liabilities of such merged trust companies, whether as debtor, depositary, registrar, transfer agent, executor, administrator, trustee, or otherwise;

That such agreement for merger was approved by the Bank Commissioner on the 15th day of July, 1911, and thereupon became effective.

It further appears of record in this office by the return made in accordance with the provisions of law relating thereto that the said agreement for merger was approved by the several boards of directors of the said Old Colony Trust Company, Massachusetts Trust Company, Mercantile Trust Company and City Trust Company at meeting duly called for the purpose, at each of which meetings a quorum was present; that the said agreement for merger was signed in behalf of the said Old Colony Trust Company, Massachusetts Trust Company, Mercantile Trust Company and City Trust Company by their officers duly authorized at such meetings;

That the said agreement for merger was approved by the stockholders of said Old Colony Trust Company, Massachusetts Trust Company, Mercantile Trust Company and City Trust Company at meetings duly called for the purpose; that at said meetings all of the acts hereinbefore referred to in relation to said merger by officers of the said Old Colony Trust Company, Massachusetts Trust Company, Mercantile Trust Company and City Trust Company were in all respects ratified and confirmed; that throughout each of said meetings there were present in person or duly represented by proxy a quorum for the transaction of business, and more that two-thirds in interest of the stockholders of each company, and that each of the foregoing actions was taken by unanimous vote of said stockholders present or so represented.

In testimony whereof, I have hereunto affixed the Great Seal of the Commonwealth on the date first above written.

Albert P. Laugty

Secretary of the Commonwealth.

Commonwealth of Massachusetts

County of Suffolk

Personally appeared before me F.W. Denio, who being duly sworn made oath that he saw the corporate seal of the within named City Trust Company affixed to the foregoing instrument by S.P. Shaw Jr. its Secretary and that he saw J.R. Wakefield, Vice-President and S.P. Shaw Jr., Secretary of the City Trust Company sign and attest and deliver the within instrument as the act and deed of said City Trust Company and that he, the said F.W. Denio with C.R. Biggs witnessed the execution and delivery thereof.

F.W. Denio

Sworn to and subscribed before me
this 31st, day of July 1912.
Arthur Violl Jones,
Notary Public.

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

THE COMMONWEALTH OF MASSACHUSETTS.

Office of the Secretary. Boston, July 23, 1912.

I hereby certify that the time of taking the annexed acknowledgments of the annexed instruments, to wit, on July 11, 1912, F. Winchester Denio, the officer taking the same, was a Notary Public for the said Commonwealth, duly commissioned and constituted and duly authorized to take such acknowledgments; that to his acts and attestations as such full faith and credit are and ought to be given in and out of Court.

That as such Notary Public he is, by law, authorized to administer oaths and take acknowledgments of deeds and other instruments throughout the Commonwealth.

That I have compared the signatures to the annexed original certificate of the said F. Winchester-Denio with the signature deposited in my office by such officer and that I verily believe the signatures to the said annexed original certificates are genuine.

And I do further certify that I have compared the impression of the seal affixed thereto with the impression of the seal of the said F. Winchester Denio, such Notary Public, who took said acknowledgments deposited in my office and that I verily believe the impression of the seal upon said annexed original certificate of acknowledgment are genuine.

IN TESTIMONY of which I have hereto affixed the Great Seal of the Commonwealth on the date first above written.

Albert P. Laugty,

Recorded for August 10th, 1912. Secretary of the Commonwealth.