



Notice of Plan Administrator Name and Address Change

Please note that the administrator for this plan is now Computershare Trust Company, N.A. Computershare Shareholder Services, Inc. acts as service agent to Computershare Trust Company, N.A. under the plan.

The terms and conditions of this plan remain in force. To contact the plan administrator or view online information about this plan, please visit www.computershare.com. Check this website often for exciting new features and services. To call the plan administrator, you may continue to use the telephone number listed in the accompanying documentation.

All written correspondence should now be mailed to the plan administrator at:

Computershare
P.O. Box 43081
Providence, RI 02940-3081

All correspondence should contain your account number and the name of the corporation that appears on your stock certificate or account statement.

Please retain this notice for future reference

**Notice of Amendment to All Direct Stock Purchase and
Dividend Reinvestment Plans Sponsored by
EquiServe Trust Company, N.A. (the "Plan")**

The enclosed Plan document may include information stating that when sending in a stock certificate for deposit and safekeeping under the Plan, you should insure your package for 2% of the market value of the shares and send it by registered or certified mail. This recommendation was based on the surety premium then in effect of 2% to replace lost certificates, should they become lost in transit to EquiServe. This rate may no longer be the applicable rate. Generally, the cost to replace certificates includes a surety premium of 3% of the market value of the shares, plus a processing fee. EquiServe still recommends that you send your certificate by registered, certified, or some other form of traceable mail.

EQS SURETY (4/04)

The Goodyear Tire & Rubber Company DirectSERVICE Investment Program

Amendment to Fee Schedule

The following fees will be effective August 1, 2002:

Additional Investments by Check or Money Order—Each additional investment by check or money order will incur a transaction processing fee of \$5. The brokerage commission will remain the same at 3 cents per share purchased.

Additional Investments through Automatic Deductions—Each automatic investment will incur a transaction processing fee of \$2. The brokerage commission will remain the same at 3 cents per share purchased.

All other fees listed in the DirectSERVICE Investment Program brochure continue to remain in full force and effect. If you have any other questions please contact EquiServe at the number on the enclosed material.



The
DirectSERVICE™
Investment Program

**For Shareholders
Of
The Goodyear Tire & Rubber
Company**

Shareholder Information Brochure

**Program Sponsored and Administered by
First Chicago Trust Company of New York**

**The DirectSERVICE Investment
Program**

First Chicago Trust Company of New York ("First Chicago Trust") is pleased to announce, effective November 1, 1997, the DirectSERVICE Investment Program ("Program") for current shareholders and new, first-time investors in The Goodyear Tire & Rubber Company Common Stock. This shareholder-paid Program provides you with an alternative to traditional retail brokerage methods of purchasing, holding and selling Goodyear Common Stock. The Program offers a variety of flexible services to aid in managing your investment.

Key features of the Program include the following:

- Shareholders of record may enroll in the Program without charge.
- First time investors can open an account with as little as \$250.
- You buy shares in whole dollar amounts rather than a specified quantity of shares.
- You can build your investment over time by making additional

purchases periodically. The investment amount can be automatically deducted from your bank account or you can send it in by mail.

- Full-time regular employees of Goodyear and its wholly-owned domestic subsidiaries may make monthly, bi-monthly or quarterly investments in Goodyear Common Stock through deductions of as little as \$10.
- You can reinvest dividends in full or in part or receive cash dividend payments electronically or by check.
- You can deposit your stock certificates for safekeeping or you can request a certificate for whole shares from your Program account at any time. In either case, there is no cost to you.
- You can sell any book-entry shares on deposit in your account through the Program.
- You can transfer shares or make gifts of Goodyear Common Stock at no cost to you.

The DirectSERVICE Investment Program is sponsored and administered by First Chicago Trust, not by Goodyear. First Chicago Trust is the processing agent and administrator for the Program. Securities held in custody by First Chicago Trust are not subject to protection under the Securities Investor Protection Act.

HOW THE PROGRAM WORKS

The Program provides you with an additional alternative to traditional methods of buying, holding and selling Goodyear Common Stock. The Program is governed by the terms and conditions contained in this Shareholder Information Brochure.

You can purchase and sell shares directly through the Program rather than dealing with a broker. However, you may sell your shares through a broker if you wish, subject to commissions and fees you negotiate with your broker. When selling through a broker, you must arrange for physical delivery of your shares.

Eligibility

Shareholders holding stock certificates may participate in the Program without charge by reading this Shareholder Information Brochure and completing and returning an Enrollment Authorization Form.

Participants in the Goodyear Dividend Reinvestment and Stock Purchase Plan at October 31, 1997 are automatically enrolled in the Program without charge.

Other individuals may participate in the Program by reading this Shareholder Information Brochure, completing an Enrollment Authorization Form and returning it to First Chicago Trust with your

purchase amount of at least \$250. New investors will be charged an initial investment transaction processing fee of \$10, which will be deducted from the purchase amount.

First Chicago Trust will waive the \$250 minimum initial investment for first-time investors choosing to make their initial purchase and subsequent ongoing purchases through the automatic investment feature. Using this feature, new investors may purchase shares on a regular monthly basis by authorizing automatic withdrawals of \$25 per month for at least ten consecutive months from a designated bank account. Program services are available to any shareholder of record, even if you own only one share.

Full-time regular employees of Goodyear and its wholly-owned domestic subsidiaries may make monthly, bi-monthly or quarterly investments in Goodyear Common Stock through payroll deductions of as little as \$10 per period, up to a maximum amount of \$12,500 per month. Once authorized, payroll deductions pursuant to the Program will continue until changed or terminated by the employee. Employee participants are not required to make the \$250 initial investment. In no event may the aggregate of any participant's investments in Goodyear Common Stock under the Program exceed \$150,000 during any one year period. See "[Employee Participation through Payroll Deductions](#)".

Statements

Whenever you purchase, sell or deposit shares through the Program, you will promptly receive a transaction advice with the details of the transaction.

All shares you hold or purchase through the Program are recorded in the same account. After each dividend reinvestment, you will receive a detailed statement showing the amount of the latest dividend reinvested, the purchase price per share, the number of shares purchased and your total Program book-entry shares. The statement will also show all year-to-date account activity, including purchases, sales, certificate deposits or withdrawals and dividend reinvestments. This will enable you to review your complete Program book-entry holdings at a glance.

On each quarterly statement and transaction advice you will find information such as how to buy or sell shares through the Program and where to call or write for additional information. In addition, you will receive a comprehensive year-end statement summarizing activity in your account for the entire year, which is helpful for record keeping and tax purposes.

You Control Your Shares

Your Program shares are recorded in electronic registration (also

known as book-entry) form. Just like any certificated shares registered in your name, your electronic registration shares are your shares. You are the true owner and enjoy the same shareholder benefits as when you hold certificates, without the risk of certificate theft, loss or misplacement.

You may contact First Chicago Trust to request a certificate, transfer shares to another person or sell shares directly through the Program.

ACCOUNT FEATURES

Additional Purchases

If you want to make an additional share purchase, send a check or money order payable to "First Chicago Trust – Goodyear" and the transaction form (supplied with each statement or transaction advice) in the envelope provided. Purchase orders may be processed daily when practicable and will be processed at least once every five business days. Upon settlement, First Chicago Trust will record your purchase on Goodyear's stock transfer books with the appropriate number of full and fractional shares.

Automatic Investment

Automatic investment enables you to pre-authorize First Chicago Trust to electronically debit your checking or savings account at a bank or other financial institution located in the United States each month to purchase additional shares. This permits you to make regular investments, if you choose, in an amount and on a schedule comfortable for you, without the inconvenience of writing and mailing checks.

To initiate automatic investments, you must complete and sign an Authorization Form for Automatic Deductions and return it to First Chicago Trust. Authorization forms will become effective as promptly as practicable; however, you should allow four to six weeks for your first investment to be initiated.

Once automatic deductions are begun, funds will be withdrawn from your bank or savings account on either the 1st or 15th of each month, or both (as chosen by you), or the next business day if either the 1st or the 15th is not a business day, and will normally be invested within five business days.

Share Certificate Deposit & Withdrawal

You may deposit certificated shares of Goodyear Common Stock in your Program account at First Chicago Trust by using a brown, pre-addressed envelope (provided by First Chicago Trust) to enclose your certificate or certificates. Envelopes may be obtained upon request to

First Chicago Trust. Place first class postage on the envelope (required by insurance) and mail it to First Chicago Trust. When mailed in this manner, your certificate(s) are automatically insured up to a current market value of \$25,000. ***Stock certificates sent to First Chicago Trust for deposit should not be endorsed.*** You will promptly receive a statement confirming each deposit.

If you do not use a brown pre-addressed envelope provided by First Chicago Trust, certificates (unendorsed) should be sent to the address listed under "Contact" in this brochure via registered mail, return receipt requested and insured for possible mail loss for 2% of the market value (minimum of \$20.00); this represents the replacement cost to you.

Certificate withdrawal can be made by calling or writing First Chicago Trust. A certificate for the number of full shares you specify will be mailed promptly.

There is no cost to you for certificate deposit or withdrawal services.

Selling Shares

You may sell shares held through the Program in most cases by calling First Chicago Trust at 1-800-317-4445. If you prefer, mail your request using one of the transaction forms provided with each statement and transaction advice. Certificated shares can be deposited in your Program account and subsequently sold through the Program.

First Chicago Trust will make every effort to process your order on the day it is received, provided that instructions are received before 1:00 p.m. Eastern time on a business day during which First Chicago Trust and the relevant securities market are open. The proceeds of the sale, less applicable fees and commissions, will be sent to you.

You have full control of your Program shares and can transfer or dispose of them at any time. You may choose to sell shares held for you by First Chicago Trust through the broker of your choice. If you choose to do so, just call or write First Chicago Trust. A certificate will be issued and mailed to you, or to your broker (if you request), within two business days of First Chicago Trust's receipt of your request.

Dividend Options

Cash Dividends

You may receive all your dividends on your shares of Goodyear Common Stock in cash. A check for the full dividend amount will be mailed to you. In lieu of receiving a dividend check, you may authorize First Chicago Trust to electronically credit your checking or savings account on the dividend payment date.

Dividend Reinvestment

You can reinvest all or part of your dividends in additional shares of Goodyear Common Stock. Just notify First Chicago Trust in writing or use an Enrollment Authorization Form obtainable from First Chicago Trust. You can change your dividend option at any time.

Participants in the dividend reinvestment feature of the Goodyear Dividend Reinvestment and Stock Purchase Plan at October 31, 1997 are automatically enrolled in the Program and their dividends will be reinvested pursuant to the Program at the same level then authorized.

Gift Transfers

You may give Goodyear shares to others directly without requiring the issuance of certificates. After the transfer is complete, the recipient will receive an account statement showing the transfer of those shares. At your request, First Chicago Trust will send you a non-negotiable gift certificate you can present to the recipient.

Customer Service

You will receive all dividends, proxies and other materials Goodyear may periodically distribute, including annual reports and other shareholder information.

A customer service representative at First Chicago Trust will be available to assist you with questions concerning your account.

As a shareholder, you may use the automated voice response system at First Chicago Trust to obtain information regarding your account. The telephone number is 1-800-317-4445.

Employee Participation through Payroll Deductions

Full-time regular employees of Goodyear and its wholly-owned domestic subsidiaries may participate in the Program on the same terms and conditions as shareholders, except that such employees may arrange to make voluntary cash purchases through periodic payroll deductions of as little as \$10 per deduction. Voluntary cash payments by participating employees, including payroll deductions, may not exceed \$150,000 during any one year period. Once authorized, payroll deductions will continue until changed or terminated by the employee. An eligible employee may enroll in the payroll deduction feature of the Program at any time by completing the Employee Enrollment and

Payroll Deduction Authorization Form and sending it to Goodyear's Investor Relations Department. If an eligible employee desires to participate in the Program without payroll deductions, the employee may participate by completing the Enrollment Authorization Form and returning it to First Chicago Trust accompanied by a check or money order for an initial purchase of at least \$250. Dividends will be reinvested only if and to the extent the participating employee has so elected on the applicable enrollment form.

Each employee participating in the Goodyear Dividend Reinvestment and Stock Purchase Plan at October 31, 1997 will be automatically enrolled in the Program and will participate in the Program at the same level then authorized without completing a new enrollment form.

An employee participating in the employee payroll deduction feature of the Program may change the amount of his or her periodic payroll deduction or terminate payroll deductions at any time by giving written notice to Goodyear's Investor Relations Department.

QUESTIONS AND ANSWERS

1. Who is eligible to participate in the Program?

Almost everybody is. Even if you do not currently own shares, you are eligible to participate in the Program.

Shareholders of record may enroll in the Program without charge by completing and returning to First Chicago Trust an Enrollment Authorization Form. Program services are available to any Goodyear shareholder of record, even if you own only one share. The minimum additional investment is \$25.

Participants in the Goodyear Dividend Reinvestment and Stock Purchase Plan on October 31, 1997 are automatically enrolled in the Program at the same level then authorized and may start to use Program services immediately.

Persons not presently owning shares can become participants by making an initial cash investment of at least \$250 to purchase shares of Goodyear Common Stock under the Program. First Chicago Trust will waive the \$250 minimum initial investment for first-time investors choosing to make their initial purchase and subsequent ongoing purchases through the automatic investment feature. Using this feature, new investors may purchase shares on a regular monthly basis by authorizing automatic withdrawals of \$25 per month for at least ten consecutive months from a designated bank account.

Regulations in certain countries, however, may limit or prohibit participation in this type of Program. Therefore, persons residing outside the United States who wish to participate in the Program should first determine whether they are subject to any governmental regulation prohibiting their participation before requesting any of the services provided by First Chicago Trust through the Program. See "[Terms and Conditions](#)" for limitations.

2. Why would I choose to use the services provided in the Program?

The Program is designed for individuals making their own investment decisions and who have a particular interest in Goodyear Common Stock. It offers an alternative to purchasing, holding or selling shares through brokers, allowing you to conduct these transactions directly through the Program. Program transaction fees are generally less than traditional brokerage fees and commissions.

3. How do I get started in the Program?

Getting started is simple. For investors who are not currently Goodyear shareholders, just carefully read this Shareholder Information Brochure. Complete and sign the enclosed Enrollment Authorization Form. New shareholders can make an initial purchase by check or money order with as little as \$250 or by authorizing automatic withdrawals of \$25 per month for at least ten consecutive months from a designated bank account. New investors will be charged an initial investment transaction processing fee of \$10 which will be deducted from the purchase amount. Send the form and your check or money order in the enclosed envelope to First Chicago Trust. First Chicago Trust will promptly purchase a number of full and fractional shares with your initial investment and will then record your share ownership on Goodyear's books.

If you are already a shareholder, you may participate in several ways. You can 1) send your certificates to First Chicago Trust for safekeeping, 2) send a check to purchase additional shares (\$25 minimum) and/or 3) reinvest the dividends from some or all of your shares, even shares you hold in certificate form. To

enroll in the Program, simply complete and return an Enrollment Authorization Form.

If you are a full-time regular employee of Goodyear or one of its wholly-owned domestic subsidiaries, you may enroll in the payroll deduction feature of the Program at any time by completing the Employee Enrollment and Payroll Deduction Authorization Form and sending it to Goodyear's Investor Relations Department.

Shareholders and eligible employees participating in the Goodyear Dividend Reinvestment and Stock Purchase Plan at October 31, 1997 are automatically enrolled in the Program and will participate in the Program at the same level then authorized.

Shareholders wishing to purchase additional shares may do so at any time. Use the enclosed envelope to send in the transaction form (attached to every statement and transaction advice you receive) and your check or money order for your purchase. First Chicago Trust will purchase the number of full and fractional shares your investment will buy and record them in your name on Goodyear's books.

4. Do I pay any fee or service charge for my use of the Program?

See the list of [Program fees](#) for information on transaction fees.

5. What if I want to buy additional shares or sell what I have?

Contact First Chicago Trust. Your transaction will be processed promptly and, in most cases, not later than five business days after it is received. You also may purchase or sell shares of Goodyear Common Stock through a broker.

6. How will I keep track of my Program investments?

You will be sent an advice confirming the details of each transaction you make. Quarterly statements will show any

dividends reinvested, as well as all year-to-date activity in your account. Finally, at year-end you will receive a statement showing all transactions for the year.

7. What are the income tax consequences of participation in the Program?

You are responsible for any income taxes payable on your dividends, regardless of whether your dividends are paid in cash or reinvested, or both. As with all tax matters, you should contact your tax consultant for advice.

8. To whom do I talk if I have questions about my account?

A First Chicago Trust customer service representative will be able to assist you at 1-800-317-4445.

The DirectSERVICE™ Investment Program For Shareholders of The Goodyear Tire & Rubber Company

Minimum/Maximum Investment, Program Fees and Commissions

Minimum and Maximum Investments

- The minimum initial investment by new investors is \$250 by check or money order, or \$25 through the automatic investment feature with a minimum of 10 (ten) consecutive purchases.
- The minimum for additional investments by check or money order is \$25.
- The minimum for investment by employee periodic payroll deduction is \$10 per deduction.
- The minimum for additional investments using the automatic investment feature is \$25.
- Additional investments, including automatic investments, are subject to a maximum annual amount of \$150,000 per calendar year.

Administrative Services Paid by Goodyear

- Custody services/certificate safekeeping
- Issuance of certificates
- Share transfers and gifts, by stock certificates or Program book-entry shares
- Payment of dividends, by check or automatic deposit to shareholder bank accounts

Program Fees and Commissions

Initial Investments - New investors will be charged a transaction processing fee of \$10 by First Chicago Trust Company in respect of your first investment of \$250, plus any applicable brokerage commission.

Additional Investments – Check or Money Order - Goodyear pays your transaction processing fee and you pay brokerage commission.

Automatic Investments through Automated Monthly Deductions – Goodyear pays your transaction processing fee and you pay brokerage commission.

Reinvestment of Dividends – You will be charged a transaction processing fee of \$1 by First Chicago Trust on each dividend reinvestment, plus you will pay the brokerage commission.

Transaction processing fees will be deducted from the purchase amount.

Sale of Shares – You will be charged a transaction processing fee of \$15 by First Chicago Trust for each sale, plus you will pay the applicable brokerage commission. Fees and commissions will be deducted from the proceeds derived from the sale.

Brokerage commissions are currently 3 cents per share for purchases and 15 cents per share for sales.

CONTACT

ALL CORRESPONDENCE AND INQUIRIES CONCERNING THE PROGRAM SHOULD BE DIRECTED TO:

**The DirectSERVICE Investment Program
c/o First Chicago Trust Company
P.O. Box 43081
Providence, RI 02940-3081**

Be sure to include a reference to The Goodyear Tire & Rubber Company in your correspondence.

All employee enrollment and payroll deduction authorization forms and any changes in participation elections by employees participating in the payroll deduction feature of the program should be directed to:

**The Goodyear Tire & Rubber Company
1144 E Market St
Akron, OH 44316-0001
Attention: Investor Relations Department**

Telephone

Shareholder customer service, including sale of shares: 1-800-317-4445

An automated voice response telephone system is available 24 hours a day, 7 days a week.

Customer service representatives are available from 8:30 a.m. to 7:00 p.m. Eastern time each business day.

Non-shareholders requesting Program material: 1-800-453-2440

Available 24 hours a day, 7 days a week.

TDD: 1-201-222-4955 Telecommunications Device for the hearing impaired.

Foreign Language Translation Service for more than 140 foreign languages is available to support the needs of Goodyear's shareholders.

Internet

Messages forwarded on the Internet will be responded to within one business day. The First Chicago Trust Internet address is "<http://www.fctc.com>"

E-Mail

First Chicago Trust's E-mail address is <mailto:fctc@em.fcncd.com>

TERMS AND CONDITIONS

1. First Chicago Trust Company of New York ("First Chicago Trust"), as agent for each participating shareholder ("Service User") in, and as program sponsor and administrator for the DirectSERVICE Investment Program for shareholders of The Goodyear Tire & Rubber Company ("Program"), will in accordance with each Service User's authorization:

- a. accept certificates for safekeeping and hold them for the Service User's benefit in First Chicago Trust's nominee name;
 - b. apply all cash contributions received from an eligible Service User, less any fees and commissions, to the purchase of full and fractional shares (to three decimal places) of Goodyear Common Stock for the Service User's account;
 - c. either:
 - i. pay the Service User any cash dividends payable on all or part of the shares of Goodyear Common Stock now or hereafter registered in the Service User's name and on all or part of the full shares of stock held by First Chicago Trust for the Service User's account, or
 - ii. apply all or part of any cash dividends payable to the Service User, less any fees and commissions, to the purchase of additional full and fractional shares; and
 - d. accept orders to sell shares in accordance with the Program.
2. For the purpose of making purchases, First Chicago Trust may combine each Service User's funds (dividends and cash contributions) with those of all other Service Users. First Chicago Trust will deposit such funds promptly following receipt in an account maintained at The First National Bank of Chicago ("First National"), an affiliate of First Chicago Trust. First Chicago Trust will make every effort to invest cash contributions it receives promptly, but in no event later than five business days after the cash contributions are received (except where deferral is necessary under applicable federal or state laws or regulations). Dividends will be reinvested promptly following receipt by First Chicago Trust, but in no event later than 30 days after receipt (except where deferral is necessary under applicable federal or state laws or regulations).

The price per share of stock purchased for each account, whether purchased with cash contributions or dividends, or both, shall be the weighted average price of all shares purchased by First Chicago Trust's broker for each aggregate order placed by First Chicago Trust. First Chicago Trust will hold, in the name of its nominee, all shares of stock purchased for Service Users and will establish and maintain the Program account records that reflect each Service User's separate interest.

3. A Service User may sell (or may obtain a certificate or certificates for) all or part of the full shares of stock credited to his or her account at any time, upon request. Requests may be made in writing or by telephone. For security reasons, telephone transactions will be recorded. All sale instructions received by First Chicago Trust will be processed promptly thereafter, and in no event later than five business days after the date on which the order is received (except where deferral is necessary under applicable federal or state laws or regulations).

In every case, the price to each selling Service User shall be the weighted average sale price obtained by First Chicago Trust's broker for each aggregate order placed by First Chicago Trust. To maximize cost savings, First Chicago Trust will make every effort to sell shares in round lot transactions. For this purpose it may combine each selling Service User's shares with those of other Service Users.

4. First Chicago Trust will cause its broker to effect purchases and sales on any

securities exchange where such shares are traded, in the over-the-counter market, or by negotiated transactions, subject to such terms with respect to price, delivery, etc., as First Chicago Trust may agree.

No interest will be paid on any cash received by First Chicago Trust and held for First Chicago Trust at its affiliate, First National, pending investment. No Service User shall have any authority or power to direct the time or price at which shares may be purchased (or sold), or to select the broker or dealer through or from whom purchases (or sales) are to be made. First Chicago Trust will return any cash contribution on request of the Service User, provided First Chicago Trust receives the Service User's telephone or written cancellation of its purchase instruction not less than 48 hours before the purchase transaction is to take place. The Service User will be charged a fee for bounced checks and failed automatic deductions due to insufficient funds.

For processing certain purchase and sale instructions submitted by a Service User, First Chicago Trust will receive compensation according to the fee schedule quoted in this Shareholder Information Brochure or in subsequent notices of fee changes. Fees are subject to change at any time, in accordance with [paragraph 12 of these Terms and Conditions](#), upon written notification to Service Users.

5. First Chicago Trust provides insurance coverage on certificates mailed by shareholders to First Chicago Trust for safekeeping in Program accounts in certain instances as described below. To be eligible for certificate mailing insurance, certificates must be mailed in brown, pre-addressed return envelopes supplied by First Chicago Trust. Certificates mailed in this manner will be insured for up to \$25,000 current market value provided they are mailed first class. Certificates sent to First Chicago Trust should not be endorsed. First Chicago Trust will promptly send the Service User a statement confirming each deposit of certificates. First Chicago Trust must be notified of any lost certificate claim within thirty (30) calendar days of the date the certificates were mailed. To submit a claim, a shareholder must be a current Service User or the shareholder's loss must be incurred in connection with becoming a Service User. In the latter case, the claimant must enroll in the Program at the time the insurance claim is processed. The maximum insurance protection provided to the Service User is \$25,000 and coverage is available only when the certificate(s) are sent to First Chicago Trust in accordance with the guidelines described above. For information about mailing certificates to First Chicago Trust having a current market value in excess of \$25,000, contact First Chicago Trust.

Insurance covers the replacement of shares of Goodyear Common Stock, but in no way protects against any loss resulting from fluctuations in the value of such shares from the time the shareholder mails the certificates until such time as replacement can be effected.

6. Participation in the Program may be terminated by the Service User at any time by notifying First Chicago Trust. In addition, at any time, First Chicago Trust may, for any reason in its sole discretion, terminate a Service User's participation in the Program immediately upon mailing a notice of termination to the Service User at the Service User's address of record on Goodyear's books as maintained by First Chicago Trust. Upon issuing a

notice of termination, First Chicago Trust will promptly refund cash contributions held pending investment. At the same time, First Chicago Trust will initiate a withdrawal of shares by issuing to the Service User a certificate for the full shares of stock credited to the Service User's account. Any fractional share held for the terminating Service User will be paid in cash, at the then current market price of the stock, less any fees.

7. At any time, First Chicago Trust may, for any reason in its sole discretion, refuse to execute any Service User's transaction requested via telephone or facsimile and in its place require written confirmation of such a transaction request.
8. If a Service User has requested First Chicago Trust to reinvest dividends, the Service User may instruct First Chicago Trust by telephone or in writing to discontinue reinvestment at any time. To be effective for a given dividend payment, First Chicago Trust must receive notice before the record date for that dividend.

In the event a notice of termination is received or issued pursuant to [Paragraph 6](#) on or after a dividend record date for an account whose dividends are to be reinvested, First Chicago Trust in its sole discretion may either pay such dividend in cash or reinvest it in shares on behalf of the terminating Service User. In the event reinvestment is made, First Chicago Trust may sell the shares purchased and remit the proceeds to the Service User less any fees and any brokerage commissions.

9. Although First Chicago Trust will reinvest dividends upon the Service User's request, the Service User remains responsible for any income taxes payable on such dividends. Dividends paid to First Chicago Trust on behalf of a Service User, and the amount of any brokerage commissions paid on behalf of a Service User by Goodyear, will be reported on Form 1099-div to the Internal Revenue Service, a copy of which will be sent to each such Service User.
10. A Service User will have the sole right to vote full shares held by First Chicago Trust through the Program.
11. Any stock dividend or split shares of stock distributed on shares of Goodyear Common Stock held by both First Chicago Trust for a Service User and a Service User will be credited to the Service User's account, provided that such stock is Goodyear Common Stock. In the event that rights are made available to subscribe to additional shares, debentures, or other securities, the full shares held for a Service User under the Program may be combined with other shares of the same class of stock registered in the name of the Service User for purposes of calculating the number of rights to be issued to such Service User.
12. First Chicago Trust shall not be liable in connection with its operation of the Program for any act done in good faith or for any good faith omission to act including, without limitation, any claims for liability (1) arising out of failure to terminate a Service User's participation in the Program upon the Service User's death prior to receipt of written notice of death from an appropriate fiduciary, and (2) with respect to the prices or times at which shares of Goodyear Common Stock are purchased or sold for any Service User's account. First Chicago Trust will have no responsibility for the market value of shares of Goodyear Common Stock maintained on behalf of a Service User.

First Chicago Trust reserves the right to amend or modify the provisions of this agreement at any time by mailing a copy of such amendment or

modification (that may be included with normal Goodyear mailings to shareholders) to the Service User. Such amendments or modifications become effective thirty (30) days after the mailing, unless a different time period is required by law.

13. The Tax Equity and Fiscal Responsibility Act of 1982 imposes certain reporting obligations upon brokers and other middlemen. As a result, First Chicago Trust is required to report to the Internal Revenue Service and the Service User any sale of shares effected on behalf of a Service User.
14. First Chicago Trust may, in its sole discretion, use a broker-dealer affiliated with First Chicago Trust to execute purchase or sale transactions. In that event, the Service User should recognize that brokerage commissions assessed in connection with those transactions will be paid to First Chicago Trust's affiliate.
15. First Chicago Trust provides no advice and makes no recommendations with respect to any security that is eligible for the Program or any purchase or sale transaction initiated by a Service User. Any decision to purchase or sell any security that is eligible for Program participation must be made by the individual Service User, based upon his or her own research and judgment.
16. First Chicago Trust, a subsidiary of First Chicago NBD Corporation, is a limited purpose trust company chartered under the laws of the State of New York, and is a transfer agent registered with the Board of Governors of the Federal Reserve System pursuant to Section 17A of the Securities Exchange Act of 1934. The Program accounts and securities are not insured by the Federal Deposit Insurance Corporation, the Securities Investor Protection Corporation, or similar agency.
17. The Program and the agency agreement between First Chicago Trust and each Service User, including these Terms and Conditions, shall be governed by the laws of the State of New York. The signing and mailing of the Initial Investment Form or the Enrollment Authorization Form or the initiation of a transaction, including a certificate deposit, through the Program shall constitute an offer by an individual investor or shareholder to establish a principal-agency relationship with First Chicago Trust. Acceptance shall occur in the offices of First Chicago Trust upon receipt by First Chicago Trust of such forms or requests.
18. The Program is not designed for use by institutional investors or financial intermediaries.