

APPOINTMENT OF AGENT TO ACCEPT
SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Bank of New England, National Association, a banking corporation duly organized under the laws of the United States and having its principal place of business in the County of Suffolk in the Commonwealth of Massachusetts, desiring to serve as a fiduciary in the State of Minnesota in conformity with Section 303.25 of the Minnesota Statutes and in compliance with all the laws of Minnesota in that behalf made and provided, hereby irrevocably appoints the Secretary of State, or his successor in office, to be its true and lawful attorney in and for Minnesota, upon whom all lawful processes may be served in any action or proceeding against this corporation in Minnesota arising out of the acts or activities of this corporation as a fiduciary within Minnesota, in like manner and with the same effect as if this corporation existed therein. And this corporation hereby stipulates and agrees that any lawful process against it, which is served on its said attorney, shall be of the same legal force and validity as if served on this corporation.

It is hereby requested that a copy of any notice, process or pleading served hereunder be mailed to:

Richard G. Scheide, Executive Vice-President
28 State Street, Boston, MA 02109

IN WITNESS WHEREOF, the aforesaid corporation, pursuant to a resolution of its Board of Directors, duly passed on the 17th day of February, 1982 (a certified copy whereof is hereto annexed), has caused these presents to be subscribed by its Vice-President and countersigned by its Secretary and the corporate seal of this corporation to be hereto affixed, this 13th day of May in the year one thousand nine hundred and eighty-three.

619472

Richard G. Scheide
Executive Vice-President

William A. Daggett
Secretary

(The Seal of the Corporation to be affixed)

State of Massachusetts)
County of Suffolk) ss.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 14 1983
John Anderson Howe
Secretary of State
#34031

Before me, a Notary Public, in and for said county and state, personally appeared Richard G. Scheide and William A. Daggett, to me known to be the persons who executed the foregoing instrument, who being first duly sworn, severally made oath that they are the Vice-President and Secretary, respectively, of said corporation; that the seal affixed hereto is the seal of said corporation; and that said instrument was signed, sealed and delivered in behalf of said corporation by authority of its board of directors as its free and voluntary act for the use and purposes therein set forth.

WITNESS my hand and official seal this 13th day of May, 1983.

(SEAL) Charles C. Ives
Notary Public

My commission expires: 9/13/85

CHARLES C. IVES, Notary Public
My Commission Expires Sept. 13, 1985

I, William A. Daggett, Secretary of Bank of New England, a national banking association having its principal place of business in Boston, Massachusetts, do certify as follows:

1. The following is a true copy of Article V of the By-Laws of this association as constituted and in full force and effect at this date:

ARTICLE V - TRUST DEPARTMENT

SECTION 1.

Fiduciary Powers. All fiduciary powers of the Association, including those when it is acting in the capacity of transfer agent, dividend disbursing agent, registrar, or depositary for the stock or other securities of any corporation or association, but excluding those when it is acting as a fiscal agent of the United States, shall be exercised through the Trust Department, and such powers shall always be exercised subject to such regulations as may be prescribed by law or by any authority or government agency having supervisory power over banking or national banking associations.

SECTION 2.

Records. The books and records of the Trust Department shall be kept separate and distinct from the books and records pertaining to the other business of the Association.

SECTION 3.

Trust Committee. The Board of Directors shall appoint a Trust Committee consisting of not less than five members and each member of which shall be an officer, Director, or Advisory Director of the Association. The Trust Committee shall have general supervision over the Trust Department, shall meet at regular intervals, and shall cause records to be kept of all matters presented for consideration, with the action taken thereon if any. Three members of the Committee shall constitute a quorum at any meeting of the Committee provided that at least a majority of the members present at such meeting are officers or Directors. The act of the majority of the members present, when a quorum is present, shall be sufficient for action by the Committee. Any resignation from a fiduciary account or the closing out or relinquishment of any fiduciary account with respect to which the Association has discretion shall be approved by the Trust Committee.

The Trust Committee shall have the duty to pass on all payments or other action as to which the Association is given authority to exercise discretion as a fiduciary, except to the extent that the Board of Directors shall assign any such duty to another committee or to officers.

The Trust Committee shall establish the broad investment policy to be followed by the Trust Department. It shall review from time to time the lists of securities approved for purchase and shall periodically review the application of investment policy made by Trust Department committees or investment officers to ascertain that the investment policy it has established is being followed.

SECTION 4.

Administration of Fiduciary Powers. In discharging their responsibility for the proper exercise of fiduciary powers by the Association, the Board of Directors may from time to time assign the administration of such fiduciary powers as it may consider proper, except as otherwise provided in Section 3 of Article V, to such committees, officers, or employees of the Trust Department as it may designate.

2. The following are true copies of votes duly passed at a meeting of the Trust Committee of this bank at a meeting duly held on February 17, 1982 at which a quorum was present and acting throughout, and which are in full force and effect:

VOTED: Immediately from and after the transfer to this association as Trustee under the will of Lloyd G. Balfour of the assets subject to the liabilities of L.G. Balfour Company, in complete liquidation of that Massachusetts corporation in redemption and cancellation of all of the issued and outstanding shares of its stock, which are all held by this association as such Trustee, which liquidation and transfer is presently scheduled to occur on December 18, 1982, to continue the operation of the business by this association as such Trustee in the form of a sole proprietorship, under the name L.G. Balfour Company, as closely in the same style and manner as such fundamental change in the legal structure may permit, with the same officers and agents acting under the same titles, and with the

obligations and benefits of the same contracts and agreements as existed in connection with the operations of the corporation immediately prior to its liquidation.

VOTED:

Bank of New England, as Trustee under the will of Lloyd G. Balfour, being as such Trustee the owner of all of the issued and outstanding stock of L.G. Balfour Company, a Massachusetts corporation, in anticipation of the complete liquidation on December 18, 1982 of such corporation and receipt by it as such Trustee of all of the assets of said corporation subject to all of its liabilities, intending to continue as a sole proprietorship the operation of the business previously conducted by the corporation in the same name and through the former officers and employees of the corporation under the same titles as its agents and employees, does hereby adopt, ratify and confirm all votes previously duly adopted by the Board of Directors of L.G. Balfour Company and still in force and effect, relating to accounts or relations with any banking institution, trust company or national banking association, with the intent and to the end that all such votes shall from and after such date have the same force and effect as though duly adopted in full in identical verbiage by this Committee as action of this national banking association acting as such Trustee, conferring upon all of the persons named or identified in such votes as officers of the Massachusetts corporation all of the same powers, authority and discretions as agents of this association in connection with the conduct by it as such trustee of the business previously conducted by said corporation; and the powers and authority hereby conferred shall remain in full force and effect until any such banking institution, trust company or national banking association shall have received notification of the revocation or amendment thereof.

VOTED:

That Richard G. Scheide as Executive Vice President; Antony Edgar as Senior Vice President, and Frimette T. Field as Senior Vice President, any one of them acting individually and separately, be and they hereby are authorized to take any action, to make any and all decisions, to execute any and all contracts, instruments or other documents, to execute powers of attorney to agents and to grant any and all further authorizations that may be necessary or desirable in connection with the operation of the business of L.G. Balfour Company by this association as Trustee under the will of Lloyd G. Balfour in the form of a sole proprietorship doing business under the name and style L.G. Balfour Company, including without limiting the generality thereof power to delegate authority and responsibility therefor to others who have been or would be executive officers of the corporation while it was being or were it still being conducted in corporate form, under titles appropriate to such positions; provided all delegations of authority herein conferred shall be at all times terminable by this association prospectively, but not so as to impugn the binding nature of action properly taken while the authority may have subsisted. Any person, corporation or other entity to whom may have been submitted a certificate of this vote and who is acting in reliance thereon may assume that the same is in continuing force and effect and that any power of attorney delegating authority with respect to the conduct of the business of L.G. Balfour Company, instrument, contract, agreement or document relating to the conduct of such business executed in the name of this national banking association by any one of the three above-named officers is duly authorized on its behalf, until receipt of notice revoking such authority prospectively only.

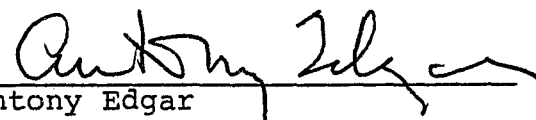
3. The following is a true excerpt from the minutes of the meeting of the Board of Directors of this association duly held on May 3, 1962, at which a quorum was present and acting

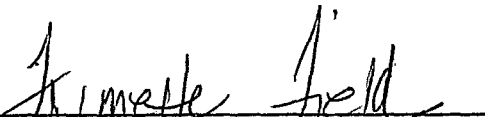
throughout, and which is in full force and effect at this date:

Indentures, declarations of trust, agreements, acceptances of trust, or other instruments or documents imposing fiduciary obligations on the Bank; petitions, bonds, compromise agreements and all other papers which are to be filed in a court of competent jurisdiction; mortgages, deeds, other conveyances, assignments, stock powers and other transfers of real or personal property, discharges, settlements, approval of accounts of other fiduciaries; and all other instruments or documents not otherwise specified herein relating to or exercising the powers of the Bank acting as a fiduciary; may be signed on behalf of the Bank and may be sealed with the seal of the Bank by any one of the following: Chairman of the Board, President, any Vice President, any Trust Officer.


4. Richard G. Scheide is the duly elected Executive Vice President of this association in charge of its trust department and Antony Edgar and Frimette T. Field are duly elected Senior Vice Presidents and the signatures appearing below are true specimens of their respective signatures:


Richard G. Scheide


Antony Edgar


Frimette T. Field

Witness my signature and the seal of said association this
6th day of May, 1983.


Secretary

COPY

WARNER & STACKPOLE
28 STATE STREET BOSTON

May 4, 1983

Office of the Secretary of State
State Office Building
St. Paul, MN 55155

Re: Bank of New England, National Association

Dear Sir:

Bank of New England, National Association (the "Bank"), a national banking association having its principal office in the Commonwealth of Massachusetts, as Trustee under the will of Lloyd G. Balfour, late of Attleboro in the County of Bristol and the Commonwealth of Massachusetts, seeks to serve in the State of Minnesota in said fiduciary capacity with respect to certain property of the Trust located in the State of Minnesota pursuant to Section 303.25 of the Minnesota Statutes.

On behalf of the Bank, enclosed herewith for filing in accordance with the provisions of said Section 303.25 of the Minnesota Statutes is a duly executed instrument appointing the Secretary of State as the Bank's agent for service of process, including a designation of a Bank officer to whom such notice or process shall be forwarded.

The Bank is filing the aforementioned document pursuant to Section 303.25 of the Minnesota Statutes solely to carry out its fiduciary responsibilities as Trustee under the will of Lloyd G. Balfour. We note that the Bank will not establish or maintain any branch office, agency or other place of business within the State of Minnesota and will not in any way solicit, directly or indirectly, any fiduciary business therein.

If you have any questions, or require any additional information, please call the undersigned collect at 617-725-1366.

Yours very truly,

Steven R. London

SRL/pr

Enclosures

619172

FW
20
20
WV
1
COPY

WARNER & STACKPOLE
28 STATE STREET BOSTON

Office of the Secretary of State
May 4, 1983
Page 2

Please acknowledge receipt of this filing by signing the enclosed copy of this letter and returning same to me in the enclosed, self-addressed, stamped envelope.

Received but not accepted due to lack of filing fee.

Best Block Date: *May 20, 1983*
Title: Director, Corporation Division