## UNOFFICIA 2 2 3 7

I, Daniel T. Lis, First Vice President and Secretary of NBD Bancorp, Inc., a
Delaware corporation, do hereby certify that the following is a true and exact copy
of resolutions duly approved and adopted at a regular meeting of the Board of
Directors of said corporation held on October 19, 1987, at which meeting a quorum
was present and acting throughout:
3700703

MMFREAS, NBD Trust Company of Illinois ("NBD Trust"), and NBD Park Ridge Bank, NDD Highland Park Bank, N.A., NBD Skokie Bank, N.A., NBD Chicago Bank, NBD Elk Grove Bank, and NBD Woodfield Bank ("Banks") are wholly-owned subsidiaries of the Composition and qualified to administer trusts in the State of Illinois; and

WHEREAS, the Corporation, NBD Trust and Banks with to merge the trust business of each Bank and NBD Trust and to cause NBD Trust to thereby succeed each Bank as fiduciary under all trust agreements and other instruments under which each Bank is acting as a fiduciary as to which it may lawfully do so other than any terms and condition: (the "Instruments"); and

WHEREAS, the Corporation, 1BD Trust and Banks wish to have NBD Trust and Banks enter into an Agreement whereby NBD Trust will administer Bank fiduciary accounts not succeeded to by NBD Trust and whereby Bank shall compensate NBD Trust for the performance of said administration services.

NOW, THEREFORE, BE IT RESOLVED, that NBJ Trust shall succeed each Bank as fiduciary under the Instruments, and shall have all of the rights and powers and assume all of the duties granted to or imposed upon each Bank by law or the Instruments governing such.

FURTHER, RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to execute a Trust Posiness Merger Agreement to facilitate NBD Trust's succession of each Bank as fiduciary under the Instruments.

FURTHER RESOLVED, that the proper officers of the Corporation be hereby authorized, empowered and directed, on behalf of the Corporation, to do or cause to be done any and all acts and things and execute and deliver any and all such further documents and papers as, with advice of counsel, they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto subscribed my name as First Vice President and Secretary and have caused the corporate seal of the Corporation to be hereto affixed this 11th day of January, 1988.

Daniel T. 118

First Vice President and Secretary

W. Back ( Contaction on file)

(Hill

## UNOFFICIAL COPY

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HARRY BUST YOURSIL

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IDENTIFIED No.

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