

PIONEER, INC., TACOMA—176359

State of Washington, shall have been completed.

IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to resolutions adopted by their respective Boards of Directors at meetings thereof duly held, has caused this Agreement to be duly executed in its name and its corporate seal to be hereunto affixed, and all or a majority of the directors of each Constituent Corporation have duly subscribed their names hereto as of the day and year first above written.

PACIFIC POWER & LIGHT COMPANY

By....Paul B. McKee.....

President

(SEAL)

Attest:

J.G. Hawkins
Secretary

George T. Bragg
Lewis A. McArthur
Paul B. McKee
Will T. Neill
S. W. Lovell
Ray F. Kelly
F. Lowden Jones
Guy W. Talbot
Edward Cookingham
Clarence H. Penland
J. R. Roberts
Josiah Richards

Directors of Pacific Power & Light Company

NORTHWESTERN ELECTRIC COMPANY

By L. T. Merwin
President

(SEAL)

Attest:

C. W. Platt
Secretary

Walter S. Babson
Arthur L. Fields
John A. Laing
L. T. Merwin
E. C. Sammons

Directors of Northwestern Electric Company

AMERICAN POWER & LIGHT COMPANY, taking cognizance of the foregoing Agreement, and for the considerations therein expressed, hereby acquiesces in and consents to the provisions of subparagraph (c) of Article III of said Agreement relating to the conversion of the securities of Pacific and Northwestern, now held by American Power & Light Company, into securities of the Surviving Corporation under and pursuant to the terms of said Agreement.

IN WITNESS WHEREOF, AMERICAN POWER & LIGHT COMPANY has caused these presents to be executed by its duly authorized officers, this 17th day of April, 1947.

AMERICAN POWER & LIGHT COMPANY

By H.L. Aller
President

(SEAL)

ATTEST:

D. W. Jack
Secretary.

I, ERNEST L. MCLEAN, Clerk of Pacific Power & Light Company, do hereby certify that at a special meeting of the stockholders of Pacific Power & Light Company, legally called for the purpose of considering the adoption of the foregoing Agreement and Act of Consolidation and Merger, and held at the principal office of the Company in Augusta, Maine, the following resolution was adopted, on the 23rd day of May, 1947, by the vote of more than two-thirds of the issued and outstanding shares of its capital stock entitled to vote:

"RESOLVED that the Agreement and Act of Consolidation and Merger, dated April 17, 1947, and executed by the officers and directors of the Company and of Northwestern Electric Company, a copy of which has been filed with this meeting, be and it hereby