

(xi) "Submitted Sell Order" shall have the meaning specified in Section 12(d)(i) below.

(xii) "Sufficient Clearing Bids" shall have the meaning specified in Section 12(e)(i) below.

(xiii) "Winning Bid Rate" shall have the meaning specified in Section 12(e)(ii) below.

(b) Orders by Existing Holders and Potential Holders.

(i) Prior to 1:00 p.m. New York City time on each Auction Date or such other time on any Auction Date by which the Broker-Dealers are required to submit Orders to the Auction Agent as specified by the Auction Agent from time to time (the "Submission Deadline");

(A) each Existing Holder of AMPS may submit to the Broker-Dealers an order, by telephone or otherwise, consisting of information as to:

(1) the liquidation preference of outstanding AMPS, if any, held by such Existing Holder which such Existing Holder desires to continue to hold without regard to the Auction Rate for the next succeeding Dividend Period (a "Hold Order");

(2) the liquidation preference of outstanding AMPS held by such Existing Holder, if any, which such Existing Holder offers to sell if the Auction Rate for the next succeeding Dividend Period shall be less than the rate per annum specified by such Existing Holder (a "Bid"); or

(3) the liquidation preference of outstanding AMPS, if any, held by such Existing Holder which such Existing Holder offers to sell without regard to the Auction Rate for the next succeeding Dividend Period (a "Sell Order"); and

(B) the Broker-Dealers may contact Potential Holders by telephone or otherwise to determine the liquidation preference of AMPS which each such Potential Holder offers to purchase if the Auction Rate for the next succeeding Dividend Period is not less than the Bid specified by such Potential Holder.

For the purposes hereof, the communication to a Broker-Dealer of information referred to in clause (A) or (B) of this Section 12(b)(i) is hereinafter referred to as an "Order" and collectively as "Orders." Each Existing Holder and each Potential Holder placing an Order is hereinafter referred to as a "Bidder" and collectively as "Bidders."

(ii) (A) Subject to the provisions described below under "Validity of Orders," a Bid by an Existing Holder will constitute an irrevocable offer to sell:

(1) the liquidation preference of AMPS specified in such Bid if the Auction Rate is less than the rate specified in such Bid; or

(2) such liquidation preference or a lesser liquidation preference of AMPS to be determined as set forth in subparagraph (ii) (D) under "Acceptance and Rejection of Orders," if the Auction Rate is equal to the rate specified in such Bid.

Subject to the provisions described below under "Validity of Orders," a Sell Order by an Existing Holder will constitute an irrevocable offer to sell the liquidation preference of outstanding AMPS specified in such Sell Order.

(B) Subject to the provisions described below under "Validity of Orders," a Bid by a Potential Holder will constitute an irrevocable offer to purchase:

(1) the liquidation preference of AMPS specified in such Bid if the Auction Rate is higher than the rate specified in such Bid; or

(2) such liquidation preference or a lesser liquidation preference of AMPS as set forth in subparagraph (ii) (E) under "Acceptance and Rejection of Orders," if the Auction Rate is equal to the rate specified in such Bid.

If any rate specified in any Bid contains more than three figures to the right of the decimal point, the Auction Agent will round such rate down to the next highest one-thousandth (0.001) of 1.000%.

If an Order or Orders covering all outstanding AMPS held by any Existing Holder is not submitted to the Auction Agent prior to the Submission Deadline for any reason, including the failure of a Broker-Dealer to submit such Existing Holder's Order to the Auction Agent prior to the Submission Deadline, the Auction Agent will deem a Hold Order to have been submitted on behalf of such Existing Holder covering the liquidation preference of outstanding AMPS held by such Existing Holder and not subject to an Order submitted to the Auction Agent.

(c) Validity of Orders.

(i) If any Existing Holder submits through a Broker-Dealer to the Auction Agent one or more Orders covering in the aggregate more than the liquidation preference of outstanding AMPS actually held by such Existing Holder, such Orders will be considered valid as follows and in the order of priority set forth below:

(A) all Hold Orders will be considered valid, but only up to and including, in the aggregate, the liquidation preference of AMPS actually held by such Existing Holder, and if the aggregate liquidation preference of AMPS subject to such Hold Orders exceeds the aggregate liquidation preference of AMPS actually held by such Existing Holder, the aggregate liquidation preference

of AMPS subject to each such Hold Order will be reduced pro rata to cover the aggregate liquidation preference of AMPS actually held by such Existing Holder;

(B) (1) any Bid will be considered valid up to and including the excess of the liquidation preference of AMPS actually held by such Existing Holder over the aggregate liquidation preference of AMPS subject to any Hold Orders referred to in paragraph (A) above;

(2) subject to subparagraph (1) above, if more than one Bid with the same rate is submitted on behalf of such Existing Holder and the aggregate liquidation preference of AMPS subject to such Bids is greater than such excess, such Bids will be considered valid up to and including the amount of such excess and the liquidation preference of AMPS subject to each Bid with the same rate will be reduced pro rata to cover the liquidation preference of AMPS equal to such excess;

(3) subject to subparagraphs (1) and (2) above, if more than one Bid with different rates is submitted on behalf of such Existing Holder, such Bids will be considered valid first in the ascending order of their respective rates until the highest rate is reached at which such excess exists and then at such rate up to and including the liquidation preference of such excess; and

(4) in any event, the aggregate liquidation preference of AMPS, if any, subject to Bids not valid under this paragraph (B) will be treated as the subject of a Bid by a Potential Holder at the rate therein specified; and

(C) all Sell Orders will be considered valid up to and including the excess of the aggregate liquidation preference of AMPS actually held by such Existing Holder over the aggregate liquidation preference of AMPS subject to Hold Orders referred to in paragraph (A) above and valid Bids referred to in paragraph (B) above.

If more than one Bid for AMPS is submitted on behalf of any Potential Holder, each Bid submitted will be a separate Bid with the rate and amount therein specified. Any Bid or Sell Order submitted by an Existing Holder not equal to an integral multiple of the liquidation preference of each share of the AMPS Security will be rejected and be deemed a Hold Order. Any Bid submitted by a Potential Holder not equal to an integral multiple of the liquidation preference of AMPS will be rejected. Any Order submitted in an Auction by a Broker-Dealer to the Auction Agent prior to the Submission Deadline on any Auction Date shall be irrevocable.

(d) Submission of Orders by Broker-Dealers to Auction Agent.

(i) Each Broker-Dealer shall submit in writing or through the Auction Agent's auction processing system to the Auction Agent, prior to the Submission Deadline on each Auction Date, all Orders obtained by such Broker-Dealer and specifying with respect to each Order:

- (A) the name of the Bidder placing such Order;
- (B) the aggregate liquidation preference of AMPS that are the subject of such Order;
- (C) to the extent that such Bidder is an Existing Holder:
 - (1) the aggregate liquidation preference of AMPS subject to any Hold Order placed by such Existing Holder (each, a "Submitted Hold Order");
 - (2) the aggregate liquidation preference of AMPS subject to any Bid placed by such Existing Holder and the rate specified in such Bid (each, a "Submitted Bid"); and
 - (3) the aggregate liquidation preference of AMPS subject to any Sell Order placed by such Existing Holder (each, a "Submitted Sell Order"); and
- (D) to the extent such Bidder is a Potential Holder the rate specified in such Potential Holder's Bid.

(ii) If any rate specified in any Bid contains more than three figures to the right of the decimal point, the Auction Agent shall round such rate down to the next one-thousandth (.001) of 1.000%.

(iii) If an Order or Orders covering the aggregate liquidation preference of AMPS held by an Existing Holder are not submitted to the Auction Agent prior to the Submission Deadline for any reason, including the failure of a Broker-Dealer to contact such Existing Holder or to submit such Existing Holder's Order to the Auction Agent, the Auction Agent shall deem a Hold Order to have been submitted on behalf of such Existing Holder covering the liquidation preference of the AMPS held by such Existing Holder and not subject to Orders submitted to the Auction Agent.

(iv) If one or more Orders on behalf of an Existing Holder covering in the aggregate more than the liquidation preference of the AMPS actually held by such Existing Holder are submitted to the Auction Agent, such Orders shall be considered valid as follows and in the following order of priority:

(A) all Hold Orders submitted on behalf of such Existing Holder shall be considered valid, but only up to and including in the aggregate the liquidation preference of the AMPS actually held by such Existing Holder, and, if the liquidation preference of AMPS subject to such Hold Orders exceeds the liquidation preference of AMPS actually held by such Existing Holder, the liquidation preference of AMPS subject to each such Hold Order shall be reduced pro rata to cover the liquidation preference of the AMPS actually held by such Existing Holder;

(B) (1) any Bid submitted on behalf of such Existing Holder shall be considered valid up to and including the excess of the liquidation preference of the AMPS actually held by such Existing Holder over the liquidation preference of the AMPS subject to any Hold Order referred to in subparagraph (A) above,

(2) subject to Section 12(d)(iv)(B)(1), if more than one Bid with the same rate is submitted on behalf of such Existing Holder and the aggregate liquidation preference of the AMPS subject to such Bids is greater than such excess, such Bids shall be considered valid up to the amount of such excess, and the liquidation preference of the AMPS subject to each Bid with the same rate shall be reduced pro rata to cover the liquidation preference of the AMPS equal to such excess,

(3) subject to Sections 12(d)(iv)(B)(1) and (2), if more than one Bid with different rates is submitted on behalf of such Existing Holder, such Bids shall be considered valid first in the ascending order of their respective rates until the highest rate is reached at which such excess exists and then at such rate up to and including the liquidation preference of such excess, and

(4) in any such event, the number, if any, of such AMPS subject to Bids not valid under Section 12(d)(iv)(B) shall be treated as the subject of a Bid by a Potential Holder; and

(C) all Sell Orders shall be considered valid but only up to and including in the aggregate the excess of the liquidation preference of the AMPS actually held by such Existing Holder over the liquidation preference of the AMPS subject to Hold Orders referred to in Section 12(d)(iv)(A) and valid Bids referred to in Section 12(d)(iv)(B).

(v) If more than one Bid is submitted on behalf of any Potential Holder, each Bid submitted shall be a separate Bid with the rate and liquidation preference of the AMPS therein specified.

(e) Determination of Sufficient Clearing Bids, Winning Bid Rate and Auction

Rate.

(i) Not earlier than the Submission Deadline on each Auction Date, the Auction Agent will assemble all valid Submitted Orders and will determine the excess of the total liquidation preference of AMPS on such Auction Date over the sum of the aggregate liquidation preference of AMPS subject to Submitted Hold Orders (such excess being hereinafter referred to as the "Available AMPS"), and whether Sufficient Clearing Bids have been made in the Auction. "Sufficient Clearing Bids" will have been made if the number of AMPS that are the subject of Submitted Bids by Potential Holders specifying rates not higher than the applicable Maximum Rate equals or exceeds the number of AMPS that are the subject of Submitted Sell Orders (including the number of

AMPS subject to Bids by Existing Holders specifying rates higher than the applicable Maximum Rate).

(ii) If Sufficient Clearing Bids have been made, the Auction Agent will determine the lowest rate specified in the Submitted Bids (the "Winning Bid Rate") which, taking into account the rates in the Submitted Bids of Existing Holders, would result in Existing Holders continuing to hold an aggregate amount of AMPS which, when added to the amount of AMPS to be purchased by Potential Holders, based on the rates in their Submitted Bids, would equal not less than the liquidation preference of Available AMPS. In such event, the Winning Bid Rate will be the Auction Rate for the next succeeding Dividend Period.

(iii) If Sufficient Clearing Bids have not been made (other than because all of the outstanding AMPS are subject to Submitted Hold Orders), the Auction Rate will be the Maximum Rate for the next succeeding Dividend Period. In such case, Existing Holders delivering Submitted Sell Orders may not be able to sell in the Auction all or any of their AMPS subject to such Sell Orders. Thus, under certain circumstances, Existing Holders may not be able to liquidate their investment.

(iv) If all of the Existing Holders indicate a desire to hold all of the AMPS of a Series without regard to the Auction Rate, the Auction Rate payable on such AMPS for the next Dividend Period will be a percentage (as selected by the Board of Directors prior to the issuance of the AMPS) of the Reference Rate in effect as of the end of the Auction Date.

(f) Acceptance and Rejection of Orders.

(i) Existing Holders will continue to hold the liquidation preference of AMPS that are subject to Submitted Hold Orders and, based on the determination made as described under Section 12(c), Submitted Bids and Submitted Sell Orders will be accepted or rejected and the Auction Agent will take such other action as set forth below.

(ii) If Sufficient Clearing Bids have been made, all Submitted Sell Orders will be accepted and, subject to the discretion of the Auction Agent to round and allocate certain AMPS as described below, Submitted Bids will be accepted or rejected as follows in the following order of priority and all other Submitted Bids shall be rejected:

(A) Existing Holders' Submitted Bids specifying any rate that is higher than the Winning Bid Rate will be accepted, thus requiring each such Existing Holder to sell the aggregate liquidation preference of AMPS subject to such Submitted Bids;

(B) Existing Holders' Submitted Bids specifying any rate that is lower than the Winning Bid Rate will be rejected, thus entitling each such Existing Holder to continue to hold the aggregate liquidation preference of AMPS subject to such Submitted Bids;

(C) Potential Holders' Submitted Bids specifying any rate that is lower than the Winning Bid Rate will be accepted;

(D) Each Existing Holder's Submitted Bids specifying a rate that is equal to the Winning Bid Rate will be rejected, thus entitling each such Existing Holder to continue to hold the aggregate liquidation preference of AMPS subject to such Submitted Bid, unless the aggregate liquidation preference of AMPS subject to all such Submitted Bids is greater than the liquidation preference of AMPS (the "remaining amount") equal to the excess of the Available AMPS over the aggregate liquidation preference of AMPS subject to Submitted Bids described in subparagraphs (B) and (C) above, in which event such Submitted Bid of such Existing Holder will be rejected in part, and such Existing Holder will be entitled to continue to hold the liquidation preference of AMPS subject to such Submitted Bid, but only in a liquidation preference equal to the aggregate liquidation preference of AMPS obtained by multiplying the remaining amount by a fraction, the numerator of which is the liquidation preference of AMPS held by such Existing Holder subject to such Submitted Bid and the denominator of which is the sum of the liquidation preference of outstanding AMPS subject to such Submitted Bids made by all such Existing Holders that specified a rate equal to the Winning Bid Rate; and

(E) Each Potential Holder's Submitted Bid specifying a rate that is equal to the Winning Bid Rate will be accepted but only in a liquidation preference equal to the liquidation preference of AMPS obtained by multiplying the excess of the aggregate liquidation preference of Available AMPS over the aggregate liquidation preference of AMPS subject to Submitted Bids described in subparagraphs (B), (C) and (D) above by a fraction, the numerator of which is the aggregate liquidation preference of AMPS subject to such Submitted Bid and the denominator of which is the sum of the liquidation preference of AMPS subject to Submitted Bids made by all such Potential Holders that specified a rate equal to the Winning Bid Rate.

(iii) If Sufficient Clearing Bids have not been made (other than because all of the AMPS are subject to Submitted Hold Orders), subject to the discretion of the Auction Agent to round and allocate certain AMPS as described below, Submitted Orders will be accepted or rejected as follows in the following order of priority and all other Submitted Bids shall be rejected:

(A) Existing Holders' Submitted Bids specifying any rate that is equal to or lower than the applicable Maximum Rate will be rejected, thus entitling each such Existing Holder to continue to hold the aggregate liquidation preference of AMPS subject to such Submitted Bids;

(B) Potential Holders' Submitted Bids specifying any rate that is equal to or lower than the applicable Maximum Rate will be accepted, thus requiring such Potential Holders to purchase the aggregate liquidation preference of AMPS subject to such Submitted Bids; and

(C) Each Existing Holder's Submitted Bids specifying any rate that is higher than the applicable Maximum Rate and the Submitted Sell Order of each Existing Holder will be accepted, thus entitling each Existing Holder that submitted any such Submitted Bid or Submitted Sell Order to sell the AMPS subject to such Submitted Bid or Submitted Sell Order, but in both cases only in a liquidation preference equal to the aggregate liquidation preference of AMPS obtained by multiplying the aggregate liquidation preference of AMPS subject to Submitted Bids described in clause (B) above by a fraction, the numerator of which is the aggregate liquidation preference of AMPS held by such Existing Holder subject to such Submitted Bid or Submitted Sell Order and the denominator of which is the aggregate liquidation preference of AMPS subject to all such Submitted Bids and Submitted Sell Orders.

If all AMPS are subject to Submitted Hold Orders, all Submitted Bids will be rejected.

If as a result of the procedures described in subparagraph (B) or (C) above, any Existing Holder would be entitled or required to sell, or any Potential Holder would be entitled or required to purchase, a fraction of a security of AMPS, the Auction Agent will, in such manner as it will, in its sole discretion, determine, round up or down the number of AMPS to be purchased or sold by any Existing Holder or Potential Holder so that only whole securities will be entitled to be purchased or sold by each Potential Holder or Existing Holder even if such allocation results in one or more of such Potential Holders not purchasing any AMPS.

Based on the results of each Auction, the Auction Agent will determine the aggregate liquidation preference of AMPS to be purchased and the aggregate liquidation preference of AMPS to be sold by Potential Holders and Existing Holders on whose behalf the Broker-Dealer submitted Bids or Sell Orders.

Section 13. General.

For the purpose of this Division A:

Whenever reference is made to shares "ranking on a parity with the AMPS," such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends or as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation rank equally with the rights of the holders of AMPS; and whenever reference is made to shares "ranking junior to the AMPS," such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends and as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation are junior and subordinate to the rights of the holders of the AMPS.

Section 14. Act of God, Natural Disaster, Etc.

(a) Notwithstanding anything else set forth herein, if an Auction Date is not a Business Date because the New York Stock Exchange is closed for business due to an act of

God, natural disaster, act of war, civil or military disturbance, act of terrorism, sabotage, riots or a loss or malfunction of utilities or communications services or the Auction Agent is not able to conduct an Auction in accordance with the Auction Procedures for any such reason, then the Auction Rate for the next Dividend Period shall be the Auction Rate determined on the previous Auction Date.

(b) Notwithstanding anything else set forth herein, if a Dividend Payment Date is not a Business Day because the New York Stock Exchange is closed for business due to an act of God, natural disaster, act of war, civil or military disturbance, act of terrorism, sabotage, riots or a loss or malfunction of utilities or communications services or the Dividend payable on such date can not be paid for any such reason, then:

(i) the Dividend Payment Date for the affected Dividend Period shall be the next Business Day on which the Corporation and its paying agent, if any, are able to cause the Dividend to be paid using their reasonable best efforts;

(ii) the affected Dividend Period shall end on the day it would have ended had such event not occurred and the Dividend Payment Date had remained the scheduled date; and

(iii) the next Dividend Period will begin and end on the dates on which it would have begun and ended had such event not occurred and the Dividend Payment Date remained the scheduled date; and

(iv) no interest shall accrue in respect of such delay in payment of Dividends.

DIVISION B

Express Terms Of Common Stock

The Common Stock shall be subject to the express terms of the AMPS and any series thereof. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders.

The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any shares of other securities of the Corporation, whether now or hereafter authorized.

SIXTH: The time and place for holding regular annual meetings of shareholders shall be fixed by the Bylaws. The Bylaws shall provide the manner of calling all special meetings of the shareholders and the manner of giving notice to the shareholders of all regular and special meetings. Each common share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Except as otherwise provided by law, a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders and a majority of votes at any meeting at which a quorum is present shall be decisive of any motion or election.

SEVENTH: (1) The business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors constituting the Board of Directors is three, and thereafter the number of directors shall be such number as is fixed from time to time by the Bylaws. Directors need not be either stockholders of the Corporation nor residents of Wisconsin.

(2) At the annual meeting of shareholders and each annual meeting thereafter, to be held at the time and place fixed by the Bylaws, the shareholders shall elect directors in the manner prescribed by the Bylaws to hold office for the term specified in the Bylaws except as hereinafter provided.

(3) A director may be removed from office by affirmative vote of a majority of the outstanding shares entitled to vote for the election of such director, taken at a special meeting of the shareholders called for that purpose.

(4) Any vacancy occurring in the Board of Directors, including a vacancy created by the increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, although less than a quorum.

(5) A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum shall be the act of the Board of Directors.

(6) In furtherance and not in limitation of the powers conferred by the laws of the State of Wisconsin, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend and repeal the Bylaws made by the Board of Directors.

(b) To determine whether any and, if any, what part of the net profits of the Corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net assets in excess of capital.

(c) To establish bonus, profit-sharing, pension or other types of incentive or compensation plans for employees (including officers and directors) of the Corporation and to fix the amount of profits to be distributed or shared and to determine the persons to participate in any such plans and the amounts of their respective participation.

(d) To elect the general officers of the Corporation at such time and in such manner as may be prescribed by the Bylaws, and to elect or appoint such other officers, agents and employees as may be required for the conduct of the Corporation's business.

(e) To fix the compensation of officers, agents and employees.

(f) To remove any officer, agent or employee, elected or appointed by the Board of Directors, whenever in its judgment the best interest of the Corporation will be served thereby.

(g) To authorize the issuance from time to time, without any vote or other action by the stockholders, of all or any shares of the stock of the Corporation of any class now or

hereafter authorized, part paid receipts or allotment certificates in respect of any such shares and any securities convertible into or exchangeable for any such shares (whether such shares, receipts, certificates or securities be unissued, or issued and thereafter acquired by the Corporation) in each case to such corporations, associations, partnerships, individuals or others, for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may fix and determine.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless to the provisions of the laws of the State of Wisconsin, of the Articles of Incorporation and of the Bylaws of the Corporation.

(7) Any contract, transaction or act of the Corporation or of the directors, which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by laws or by the Articles of Incorporation of the Corporation, be as valid and as binding as though ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

(8) Subject to any limitation in the Bylaws, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses as such members. Nothing contained herein shall preclude any director from serving the Corporation, or any affiliated corporation, in any other capacity and receiving proper compensation thereof.

(9) If the Bylaws so provide, the stockholders and the Board of Directors of the Corporation shall have power to hold their meetings, and to have an office or offices subject to the provisions of the laws of Wisconsin, outside of said State at such place or places as may from time to time be designated by them.

EIGHTH: The general officers of the Corporation shall be a Chief Executive Officer, President, one or more Vice Chairmen, one or more Managing Directors, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors shall have the power to create such additional offices as may be required for the conduct of the Corporation's business. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President. The general officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed.

NINTH: The Corporation shall have a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal".

TENTH: Amendments to these Articles of Incorporation may be made at any special meeting of shareholders duly called for that purpose, or at any annual meeting of shareholders, provided that a statement of the nature of the proposed amendment is included in the Notice of Meeting, upon receiving the affirmative vote of the holders of at least two-thirds of the shares entitled to vote thereon.

The undersigned officers of Ambac Assurance Corporation certify:

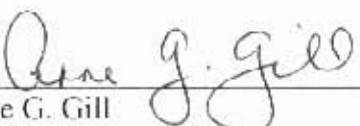
The foregoing Restatement of the Articles of Incorporation of said Corporation was consented to in writing by the holder of all shares entitled to vote with respect to the subject matter of said Restatement, duly signed by said shareholder of said Corporation.

Executed by the undersigned in duplicate and seal affixed this 27th day of January, 2004.

AMBAC ASSURANCE CORPORATION

By: 
Kevin J. Doyle
Managing Director
and General Counsel

(Corporate Seal)

Attest: 
Anne G. Gill
First Vice President,
Assistant General Counsel and Secretary

APPENDIX A

THE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE U. S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY STATE OR OTHER SECURITIES LAW. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE REOFFERED, SOLD, ASSIGNED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION OR UNLESS THE TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE HOLDER OF THIS SECURITY BY ITS ACCEPTANCE HEREOF (1) REPRESENTS THAT (A) IT IS A QUALIFIED INSTITUTIONAL BUYER (A "QIB") WITHIN THE MEANING OF RULE 144A OF THE SECURITIES ACT OR (B) IT IS AN INSTITUTIONAL ACCREDITED INVESTOR (AN "IAI") WITHIN THE MEANING OF RULE 501(A) (1), (2), (3) OR (7) OF THE SECURITIES ACT AND (2) AGREES THAT IT WILL NOT PRIOR TO (X) THE DATE WHICH IS TWO YEARS (OR SUCH SHORTER PERIOD OF TIME AS PERMITTED BY RULE 144(k) UNDER THE SECURITIES ACT OR ANY SUCCESSOR PROVISION THEREUNDER) AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF (OR OF ANY PREDECESSOR OF THIS SECURITY) OR THE LAST DAY ON WHICH AMBAC ASSURANCE CORPORATION ("AMBAC ASSURANCE") OR ANY AFFILIATE OF AMBAC ASSURANCE WAS THE OWNER OF THIS SECURITY (OR ANY PREDECESSOR OF THIS SECURITY) AND (Y) SUCH LATER DATE, IF ANY, AS MAY BE REQUIRED BY APPLICABLE LAWS (THE "RESALE RESTRICTION TERMINATION DATE"), OFFER, SELL OR OTHERWISE TRANSFER THIS SECURITY EXCEPT (A) PURSUANT TO A REGISTRATION STATEMENT WHICH HAS BEEN DECLARED EFFECTIVE UNDER THE SECURITIES ACT (B) FOR SO LONG AS THE SECURITIES ARE ELIGIBLE FOR RESALE PURSUANT TO RULE 144A, TO A PERSON IT REASONABLY BELIEVES IS A QIB THAT PURCHASES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QIB TO WHOM NOTICE IS GIVEN THAT THE TRANSFER IF BEING MADE IN RELIANCE ON RULE 144A, OR (C) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND (3) AGREES THAT IT WILL GIVE TO EACH PERSON TO WHOM THIS SECURITY IS TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND, PROVIDED THAT AMBAC ASSURANCE, DUTCH HARBOR FINANCE MASTER TRUST AND THE TRUSTEE SHALL HAVE THE RIGHT PRIOR TO ANY SUCH OFFER, SALE OR TRANSFER (1) PURSUANT TO CLAUSE (B) OR (C) TO REQUIRE THE DELIVERY OF AN OPINION OF COUNSEL, CERTIFICATION AND/OR OTHER INFORMATION SATISFACTORY TO EACH OF THEM. THIS LEGEND WILL BE REMOVED UPON THE REQUEST OF THE HOLDER AFTER THE RESALE RESTRICTION TERMINATION DATE. AS USED HEREIN, THE TERMS "UNITED STATES" AND "U. S. PERSON" HAVE THE MEANINGS GIVEN TO THEM BY REGULATIONS UNDER THE SECURITIES ACT.