

Shawinigan Hydro-Electric Company," which name the said company shall hereafter bear, but without altering the position of parties in pending cases.

8. The head office of the company shall, in future, be at Head office, Shawinigan Falls.

9. Nothing contained in this act shall be construed as Limitations, conferring upon a municipality powers which it does not possess under the laws governing it, or upon a company powers which it does not possess under its charter.

10. This act shall come into force on the day of its sanc- Coming into
force
tion.

C H A P. 106

An Act to amend the charter of the Metabetchouan Pulp Company, and to ratify certain financial arrangements with the shareholders

[Assented to 14th March, 1907]

WHEREAS the Metabetchouan Pulp Company has by Preamble petition represented :

That it was incorporated by the act 2 Edward VII, chapter 78 ;

That it has endeavored to develop its property and water-powers by having a considerable amount of work done in connection therewith, in order to create a revenue for itself ;

That, in order to attain this end, it has been obliged to contract obligations and effect loans, but the result obtained has not justified its hopes and finally, through lack of capital, it was forced to suspend work, and later on the want of revenue made it impossible for it to meet the interest on its debts and to provide for its obligations at their maturity ;

That, as the stringency continued to increase from day to day, the company, in order to avoid forced liquidation which would be disastrous both to the creditors and to its shareholders, was under the necessity of transferring the whole of its assets to persons willing to assume its debts, which was done with the consent of nearly all the shareholders ;

Whereas it is expedient to grant the prayer contained in the said petition ;

Therefore, His Majesty, with the advice and consent of the Legislative Council and of the Legislative Assembly of Quebec, enacts as follows :

New name
of company.

1. The charter of the Metabetchouan Pulp Company is amended by substituting the name of "The Metabetchouan Company" to that of "The Metabetchouan Pulp Company."

Certain sale
ratified.

2. The sale and transfer of all the assets of the said company, as mentioned in a deed of transfer by L. J. Bérubé *ès-qualité*, thereunto authorized by a resolution of the shareholders of the said company, passed at a meeting held on the second April, 1906, to Fidèle Blouin, Joseph Samson and Joseph Edouard Caron, *ès-qualité*, passed before Mtre. J. A. Charlebois, notary, at Quebec, on the seventeenth day of April, 1906, annexed to this act as Schedule A, is hereby, in so far as the powers of the company are concerned, confirmed and ratified to all intents and purposes.

2 Ed. VII, c.
78, s. 3,
replaced.

3. Section 3 of the act 2 Edward VII, chapter 78, is replaced by the following :

Reduction
of capital
stock, &c.

"**3.** The capital stock of the company, which was two thousand nine hundred and ninety-one ordinary shares and one thousand preferred shares in the treasury of the company, is reduced to one thousand five hundred and eighty ordinary shares of one hundred dollars each. Such capital may be increased, from time to time, to an amount of one million dollars according to the company's needs, by a resolution adopted by a vote of two-thirds of the shareholders at a general meeting called for such purpose.

Replacing
of present
shares, &c.

The ordinary and preferred shares issued until this date by the said company, are replaced to all intents and purposes by the aforesaid one thousand five hundred and eighty shares which are allotted amongst the persons mentioned in a deed of agreement passed before Mtre. J. A. Charlebois, notary, at Quebec, on the twenty-ninth of November, 1906, and annexed to this act as Schedule B, in the proportions set forth in the said deed and in a deed of adhesion to the said deed of agreement passed before Mtre. J. A. Charlebois, notary, at Quebec, on the 5th January, 1907, and shall be entered in the company's books as such.

Certain
transfer to
company
authorised.

4. After the passing of this act, the trustees mentioned in a deed of trust, passed before Mtre. J. A. Charlebois, notary, at Quebec, on the seventeenth of April, 1906, and annexed to this act as Schedule C, who are holders of the assets of the company, may transfer and make over to the Metabetchouan Company all the property transferred to them as security for the payment of all the company's debts.

Directors.

5. The present directors shall be the directors of the said company until the appointment of their successors at a general meeting convened for the purpose.

6. The Metabetchouan Company assumes all the liabilities of the Metabetchouan Pulp Company towards its creditors, and nothing in this act shall deprive those who have not adhered to the agreements contained in schedules A and B to this act, of the advantages granted to the persons who have subscribed to them, provided they ask the same within two months from the sanction of this act.

Notice of the passing of this act, and of the provisions of the last preceding clause, shall be given to the persons who have not acquiesced in the agreements contained in schedules A and B.

Such notice shall be sent by registered letter, signed by the secretary, within fifteen days from the date of the sanction of this act.

7. This act shall come into force on the day of its sanction.

SCHEDULE A

Before JEAN ALFRED CHARLEBOIS, the undersigned notary public for the part of the Dominion of Canada called the Province of Quebec, residing and practising in the city of Quebec,

CAME AND APPEARED :

THE METABETCHOUAN PULP COMPANY, a body politic, incorporated under the act 2 Edward VII, c. 78, having its principal place of business in the city of Quebec, herein represented by Louis Joseph Bérubé, of the parish of Sainte Anne de la Pocatière, in the county of Kamouraska, Esquire, notary, acting herein in his quality of duly appointed attorney, and in virtue of the powers conferred upon him by the shareholders of the said company at a general meeting held at Quebec on the second day of April instant, (1906) duly called, as appears by the certificate of the secretary-treasurer of the said company, hereunto annexed, signed by the parties and the undersigned notary, the said resolution having been unanimously adopted by the shareholders representing over three-fourths of the capital stock of the said company, as appears by the copy of the said resolution duly attested by the secretary-treasurer and

by the list of shareholders present, also attested by the secretary-treasurer of the said company and which are annexed to these presents after being signed and initialed by the parties and the undersigned notary, representing over three-fourths of the shares of the said company,

Parties of the first part ;

AND

MESSRS. FIDELE BLOUX, of the city of Quebec, manufacturer, Joseph Samson, of the same place, hardware merchant and Joseph Edouard Caron, of the parish of Sainte Louise, county of L'Islet, all three acting in their quality of trustees duly appointed for the purposes of these presents by deed passed before Mre. J. A. Charlebois, the undersigned notary, on the seventeenth day of the month of April, one thousand nine hundred and six,

Parties of the second part.

Which parties have declared as follows :

Whereas, at the said general meeting of the shareholders of the Metabetchouan Pulp Company, duly convened, at which were present shareholders of the said company representing over three-fourths in value and three-fourths in number, it was proposed by Mr. George Ball, seconded by Mr. Georges Emile Tanguay, both directors of the said company, and unanimously resolved :

“That Mr. Louis Joseph Bérubé, of the parish of Sainte Anne de la Pocatière, in the county of Kamouraska, notary, be and is hereby authorized to sell, assign and transfer for all lawful purposes, all the assets of the Metabetchouan Pulp Company, consisting of lands, moveables and immoveables of all kinds, railways, engines, materials, dams, water-powers, timber-limits, construction works of all kinds, machinery, charters, franchises, shares, claims, rights of all kinds, active servitudes, all powers whatsoever of the said company and generally all the assets of the said company of whatsoever nature ; the said Louis Joseph Bérubé being specially authorized to transfer in the books of the said company the shares of all the present shareholders to all persons or companies whomsoever who shall assume all the debts, obligations and servitudes of the said company, in such manner that all the present shareholders, directors, sureties and endorsers shall be freed from all obligations whatsoever, save and except the sums which may be personally due to the said company by the said shareholders, with power to the said Louis Joseph

Bérubé to sign any deed of sale and document whatsoever for the purposes of the present resolution, to consult any persons, and generally to represent all the shareholders of the said company and the company itself in order to carry out the said sale."

Whereas several judgments have been rendered against the said company, and a portion of its effects have already been seized ; whereas the directors of the said company, in order to prevent the sale of the said effects, were themselves obliged to pay the amounts of such judgments and, several other judgments not having been satisfied, the holders of such judgments threaten to take fresh seizures against the said company ;

And whereas, to avoid difficulties to the said company and to avoid a forced liquidation, the directors of the said company called a general meeting of the shareholders of the company at which the financial difficulties of the company were discussed and it was unanimously decided by the shareholders present at the said meeting above mentioned, representing over three-fourths of the capital stock of the said company, that it was advantageous and in the interest of the said company and of its shareholders to sell all its assets for the amount of its debts, as set forth in the above mentioned resolution.

Consequently, the said Louis Joseph Bérubé, in his aforesaid quality has, by these presents, sold, assigned and transferred without any warranty except as to his acts and promises and only in so far as the aforesaid resolution of the company can authorize him, to the said trustees, Fidèle Blouin, Joseph Samson and Joseph Edouard Caron, thereof accepting :

1—SHARES IN THE CAPITAL STOCK OF THE METABETCHOUAN
PULP COMPANY

Two thousand and twenty-three shares in the capital stock of the Metabetchouan Pulp Company set forth in the annexed list, signed and initialed by the parties and under-signed notary.

2—TIMBER LIMITS

(a) Timber limit number one of Caron township, comprising the following lots in Caron township, namely : In the sixth range, lots numbers twenty-three and twenty-four (23 and 24) ; in the seventh range, lots numbers one and from five to eighteen inclusively (1 and from 5 to 18 inclusively) containing three square miles, more or less, in superficies ;

(b) Timber limit number two of Caron township, comprising the following lots, namely : In the seventh range, lots thirty-two to forty inclusively ; in the eighth range, lots twenty-five to thirty-two inclusively, thirty-three to forty-five inclusively, and forty-six ; in the ninth range, lots numbers twenty-five to forty-six inclusively, containing eight and one-third square miles, more or less, in superficies ;

(c) Timber limit number one of Metabetchouan township, comprising the following lots : In the sixth range, lots A, B, C, 1 and 2, containing one and a half miles, more or less, in superficies ;

(d) Timber limit number four of Dequen township, comprising the following lots in the township of Dequen : In the fourth range, lots numbers forty-two to forty-seven inclusively (42 to 47 inclusively), containing one square mile, more or less, in superficies ;

(e) Timber limit number one hundred and sixty-two, on the Metabetchouan river, being south of limit number one hundred and sixty-three, bounded on the north by limit number one hundred and sixty-three, on the east by the Metabetchouan river, on the south by the forty-eighth parallel of latitude, and on the west by a line parallel to the course of the river and situate four miles from the said river, measuring twenty-four square miles, more or less ;

(f) Timber limit number one hundred and sixty-three on the Metabetchouan river, comprising a territory to the west of the Metabetchouan river described as follows : Starting from the intersection of the Metabetchouan river with the rear line of the township of Dequen ; thence to the south, following the river for six miles ; thence in a westerly direction following a line parallel to the line running to the rear of the township of Metabetchouan to five miles distance from the said line ; thence, in a northerly direction, following a line parallel to the course of the Metabetchouan river to five miles from the rear line of Dequen township ; thence in an easterly direction following the said line to its point of departure, containing thirty square miles more or less, in superficies ;

(g) Timber limit number one hundred and sixty-four on Metabetchouan river, described as follows : A territory situate to the east of the Metabetchouan river bounded as follows : On the north by limit number one hundred and sixty-six ; on the east by limit number one hundred and sixty-five ; on the south by the forty-eighth parallel of latitude and on the west by the Metabetchouan river, measuring thirty-one square miles in superficies ;

(h) Timber limit number one hundred and sixty-five on the Metabetchouan river, situate to the south of limit number one hundred and sixty-six of the Metabetchouan river, bounded

as follows: On the north by limit number one hundred and sixty-six; on the east by the river *aux Ecorces Ouest*; towards the south by the forty-eighth parallel of latitude for a distance of five and a half miles and on the west in a westerly direction forming the south-west angle of the said limit; thence towards the west by a line to be drawn from the aforesaid angle in a northerly direction of fourteen degrees east, astronomically, five and a half miles, more or less, to the southern limit of the said Metabetchouan timber limit number one hundred and sixty-six, thus forming the north-westerly angle of the present limit, containing twenty-four square miles, more or less, in superficies;

(i) Timber limit one hundred and sixty-six on the Metabetchouan river, being a territory situate on the east side of the Metabetchouan river, bounded as follows, namely: Towards the north by limit number one hundred and sixty-seven and partly by limits number twenty-seven and one, all situate on the Metabetchouan river; towards the east by the limits of the river *aux Ecorces Ouest*; towards the south by a line parallel to the north line of the present limit and running to a distance of five miles from the said boundary measured in a perpendicular direction, and towards the west partly by the Metabetchouan river and partly by limit number one above mentioned, containing thirty-four miles and three-quarters, more or less, in superficies;

(j) Timber limit number one hundred and sixty-seven on the Metabetchouan river, bounded towards the north by limit number twenty-six of south Mécy; towards the east by the limit of the river *aux Ecorces Ouest*; towards the south by the prolongation towards the west of the south line of the limit number twenty-seven of the river Metabetchouan, to its intersection with the limit of river *aux Ecorces Ouest*, and towards the west by limit number twenty-seven, containing fifteen square miles, more or less, in superficies.

3.—RAILWAY

All the rights and interests which the said Metabetchouan Pulp Company may have in a railway constructed to connect its works at Saint André de l'Épouvante to its point of intersection with the Quebec and Lake St. John Railway, near Lake Bouchette, about eleven and a half miles in length with a uniform width of ninety-nine feet, except at six points where the width is greater or less; this railway, situate entirely in Dequen township in the county of Lake St. John, runs over land forming part of the following lots and ranges, which it crosses, namely:

Lots numbers thirty-six (36), thirty-seven (37), thirty-eight (38), thirty nine (39) and forty (40) of the first range of Dequen township.

Lots numbers forty, forty-one, forty-two, forty-three, forty-four and forty-five (40, 41, 42, 43, 44 and 45) of the second range of Dequen township.

Lots numbers thirty-nine, forty and forty-one, (39, 40 and 41) of the third range of Dequen township.

Lots numbers thirty-four, thirty-five, thirty-six, thirty-seven, thirty-eight and thirty-nine (34, 35, 36, 37, 38 and 39) of the fourth range of Dequen township.

Lots numbers one, two, three, four, five, six, seven, eight, nine, ten, (1, 2, 3, 4, 5, 6, 7, 8, 9, 10) of the tenth range of Dequen township.

Lots numbers seven, eight and nine (7, 8 and 9) of the eleventh range of Dequen township.

Lots numbers seven and eight (7 and 8), of the twelfth range of Dequen township.

Lots numbers eight, nine, ten and eleven (8, 9, 10 and 11), of the thirteenth range of Dequen township.

Lots numbers, eleven, twelve, thirteen, fourteen and fifteen (11, 12, 13, 14 and 15), of the fourteenth range of Dequen township.

Lot number fifteen of the fifteenth range.

The whole in accordance with the plan and report made and signed by William Tremblay, land surveyor, on the thirteenth day of January, one thousand nine hundred and three to be deposited in the Department of Railways for the Province of Quebec, together with the stations, rolling stock, engine, cars, etc., etc., used in its operation.

4.—WATER-POWERS

The immoveable and all the water-powers and privileges situate in the parish of Saint André, in the township of Dequen, in the county of Lake St. John, granted to Théodule Vendal by letters patent from the Crown, dated the twenty-fourth day of July, one thousand nine hundred, the said grant comprising the whole of lot number forty (40) in the first range of Dequen township, together with the water-power commonly called "bute Saint André," the part granted being bounded and designated as follows : In front on the south-east by the Metabetchouan river along the whole width of the lot ; in rear to the north-west by a perpendicular line running between the two lines of division to the east and west and which divides lot number forty from lot number forty-one and lot number forty from lot number

thirty-nine at a distance of three acres from the river on the east side, bounded on one side to the east by lot number thirty-nine, including the mill site and the water-powers as actually existing on the said lot and in the said river, comprising also all the land surrounding the dam and the basin on the opposite bank of the river and to be detached from lot number sixty-seven of the first range of Saint Hilaire township, with the right of way at all times in favor of the said Metabetchouan Pulp Company to pass on foot or in vehicles, over the whole remaining part of lot number forty belonging to Théodule Vendal and also the necessary land for the passage of a railway line and for a siding; this latter portion of land sold being subject to the right of way of Théodule Vendal, under the reservation nevertheless made to Théodule Vendal by deed passed before Mtre. Cyrille F. Delâge, notary, on the twenty-sixth day of March, one thousand nine hundred and two, by which deed the said company granted to the said Théodule Vendal the mill which he had built on the opposite side of the river on lot number sixty-seven in the first range of Saint Hilaire township, with the right to the said Théodule Vendal of using the water of the dam, provided that the power thus derived do not exceed fifty horse-power, and provided that the dam and the water-pipe furnishing the power to the said mill be constructed and put in good order by the said Théodule Vendal, with, moreover, all the rights granted to the said company by section four of its charter, 2 Edward VII, c. 78.

All the water-powers and all the lands at "Chute Blanche" Falls and at "Les Cascades," acquired by the said Metabetchouan Pulp Company by letters patent from the Crown dated the twenty-ninth day of December, one thousand nine hundred and three, described as follows:

"All those parcels of land lying and situate in the county of Lake St. John, in the Province of Quebec, containing, according to the survey thereof, seven hundred and fifty-three acres, more or less, with the ordinary reservation for public roads, which said parcels of land may be otherwise described as follows, namely: The bed of a portion of the Metabetchouan river and the lands situate on each side of that part of the river in the townships of Saint Hilaire and Dequen, county of Lake St. John, containing seven hundred and fifty-three acres (753) more or less, the whole indicated in red on the plan annexed to the said letters patent, and more particularly described as follows, namely:

1. In Saint Hilaire township: The north-west portion of each of lots numbers twenty-six, twenty-seven, thirty-three, thirty-four, thirty-five and thirty-six (26, 27, 33, 34, 35 and

36), the west part of each of lots numbers thirty-seven and thirty-eight (37 and 38), the south part of lot number thirty-nine (39), all situate in the first range of the Metabetchouan river and containing respectively seventy-eight, eighty-six, twenty, twenty, nine, six, six, seven and forty-seven acres, (78, 86, 20, 20, 9, 6, 6, 7 and 47), also the south-west part of lot number twenty-one (21) of the second range of the Metabetchouan river, containing three acres (3), with, moreover, all the bed of the Metabetchouan river comprised from one bank to the other from the prolongation of the south-west side line of lot number twenty-one (21) of the second range of the river to the prolongation of the lines between lots numbers twenty-five and twenty-six (25 and 26) of the first range, which river bed covers a superficies of two hundred and eight (208) acres more or less. The present grant comprises the islands, islets, rocks, deposits of land (*battures*), the water-powers of the "Chute Blanche," "les Cascades" and other water-powers, etc., etc., which may be found between the two extreme limits above described.

2. In Dequen township : The north-west part of lot number twenty-three (23) of range A ; the north-west part of lot number twenty-three (23) of range B ; the north part of lot number twenty-four of range B ; the east part of each of lots numbers twenty, twenty-one, twenty-two and twenty-three (20, 21, 22 and 23) of range C ; also the east part of each of lots numbers fifteen, sixteen, seventeen, eighteen and nineteen (15, 16, 17, 18 and 19) of the fifth range and lots numbers eight and nine (8 and 9) of the sixth range, containing respectively three, thirty-five, four, five, nine, five, twenty, seven, five, five, seven, seventy-four and seventy-five acres (3, 35, 4, 5, 9, 9, 5, 20, 7, 5, 5, 7, 74 and 75), which parts of lots above described, with the exception, however, of the parts of lots numbers twenty-six, twenty-seven, thirty-three and thirty-four, (26, 27, 33 and 34) of the first range of Saint Hilaire and the parts of lots numbers eight and nine (8 and 9) of the sixth range and of lot number fifteen (15) of the fifth range of Dequen, are comprised between the shore of the said river and the outline of the level thirty-five feet above the level of the head of the "Chute Blanche" at ordinary low-water.

5.—IMMOVEABLE PROPERTIES AT SAINT ANDRÉ

(a) A lot of irregular shape containing about one and a half arpents in superficies and contained within the following boundaries, namely : bounded in front, towards the east, by the Metabetchouan river and in rear, towards the west, by a public road (old road), and on the north and south sides by the two streams to be found there, the said land forming part

of lot number thirty-eight (38) of the first range of Dequen township, without buildings and without any reserve.

(b) A lot of irregular shape containing about forty seven acres in superficies, contained within the following boundaries : bounded in front, towards the east, by the Metabetchouan river ; in rear, towards the west, by the new highway ; on one side, to the north, partly by lot number thirty-nine of the first range of Dequen and partly by the piece of land two hundred and fifty feet, English measure in length on the depth of the said land and on a width of two hundred and eleven feet, English measure, which Basile Néron reserves to himself in the north-east corner of the said land starting from the road ; on the other side, towards the south, by lot number thirty-seven (37), the said lot forming part of lot number thirty-eight (38) of the first range of Dequen township in the county of Lake St. John, from which land are to be deducted the lots sold to the following persons, namely : Thaddée Tremblay, a lot containing forty perches in superficies ; Napoléon Bouliane, a lot containing forty feet in front by eighty feet in depth ; Théodule Tremblay, a lot containing about forty-five feet in front by eighty feet in depth.

The two above described lands were acquired by the Metabetchouan Pulp Company from Basile Néron, by deed of sale passed before Mtre. J. A. Charlebois, notary, on the third day of February, one thousand nine hundred and four.

(c) The south half of lot number thirty-seven (37) in the first range of Dequen township, containing about eighty-one acres in superficies, with the exception of a small part of the said lot upon which Basile Néron has an option, and two lots which had been sold to Melchiade Tremblay and to Joseph Tremblay at the time of the purchase by the Metabetchouan Pulp Company.

This property was acquired by the said Metabetchouan Pulp Company from the Crown, by letters patent dated the twenty-third day of January, one thousand nine hundred and four.

(d) All the lower part or eastern extremity of lot number thirty-nine (39) in the first range of Dequen township, containing ten acres in superficies, bounded in front partly by the high water mark of the waters of the basin of the dam and partly by the railway line of the company ; on the west by a paralalled line of the east limit ; on the north by the division line between lots numbers thirty-nine and forty, together with a small piece of land forming part of lot number thirty nine of the same range and township to be taken from the north side of the said lot of triangular shape, bounded towards the east by a straight line being the prolongation of a line drawn on the west side of the said dam ; towards

the south by a line paralld to the line drawn by Dumais, surveyor, situate a hundred feet from the said line ; towards the west by a line paralld to a line drawn on the west side of the said dam, the whole in such manner as to give a superficies of one acre to the said piece of land.

The two lastly described immoveables were acquired by the said Metabetchouan Pulp Company by deed passed before Mtre. Cyr. F. Delège, notary, on the twenty-sixth day of March, one thousand nine hundred and two.

6.—PROPERTIES INUNDATED BY FRESHETS

(a) A certain lot of irregular shape measuring seven arpents and thirty-six feet, bounded in front, towards the east, by the Metabetchouan river ; in the rear, towards the west, by the land of Pierre Larouche, adjoining on one side, to the north, the land of Léandre Gagné and on the other side to the south, Joseph Brassard, being the eastern part of the lot of land described as being lot number forty-five of the second range of Dequen township, in the county of Lake St. John.

Acquired by the Metabetchouan Pulp Company from Pierre Larouche by deed of sale passed before Mtre. J. P. Gagnon, notary, on the tenth day of January, one thousand nine hundred and three, registered at Roberval on the sixteenth day of February, of the same year.

(b) A lot of irregular shape, measuring about seven acres in superficies, bounded in front, towards the west, by the Metabetchouan river ; in rear, towards the east, by the land of Méridé Gagné and the highest point which the water of the said river Metabetchouan may attain when the dam of the said company is shut ; adjoining on the north side Johnny Boily and on the south side Ernest Harvey, being the west part of lot number sixty-two and part of the south half of lot number sixty-three in the first range of Saint Hilaire township.

Acquired by the said Metabetchouan Pulp Company from Méridé Gagné, on the twenty-fifth day of August, one thousand nine hundred and five, by deed passed before Mtre. J. P. Gagnon, notary.

(c) 1. A lot containing about four acres in superficies, bounded in front towards the west by the Metabetchouan river ; in rear, towards the east, by the land of Johnny Boily and the highest point which the water of the Metabetchouan river may attain when the dam of the said company is shut ; adjoining on the north side the land of Jules Gagné, junior, and on the south side Méridé Gagné, the said lot forming part of the north half of lot number sixty-three in the first range of Saint Hilaire township, county of Lake St. John.

2. Another lot of irregular shape, containing about three acres in superficies, bounded in front, towards the west, by the Metabetchouan river, and in rear, towards the east, by the land of Johnny Boily and the highest point which the water of the said Metabetchouan river may attain when the dam of the said company is shut, adjoining on the north side to Joseph Tremblay and on the south side to Jules Gagné, junior.

The said land forming part of the north half of lot number sixty-four and of the south half of lot number sixty-five of the first range of Saint Hilaire township, county of Lake St. John.

Acquired by the said Metabetchouan Pulp Company from Johnny Boily by deed passed before Mtre. J. P. Gagnon, notary, at Saint Jérôme, on the twenty-fifth day of August, one thousand nine hundred and two.

(d) 1. A lot of irregular shape, containing one arpent and seventy-nine perches in superficies.

2. Another lot contiguous to the first, also of irregular shape, containing fifty perches in superficies.

Which above two lots are bounded, as follows : In front towards the east, by the Metabetchouan river and in rear, towards the west, by the land of Léandre Gagné, adjoining on the north side the land of Pierre Larouche and on the south side that of Joseph Gagné ; the above two lots form part of lot number thirty-six (36) of the first range of Dequen township.

Acquired by the Metabetchouan Pulp Company from Léandre Gagné by deed passed before Mtre. J. P. Gagnon, notary, on the twenty-sixth day of December, one thousand nine hundred and three, registered on the thirteenth day of January, one thousand nine hundred and four.

(e) A lot of irregular shape, containing forty-six perches in superficies, bounded in front, towards the east, by the Metabetchouan river ; in rear, towards the west, by the land of Joseph Gagné, adjoining on the north side the land of said company and on the south side that of Léandre Gagné. Such lot forms part of lot number thirty-six (36) of the first range of Dequen township, county of Lake St. John.

Acquired by the said Metabetchouan Pulp Company from Joseph Gagné by deed of sale passed before Mtre. J. P. Gagnon, notary, on the twenty-eighth day of December, one thousand nine hundred and three, registered on the thirteenth day of January, one thousand nine hundred and four.

(f) 1. A lot measuring about five perches in front by six perches in depth, bounded in front, towards the east, by the highway ; in rear, towards the west and towards the south side by the land of Basile Néron, and on the north side by

that of Joseph Vendal, which land is occupied by Roger Tremblay.

2. Another lot measuring about five perches in front by about five perches in depth, bounded in front, towards the east, by the highway, and in rear, towards the west, as well as to the south and north sides, by the land of Basile Néron, which land is occupied by Ildevert Boivin.

3. Another lot measuring about five perches in front by five perches in depth, bounded in front, towards the east, by the aforesaid highway and in rear, towards the west, and on the north side, by Basile Néron, and adjoining on the south side the land of Thaddée Tremblay, which land is occupied by Eusèbe Larouche.

Which said three lots above described form part of lot number thirty-eight of the first range of Dequen township, parish of Saint André, in the county of Lake St. John.

Acquired by the said Metabetchouan Pulp Company from Marcelin Tremblay by deed passed before J. P. Gagnon, notary, on the twenty-seventh day of January, one thousand nine hundred and three, registered at Roberval under the number 3183.

(g) A lot of irregular shape containing about twenty-four arpents and fifteen perches in superficies situate at Saint André, bounded in front, towards the west, by the Metabetchouan river and in rear, towards the east, by the land of Ernest Harvey at the boundary posts placed by William Tremblay, land surveyor, adjoining on the north side the land of Méridé Gagné and on the south side that of Joseph Fortin. Such lot is the west part of lots numbers sixty-three, sixty-four and sixty-five of the second range of Saint Hilaire township, in the county of Lake St. John.

Acquired by the said Metabetchouan Pulp Company from Ernest Harvey, by deed of sale passed before J. P. Gagnon, notary, on the seventeenth day of August, one thousand nine hundred and three.

(h) All the rights and interests acquired by the said Metabetchouan Pulp Company from Alfred Côté, merchant, of Saint Hilaire township, for damages to the camp, by deed passed before J. P. Gagnon, notary, on the twenty-fifth day of August, one thousand nine hundred and two.

(i) A lot situate in the parish, of Saint André of irregular shape, containing two arpents and sixty-five perches in superficies and bounded in front by the Metabetchouan river; in rear, towards the west, by the land of Eugène Gagné adjoining on the north side the land of Elie Villeneuve, and on the south side that of Augustin Tremblay, forming part of lot number forty-seven (47) of the third range of Dequen township, in the county of Lake St. John.

Acquired by the said company by deed passed before Mtre. J. P. Gagnon, notary, at Saint-Jérôme, on the twenty-seventh day of February, one thousand nine hundred and four, registered on the second day of March, of the same year.

(j) A lot situate in the said parish of Saint André, of irregular shape, containing about three arpents in superficies, at present inundated by the overflowing of the Metabetchouan river caused by the construction of the said company's dams, bounded in front towards the east by the Metabetchouan river ; in rear, towards the west, by the land of Louis Villeneuve, adjoining on the north side the land of Ernest Villeneuve and on the south side that of Elie Villeneuve, forming part of lot number forty-two (42) of the second range of Dequen township, county of Lake St. John.

Acquired by the said company from Louis Villeneuve by deed passed before Mtre. J. P. Gagnon, notary, at Saint Jérôme, on the eighth day of May, one thousand nine hundred and four, registered at Roberval on the twenty-first day of May of the same year.

(k) A lot situate in the parish of Saint André, of irregular shape, containing two arpents in superficies, bounded in front, towards the east, by the land of the said Metabetchouan Pulp Company or by the Metabetchouan river ; in rear, towards the west, and on the north side by the land of Eugène Gagné ; on the south side by the land of Augustin Tremblay ; forming part of number forty-seven (47) of the third range of Dequen township, which land comprises all the land which the said company causes to be inundated.

Acquired by the said company from Eugène Gagné by deed passed before Mtre. J. P. Gagnon, notary, at Saint Jérôme, on the third day of February, one thousand nine hundred and five, registered on the fourth day of February of the same year.

All the above immoveables being thus assigned with all the active servitudes and all the rights which the said Metabetchouan Pulp Company may have acquired in virtue of its titles to the said properties.

7.—SUBSIDIES

(a) All the rights and interests which the said Metabetchouan Pulp Company may have under the Federal statute 3 Edward VII, chapter 47, section 57, to a subsidy of three thousand two hundred dollars granted for a railway of thirteen miles at the most, running from Lake Bouchette station on the Quebec and Lake St. John Railway to St. André.

(b) All the rights and interests which the said company may have against the Government of the Province of Quebec

to obtain a subsidy in land or in money for the aforesaid railway.

8.—MOVEABLES

Lastly, all the furniture in the Quebec office or at St. André, together with a railway engine or locomotive of fifty-five tons, seven McCormick turbines with their accessories, all the steel sheets for a water-duct or water pipe two hundred and twenty feet long and sixteen feet in diameter, with extensions, the draft tubes, and all the materials for the construction of such water-duct ; also the machinery and tools of a blacksmith's forge, with the waggons, harness, chains, etc., and the rolling stock of the camps.

Moreover, all the moveable effects belonging to the said company, of any nature whatsoever, without any exception, and wherever situate and in the possession of any person whomsoever.

Finally all the claims which the said Metabetchouan Pulp Company has against all persons or companies, without any exception, whatever may be the amount, origin, nature and cause thereof, including the judgments rendered in favor of the said company against its debtors, persons in possession of its property or garnishees.

This sale and transfer is so made with the obligation on the part of the said trustees to pay all the debts of said company of whatsoever nature they may be : promissory notes, notarial obligations, privileged claims, hypothecary claims and current accounts without exception, principal interest and costs, and in such manner as to fulfil and acquit all the obligations in the same manner as the said company was bound to do, even for debts resulting from damages that the said company may have caused by itself, its agents or employees.

On his part the said Louis Joseph Bérubé binds himself to sign all declarations, deeds and all documents necessary to give the said trustees or to the persons designated to him by a majority thereof, a clear title to the said property, with the understanding that, unless the same become necessary, the present deed shall not be registered and that, with regard to the shares in the capital stock of the said company, it shall be sufficient to sign one or more transfers in the books of the said company.

The purchasers or trustees shall not exact that the said Louis Joseph Bérubé produce a registrar's certificate to establish the amount of the privileged debts, of the hypothecary debts or of the judgements which may be registered against the property of the said company, and to that end they accept the declaration and the statements which will be produced by the said Metabetchouan Pulp Company.

In order to establish the amount of the debts of the said Metabetchouan Pulp Company, the purchasers declare that they accept the company's statements of account and the said Louis Joseph Bérubé, both as to the amount of the said company's accounts and as to the amount of hypothecs, privileged debts and the judgments which may be registered against the property of the said company, incurs no responsibility and gives no warranty to the purchasers.

As to the shares in the capital stock of the said company the said Louis Joseph Bérubé transfers them, such as he receives them, basing himself, in effecting such transfer, on the declaration and the proxies produced by the secretary-treasurer of the said Metabetchouan Pulp Company, it being understood that he does not intend to render himself responsible for the acts of the shareholders who might hereafter contest the validity of the present transfer, it being understood that the said Louis Joseph Bérubé gives no warranty to that effect.

The present transfer, sale or giving in payment is so made on the part of the said Louis Joseph Bérubé to the said trustees with the obligation on their part to pay, as by these presents they oblige themselves to pay, all the debts of the said Metabetchouan Pulp Company of every nature and of whatever amount, it being declared, however, by the said Louis Joseph Bérubé, but without warranty, that such debts amount to the sum of from one hundred and sixty-five thousand to one hundred and seventy thousand dollars in principal, interest and costs; and the trustees, in their said capacity, bind themselves to fulfil all the obligations and servitudes of the said Metabetchouan Pulp Company of whatsoever nature and amount, inasmuch as the consideration for the making over of the assets of the said company is the payment by the acquirers of its assets, of all its debts, including the costs, fees and disbursements, cost of deeds, consultations, etc., of the said Louis Joseph Bérubé in the execution of his mandate.

The said Louis Joseph Bérubé undertakes by these presents to sign, as soon as requested, all deeds of declaration, deeds of sale and transfer and generally all other deeds which the trustees may deem necessary to complete their title to the effects sold.

WHEREOF ACTE :

DONE AND PASSED, at the city of Quebec, at the office of the aforesaid pulp company, on the seventeenth day of April, one thousand nine hundred and six, under the number seven thousand one hundred and forty-one of the minutes of the undersigned notary.

IN TESTIMONY WHEREOF the parties have signed with and in the presence of the undersigned notary, these presents duly read.

(Signed)	L. J. BÉRUBÉ,
"	F. BLOUIN,
"	JOSEPH SAMSON,
"	JOS. ED. CARON,
"	J. A. CHARLEBOIS, N. P.

(True Copy)

J. A. CHARLEBOIS, N. P.

General meeting of the shareholders of the Metabetchouan Pulp Company, called by order of the Board of Directors in the Board of Trade office at Quebec, at seven o'clock p. m., on Monday, the second day of April, one thousand one hundred and six.

Present:—Fidèle Blouin, Esquire, president; Louis Terreau, Esquire, vice-president; both of Quebec, and Messrs. François Xavier Drolet, of the city of Quebec, George Ball, of the town of Nicolet, P. O. Poirier, of the parish of St. Marie, Beauce, Louis Létourneau, of the city of Quebec, Eugène Lamontagne, of the same place, Louis Joseph Bérubé, of the parish of St. Anne de la Pocatière, G. Emile Tanguay, of the city of Quebec, Doctor E. M. A. Savard, of the parish of St. Marie, Beauce, Reverend P. N. Thivierge, of the city of Quebec, J. E. Lambert, of St. Joseph, Beauce, Valère Gosselin, of St. Marie, Beauce, Louis Bernier, of Lotbinière, Lucien Bernier, of the same place, Charles A. Paquet, of the city of Quebec, Alphonse Noël, of Lotbinière, Edouard Bégin, of the city of Quebec, Roch Terreau, of the same place, Archange Racine, of the same place, Ignace Bilodeau, of the same place, P. J. Jolicœur, of the same place, Adolphe Fortier, of the parish of St. Henri, county of Levis, Joseph Roy, of St. Alexandre, The Banque Nationale, of the city of Quebec, P. E. Fugère, of the same place, Eugène Leclerc, of the same place, J. A. Charlebois, of the same place, Leclerc & Letellier, of the same place, Louis Cantin, of the same place, Joseph Samson, of the same place, Joseph Bedard, of the same place, Adjutor Lépine, of the same place, Joseph P. Ouellet, of the same place, Joseph Plamondon, of the same place, Amable Hudon, of St. Anne de la Pocatière, Honoré Blouin, of the city of Quebec, J. E. Martineau, of the same place, André E. Vallérand, of the same place, C. Emile Morissette, of the same place, J. E. Caron, of Ste. Louise, county of L'Islet, Terreau & Racine, of the city of Quebec, J. Ignace Bilodeau, of the city of Quebec, C. Alfred Morissette, of St. Hénédine.

And the following persons represented by proxy :

Dame Clara Gagnon, of St. Anne de la Pocatière, Mrs. A. Paré, née Aimée Plourde, of Cacouna, Servule Thériault, of the parish of St. Aubert, county of L'Islet, Damase Bélanger, of St. François, Beauce, François Goudreau, of the parish of St. Louise, county of L'Islet, Mrs. Widow L. A. Talbot, of the parish of L'Islet, J. Arthur Talbot, of the same place, M. E. P. Hudon, of St. Anne de la Pocatière, L. U. Talbot, of St. Joseph, Beauce, Alfred Côté, of St. André, Lake St. John, J. N. Ducharme, of St. Marie, Beauce, Georges Cloutier, of St. Georges, Beauce, Ulric Marcotte, of the same place, Arthur Godbout, of the same place, Mme. Z. Paquet, of the city of Quebec, Alfred Gagné, of Sherbrooke, C. D. Ouellet, of St. André, Lake St. John, Charles Audet, of St. Anselme, Adolphe Boilard, of St. Bernard, Mrs. A. Boilard, née Philomène Roy, of the same place, J. L. M. Genest, of the same place, Napoléon Drouin, of the city of Quebec, Pierre Houde, of Lotbinière, William Farrier, of the same place, Lucien Pilote, of St. Edouard, Lotbinière, Elisée Jacques, of St. Jean Deschailons, Joseph Mercier, of St. Hénédine, Désiré Gagnon, of St. Anne de la Pocatière, Alphonse Caron, of St. Roch des Aulnaies, Philippe Chassé, of St. Anne de la Pocatière, Albert Fiset, of the city of Quebec, Henri Lacoursière, of St. Victor, Miss. Virginie Langevin, of Thetford Mines, Anselme Audet, of St. Ephrem, Mrs. Widow André Plourde, née Alphonsine Michaud, of Rivière Ouelle, Joseph Brassard, of St. André, C. A. Paradis, of St. Malachie, Joseph Grondin, of St. Anne de la Pocatière, Jean Baptiste Dumais, of St. Philippe, Camille Guay, of the city of Quebec, J. B. Voyer, of the same place, and Pierre Gagnon, of the same place, Ludger Hamelin and Gédéon Hamelin, both of Lotbinière, shareholders, Mr. Fidèle Blouin, presiding.

The minutes of the last meeting were read and adopted.

It appeared by the declaration of the assistant secretary-treasurer that notice of the calling of the meeting had been duly sent to all the absent shareholders.

The secretary explained the object of the meeting and the actual financial position of the company. After consideration it was moved by Mr. George Ball, seconded by Mr. Geo. Emile Tanguay and resolved unanimously, that Mr. Louis Joseph Bérubé, notary, of St. Anne de la Pocatière, be, and he is hereby authorized to sell, transfer and make over for all lawful purposes all the assets of the Metabetchouan Pulp Company, lands, property, moveables and immoveables whatsoever, railway, engines, materials, dams, water-powers, timber-limits, construction works of all kinds, machinery, charters, franchises, shares, claims, rights of all kinds, active servitudes, powers of the said

company, and generally all the assets of the said company of whatsoever nature, the said L. J. Bérubé being specially authorized to transfer in the books of the said company the certificates of shares of all its present shareholders to any person or company that will assume all the present debts, obligations and servitudes of the said company, in such manner that the present shareholders, directors, sureties and endorsers shall be freed from all obligations whatsoever, save and except the sums which may be due to the said company by the said shareholders personally, with power to the said L. J. Bérubé to sign all deeds of sale and documents whatsoever for the purposes of the present resolution, to consult all persons and generally to represent all the shareholders of the said company and the company itself, in order to effect the said sale.

Moved by J. P. Jolicœur, seconded by J. E. Caron and resolved unanimously that balloting be dispensed with in the election of the new board of directors and that Messrs. Fidèle Blouin, Louis Terreau, F. X. Drolet, Louis Létourneau, George Ball, G. Emile Tanguay, Eugène Lamontagne, L. J. Bérubé and P. O. Poirier be re-elected directors for the current year.

The minutes of the meeting having been read, they were unanimously adopted and the meeting adjourned.

(Signed) FIDÈLE BLOUIN, *President*.

“ JOS. ED. CARON, *Secy-Treas.*

Certified a true copy of the minutes of the general annual meeting of the shareholders of the Metabetchouan Pulp Company, held at Quebec, on the second day of April, one thousand nine hundred and six.

Quebec, 16th April, 1906.

(Signed) JOS. ED. CARON,

Secretary-Treasurer.

This is the resolution of the shareholders of the Metabetchouan Pulp Company adopted at the meeting held on the second day of April, one thousand nine hundred and six, mentioned in the foregoing deed of sale, annexed to the said deed, signed and initialed by the parties to the said deed and the undersigned notary, on the seventeenth day of April, one thousand nine hundred and six.

(Signed) L. J. BÉRUBÉ,

“ F. BLOUIN,

“ JOSEPH SAMSON,

“ JOS. ED. CARON,

“ J. A. CHARLEBOIS, N. P.

(True copy)

J. A. CHARLEBOIS, N. P.

List of the shareholders present at the meeting of the second of April, one thousand nine hundred and six, with the number of shares held by each of them, and also of those represented by proxy.

Fidèle Blouin.....	Quebec.....	\$ 5,000 00
Louis Terreau.....	"	1,200 00
F.-X. Drolet.....	"	9,000 00
Geo. Ball.....	Nicolet	5,000 00
P. O. Poirier.....	Ste. Marie.....	5,000 00
Louis Létourneau.....	Quebec.....	5,000 00
Eugène Lamontagne.....	"	1,000 00
Louis Joseph Bérubé.....	Ste. Anne de la Po- catière	1,500 00
G. Emile Tanguay.....	Quebec.....	7,000 00
Dr. E. M. A. Savard.....	Ste. Marie.....	1,000 00
Rev. P. N. Thivierge.....	Quebec.....	2,000 00
J. E. Lambert.....	St. Joseph, Beauce.	2,000 00
Valère Gosselin.....	Ste. Marie.....	5,000 00
Louis Bernier.....	Lotbinière!	1,000 00
Lucien Bernier.....	"	1,000 00
Chs. A. Paquet.....	Quebec.....	400 00
Alphonse Noël.....	Lotbinière	1,000 00
Edouard Bégin.....	Quebec.....	2,000 00
Roch Terreau	"	1,200 00
Archange Racine.....	"	2,200 00
Ignace Bilodeau.....	"	5,000 00
P. J. Jolicœur.....	"	500 00
Adolphe Fortier.....	St. Henri.....	3,000 00
Joseph Roy.....	St. Alexandre	2,000 00
La Banque Nationale.....	Quebec.....	32,000 00
P. E. Fugère (Quebec Clothing Co.).....	"	1,000 00
Eugène Leclerc.....	"	800 00
J. A. Charlebois.....	"	500 00
Leclerc & Letellier.....	"	1,500 00
Louis Cantin.....	"	2,400 00
Joseph Samson.....	"	5,000 00
Joseph Bédard.....	"	3,000 00
Adjutor Lépine.....	"	2,000 00
J. P. Ouellet.	"	5,000 00
Joseph Plamondon.....	"	500 00
Amable Hudon.....	Ste. Anne de la Po- catière.....	1,000 00
Honoré Blouin..	Quebec.....	5,000 00
J. E. Martineau.....	"	3,000 00
A. E. Vallerand.....	"	18,000 00

C. Emile Morissette.....	Quebec.....	\$ 3,000 00
J. E. Caron.....	Ste. Louise.....	1,000 00
Terreau & Racine.....	Quebec.....	13,200 00
J. Ign. Bilodeau.....	".....	800 00
C. Alf. Morissette, M. D..	Ste. Hénédine....	1,000 00

Represented by proxy :

Clara Gagnon.....	Ste. Anne de la Po- catière.....	1,000 00
Mrs. A. Paré, (née Aimée Plourde).....	Cacouna.....	1,000 00
Servule Thériault.....	St. Aubert.....	1,000 00
Damase Bélanger.....	St. François.....	1,000 00
François Gourdeau.....	Ste. Louise.....	1,000 00
Mrs. Widow L. A. Talbot.	L'Islet.....	1,000 00
J. Arthur Talbot.....	".....	3,000 00
M. E. P. Hudon.....	Ste. Anne de la Po- catière.....	2,500 00
L. U. Talbot.....	St. Joseph, Beauce.	1,000 00
Alfred Côté.....	St. André, Lake St. John.....	1,000 00
J. N. Ducharme.....	Ste. Marie.....	2,000 00
Georges Cloutier.....	St. Georges, Beauce	1,000 00
Ulric Marcotte.....	" "	1,000 00
Arthur Godbout.....	" "	1,000 00
Mrs. Z. Paquet.....	Quebec.....	1,000 00
Alfred Gagné.....	Sherbrooke.....	1,000 00
C. D. Ouellet.....	St. André, Lake St. John.....	2,000 00
Charles Audet.....	St. Anselme.....	1,000 00
Adolphe Boilard.....	St. Bernard.....	1,000 00
Mrs. A. Boilard (née Phi- lom ne Roy).....	".....	1,000 00
J. L. M. Genest.....	".....	3,000 00
Napoléon Drouin.....	Quebec.....	10,000 00
Pierre Houde.....	Lotbinière.....	1,000 00
William Farrier.....	".....	500 00
Lucien Pilote.....	St. Edouard, Lob..	1,000 00
Elisée Jacques.....	St. Jean Deschail- lons.....	1,400 00
Joseph Mercier.....	Ste. Hénédine....	1,000 00
Désiré Gagnon.....	Ste. Anne de la Po- catière.....	1,000 00
Alphonse Caron.....	St. Roch des Aul- naies.....	1,000 00

Philippe Chassé.....	Ste. Anne de la Po- catière.....	\$ 1,000 00
Albert Fiset.....	Quebec.....	2,000 00
Henri Lacoursière.....	St. Victor.....	1,000 00
Virginie Langevin.....	Thetford Mines...	1,000 00
Anselme Audet.....	St. Ephrem.....	500 00
Mrs. widow André Plourde, (née Alphonsine Mi- chaud).....	Rivière-Ouelle	2,000 00
Joseph Brassard.....	St. André.....	1,000 00
G. A. Paradis.....	St. Malachie.....	100 00
Joseph Grondin.....	Ste. Anne de la Po- catière	1,000 00
J.-Bte Dumais.....	St. Philippe.....	1,000 00
Camille Guay.....	Quebec	1,000 00
J. B. Voyer.....	"	1,000 00
Pierre Gagnon.....	"	5,000 00
Gédéon Hamelin.....	Lotbinière.....	1,000 00
Ludger Hamelin.....	"	1,000 00
		<hr/>
		\$ 235,200 00

This is the list shewing the names of the shareholders of the Metabetchouan Pulp Company present at the general meeting of the second of April, one thousand nine hundred and six, with the number of shares held by each of them, as well as of those represented by proxy, with the number of shares held by them, certified correct by Joseph Edouard Caron, the secretary-treasurer of the said company, annexed to the above deed of sale, signed and initialed by the said Joseph Edouard Caron, the parties to the said deed and the undersigned notary, on the seventeenth day of April, one thousand nine hundred and six.

(Signed) L. J. BÉRUBÉ,
 " F. BLOUIN,
 " JOSEPH SAMSON,
 " JOS. ED. CARON,
 " J. A. CHARLEBOIS, N. P.

(True copy),

J. A. CHARLEBOIS, N. P.

SCHEDULE B

BEFORE M^{RE} JEAN ALFRED CHARLEBOIS, the undersigned notary public for that part of the Dominion of Canada, called the Province of Quebec, residing and practising at the city of Quebec,

CAME AND APPEARED :

DAME JULIE TERREAU and MESSRS. ARCHANGE RACINE, ROCH TERREAU and LOUIS TERREAU, all of the city of Quebec, founders and moulders, carrying on business at Quebec under the name and firm of "Terreau & Racine," hereto represented by the said Louis Terreau ; NAPOLÉON DROUIN of the city of Quebec, manufacturer ; GEORGES EMILE TANGUAY, Esquire, of the same place, architect ; IGNACE BILODEAU, of the same place, manufacturer and stone-cutter : EUGENE LAMONTAGNE, of the same place, pork dealer ; ANDRÉ B. VALLERAND, of the same place, manufacturers' agent and importer of oils ; P. ORPHIR POIRIER, of the Parish of Ste. Marie, county of Beauce, accountant ; C. EMILE MORISSETTE, of the city of Quebec, joiner and contractor, VALERE GOSSELIN, Esquire, of the parish of Ste. Marie, county of Beauce, notary ; ALFRED BISSE, of the parish of Saint Patrick, merchant, herein represented by the said Louis Terreau, in virtue of a power of attorney by private writing signed before two witnesses on the first of October last (1906) and the original whereof is annexed to these presents after having been verified by the said Louis Terreau, signed and initialed by him and the undersigned notary ; JOSEPH P. OUELLET, Esquire, of the city of Quebec, architect ; LOUIS JOSEPH BÉRUBÉ, Esquire, of the parish of Saint Anne de la Pocatière, notary, herein represented by Joseph Samson, of Quebec, hardware merchant, in virtue of a power of attorney by private writing, signed at Saint Anne on the twenty-fifth day of September last (1906), and the original whereof is annexed to these presents after having been verified by the said Joseph Samson, and signed and initialed by him and the undersigned notary ; JOSEPH E. LAMBERT, of Saint Joseph, Beauce, farmer ; ALPHONSE NOEL, of Deschambault, burgess ; J. L. M. GENEST, of the parish of Saint Bernard, Esquire, physician ; JOSEPH BEDARD, of the city of Quebec, baker ; LOUIS CANTIN, of the same place, grocer ; Reverend PAUL NAPOLÉON THIVIERGE, canon of the diocese of Rimouski, residing in the city of Quebec ; ADOLPHE FORTIER of the parish of Saint Henri, county of Levis, farmer, and JOSEPH NOÉ DUCHARME, of the parish of Sainte Marie, county of Beauce, agent.

Who have declared unto us, as follows :

Whereas, to avoid the financial difficulties into which the Metabetchouan Pulp Company, a body politic and corporate having its principal place of business in the city of Quebec, has fallen, and to obviate a forced liquidation, the directors of the said company called a general meeting of its shareholders, held at Quebec, on the second day of April, one thousand nine hundred and six, at which, after discussing the financial difficulties above mentioned, it was unanimously decided by the shareholders present at the said meeting, representing over three-fourths of the capital stock of the said company, that it was needful and in the interest of the said company and of the shareholders of the said company, to sell all its assets for the amount of its debts, if a syndicate came forward and offered to acquire the same on the obligation of paying its said debts ;

Whereas the appearers have formed with Messrs. Louis Terreau, moulder and founder, Francois Xavier Drolet, manufacturer, Chevalier Jean Elie Martineau, merchant, Fidèle Blouin, manufacturer, Joseph Samson, hardware merchant, and Louis Létourneau, manufacturer, all of the city of Quebec and George Ball, of the town of Nicolet, merchant, a syndicate to acquire the said assets, as mentioned in the resolution adopted at the said meeting of shareholders, held on the second day of April one thousand nine hundred and six ;

Whereas the members of the syndicate, in order to form such syndicate, have subscribed an amount of one hundred and fifty six thousand eight hundred dollars, and each member of the syndicate has subscribed and bound himself to pay the amount indicated in the hereunto annexed list, signed by the appearers and the undersigned notary ;

Whereas the aforesaid subscriptions were given on the condition that the amounts which might be due to the said Terreau & Racine, François-Xavier Drolet, Jean Elie Martineau, Napoléon Drouin, Georges Emile Tanguay, Fidèle Blouin and other members of the syndicate, directly or indirectly, by the said Metabetchouan Pulp Company would be considered as a set off for a like amount of their respective subscriptions, the said subscribers discharging the said company for as much as is due them ;

Whereas the amount thus subscribed was payable as follows : four per cent cash and two per cent every subsequent month on the total amount subscribed, until full payment ; with the understanding, however, that those who have claims against the said company shall only pay on the amount exceeding their claims against the said company ;

Whereas, at the said meeting, the said Louis Joseph Bérubé was authorized by the shareholders then present, to sell and

transfer all the assets of the said company, including the capital stock held by the present shareholders to a syndicate which would bind itself to pay all the debts of the said company as above set forth ;

Whereas, in order to acquire the assets of the said company as aforesaid and to permit the said Louis Joseph Bérubé to carry out his mandate, it has become necessary to create a trust consisting of three trustees : Messrs. Fidèle Blouin, Joseph Samson and Joseph Edouard Caron, the secretary-treasurer of the said company, to whom the said Louis Joseph Bérubé has transferred and sold all the assets of the said company, including the shares in the capital stock to be by them held until the adhesion to the aforesaid syndicate or the renunciation by all the shareholders refusing to join the said syndicate to their shares in the capital stock of the company has been obtained ;

Whereas the said deed creating a trust, at which were present the said Louis Terreau, François-Xavier Drolet, Jean Elie Martineau, George Ball, Fidèle Blouin, Joseph Samson and Louis Létourneau as parties of the first part, and the said Fidèle Blouin, Joseph Samson and Joseph Edouard Caron as parties of the second part and designated in the said deed as trustees, was passed before Mtre. J. A. Charlebois, notary, at Quebec, on the seventeenth day of April, one thousand nine hundred and six ;

Whereas the deed of transfer of all the assets of the said company by the said Louis Joseph Bérubé to the aforesaid trustees was passed before Mtre. J. A. Charlebois, notary, at Quebec, on the seventeenth day of April, one thousand nine hundred and six, in conformity with the provisions of the above cited deed of trust.

The parties to these presents, after having taken communication of the said deeds, have given their concurrence therein and have confirmed and ratified them, desiring to be held bound and obliged by the said deed of trust and the said deed of transfer as though they had been parties to the said deeds and had themselves signed the same.

And, moreover, the said appearing parties confirm and ratify by these presents the subscriptions of the various sums of money which they had bound themselves to pay for the formation of the said syndicate, payable in the manner above indicated, obliging themselves by these presents, as moreover they had bound themselves when subscribing, to pay the amounts opposite their respective names and as indicated in the hereunto annexed list.

WHEREOF ACTE :

DONE AND PASSED in the city of Quebec, and closed by the undersigned notary, on the twenty-ninth day of November, one thousand nine hundred and six, under the number seven

thousand two hundred and forty-two of the minutes of the undersigned notary.

In testimony whereof the appearers have signed in presence of the undersigned notary, these presents duly read,

(Signed) ALPHONSE NOEL,
 " TERREAU & RACINE,
 " ALPHONSE FORTIER,
 " EUG. LAMONTAGNE,
 " P. O. POIRIER,
 " JOS. BEDARD,
 " G. EMILE TANGUAY,
 " ROCH TERREAU,
 " A. E. VALLERAND,
 " J. N. DUCHARME,
 " P. N. THIVIERGE, *Priest*,
 " LOUIS CANTIN,
 " C. EMILE MORISSETTE,
 " JOS. P. OUELLET,
 " J. L. M. GENEST, *M. D.*,
 " V. GOSSELIN,
 " L. J. BÉRUBÉ,
 by Joseph Samson,
 " ALFRED BISSON,
 by Louis Terreau,
 " IGN. BILODEAU,
 " NAP. DROUIN,
 " J. A. CHARLEBOIS, *N. P.*

(True copy),

J. A. CHARLEBOIS, *N. P.*

We, the undersigned, members of the syndicate mentioned in the deed hereinabove described, formed for the purpose of acquiring all the assets of the Metabetchouan Pulp Company, declare that the amounts inscribed opposite our respective names are the amounts which we have subscribed, and which we have bound ourselves to pay into the funds of the said syndicate :

Terreau & Racine, thirty thousand dollars.....	\$ 30,000 00
François-Xavier Drolet, twenty-five thousand dollars.....	25,000 00
Jean Elie Martineau, fifteen thousand dollars...	15,000 00
Napoleon Drouin, three thousand three hundred dollars.....	3,300 00
Georges Emile Tanguay, eight thousand dollars.	8,000 00
Fidèle Blouin, twenty thousand dollars.....	20,000 00
Ignace Bilodeau, eight thousand dollars.....	8,000 00
Joseph Samson, ten thousand dollars.....	10,000 00
Eugène Lamontagne, two thousand dollars....	2,000 00
André E. Vallerand, seven thousand dollars...	7,000 00

Louis Létourneau, three thousand dollars.....	\$3,000 00
P. Orphir Poirier, one thousand dollars.....	1,000 00
C. Emile Morissette, three thousand dollars....	3,000 00
Valère Gosselin, five thousand dollars.....	5,000 00
Alfred Bisson, two thousand dollars.....	2,000 00
Joseph P. Ouellet, one thousand dollars.....	1,000 00
Louis Joseph Bérubé, one thousand dollars....	1,000 00
J. L. M. Genest, five hundred dollars.....	500 00
George Ball, five thousand dollars.....	5,000 00
Joseph Bédard, two thousand dollars.....	2,000 00
Louis Cantin, one thousand dollars.....	1,000 00
Reverend P. N. Thivierge, one thousand dollars.	1,000 00
Adolphe Fortier, one thousand dollars.....	1,000 00
J. N. Ducharme, one thousand dollars.....	1,000 00
Joseph E. Lambert, five hundred dollars.....	500 00
Alphonse Noël, five hundred dollars.....	500 00

\$156,800 00

This is the list mentioned in the preceeding deed annexed to the said deed, signed and initialed by the parties to the said deed and by the undersigned notary.

(Signed)	ADOLPHE FORTIER,
"	J. E. LAMBERT,
"	TERREAU & RACINE,
	by L. T.
"	EUG. LAMONTAGNE,
"	P. O. POIRIER,
"	JOS. BÉDARD,
"	G. E. TANGUAY,
"	ROCH TERREAU,
"	A. E. VALLERAND,
"	J. N. DUCHARME,
"	P. N. THIVIERGE, <i>Priest</i> ,
"	LOUIS CANTIN,
"	C. EMILE MORISSETTE,
"	J. P. OUELLET,
"	J. L. M. GENEST, <i>M. D.</i> ,
"	V. GOSSELIN,
"	L. J. BÉRUBÉ,
	by Joseph Samson,
"	ALFRED BISSON,
	by Louis Terreau,
"	IGN. BILODEAU,
"	NAP. DROUIN,
"	J. A. CHARLEBOIS, <i>N. P.</i>

(True copy.)

J. A. CHARLEBOIS, *N. P.*

SCHEDULE C

Before Mtre. JEAN ALFRED CHARLEBOIS, the undersigned notary public, for that part of the Dominion of Canada, called the Province of Quebec, residing and practising in the city of Quebec,

CAME AND APPEARED :

Messrs. LOUIS TERREAU, of the city of Quebec, founder and moulder ; FRANÇOIS-XAVIER DROLET, of the city of Quebec, machinist ; Chevalier JEAN ELIE MARTINEAU, of the same place, merchant ; GEORGE BALL, of the town of Nicolet, merchant ; FIDÈLE BLOUIN, of the city of Quebec, manufacturer ; JOSEPH SAMSON, of the same place, hardware merchant, and LOUIS LETOURNEAU, of the same place, manufacturer and grocer,

Parties of the first part ;

AND

The said FIDÈLE BLOUIN, JOSEPH SAMSON and JOSEPH ÉDOUARD CARON, of the parish of Sainte Louise, in the county of L'Islet, hereinafter designated "the trustees,"

Parties of the second part.

Who have declared unto us as follows :

Whereas the persons hereinafter mentioned have subscribed the amounts opposite to their names to acquire the charter and all the assets of the Metabetchouan Pulp Company, including the capital stock, on the condition of paying all the debts and obligations of the company, in conformity with a resolution adopted at a general meeting of the shareholders of the said company, held at Quebec, on the second day of April, one thousand nine hundred and six, namely :

Terreau & Racine, of the city of Quebec, founders, the sum of thirty thousand dollars...	\$ 30,000 00
François-Xavier Drolet, of the city of Quebec, machinist, the sum of twenty-five thousand dollars	25,000 00
Jean Elie Martineau, of the city of Quebec, hardware merchant, the sum of fifteen thousand dollars.....	15,000 00
Napoléon Drouin, of the city of Quebec, grocer and manufacturer, the sum of seven thousand dollars.....	7,000 00

George Emile Tanguay, of the city of Quebec, architect, the sum of eight thousand dollars	\$ 8,000 00
Fidèle Blouin, of the city of Quebec, manufacturer, the sum of twenty thousand dollars...	20,000 00
Ignace Bilodeau, of the city of Quebec, manufacturer and stone-cutter, the sum of eight thousand dollars.....	8,000 00
Joseph Samson, of the city of Québec, hardware merchant, the sum of ten thousand dollars.	10,000 00
Eugène Lamontagne, of the city of Quebec, pork dealer, the sum of two thousand dollars.	2,000 00
André E. Vallerand, of the city of Quebec, manufacturers' agent and importer of oils, the sum of seven thousand dollars.....	7,000 00
Louis Létourneau, of the city of Quebec, grocer, the sum of three thousand dollars...	3,000 00
P. Orphir Poirier, of the parish of Sainte Marie. Beauce, notary and accountant, the sum of one thousand dollars.....	1,000 00
C. Emile Morissette, of the city of Quebec, joiner and contractor, the sum of three thousand dollars.....	3,000 00
Valère Gosselin, of the parish of Sainte Marie, county of Beauce, notary, the sum of five thousand dollars.....	5,000 00
A. Bisson, of the parish of St. Patrick, merchant, the sum of two thousand dollars....	2,000 00
Joseph P. Ouellet, of the city of Quebec, architect, the sum of one thousand dollars..	1,000 00
Louis Joseph Bérubé, of the parish of Sainte Anne de la Pocatière, in the county of Kamouraska, notary, the sum of one thousand dollars.....	1,000 00
J. L. M. Genest, of the parish of Saint Bernard, physician, the sum of five hundred dollars..	500 00
George Ball, of the town of Nicolet, county of Nicolet, merchant, the sum of five thousand dollars.....	5,000 00
Joseph Bédard, of the city of Quebec, baker, the sum of two thousand dollars.....	2,000 00
Louis Cantin, of the city of Quebec, grocer, the sum of one thousand dollars.....	1,000 00
Reverend P. N. Thivierge, priest, canon, of the city of Quebec, the sum of one thousand dollars.....	1,000 00
Adolphe Fortier, of the parish of Saint Henri, farmer, the sum of one thousand dollars....	1,000 00

J. N. Ducharme, of the parish of Sainte Marie, county of Beauce, the sum of one thousand dollars.....	\$ 1,000 00
	<hr/>
	\$159,500 00

Whereas the above subscriptions were given on the condition that the amounts which might be due to the aforesaid Terreau & Racine, François-Xavier Drolet, Jean Elie Martineau, Napoléon Drouin, Georges Emile Tanguay, Fidèle Blouin and others, directly or indirectly, by the said Metabetchouan Pulp Company should be considered as so much on account of their subscriptions ;

Whereas if others shareholders of the said Metabetchouan Pulp Company desire to join the above mentioned subscribers, they may do so on ratifying the present deed.

For the purposes of the present deed the aforesaid subscribers will be designated under the name of " the syndicate."

Whereas the parties of the first part bind themselves and become security for each and every the members of the above described syndicate and promise to have the present deed ratified by them ;

Whereas at the aforesaid general meeting of the shareholders of the Metabetchouan Pulp Company it was moved by Mr. George Ball, seconded by Mr. Georges Emile Tanguay and unanimously resolved, to authorize Mr. Louis Joseph Bérubé, of the parish of Sainte Anne de la Pocatière, in the county of Kamouraska, notary, to sell, transfer and make over for all lawful puposes the whole of the assets of the said Metabetchouan Pulp Company, including its charter and its capital stock, on payment by the acquirers of all the debts of said company ;

Whereas, to attain this end, it is necessary to create a trust and to appoint trustees, who shall hold temporarily all the assets so acquired for the new syndicate.

Consequently the said Fidèle Blouin, Joseph Samson and Joseph Édouard Caron are by these presents constituted the trustees of the persons above described under the name of " the syndicate."

1. The trust shall last as long as it shall be necessary to give effect to the said sale of the assets of the said Metabetchouan Pulp Company, and during that time the trustees or the majority thereof shall be seized of and remain in possession, for the purposes of the trust, of all the assets which will be transferred and made over to them, circumstances and dependencies.

2. All the powers conferred upon the said trustees may be exercised by the majority thereof and, for certain specified

purposes, the majority of the trustees may give to one of themselves a power of attorney to represent them in certain matters specified by the power of attorney.

3. The trustees shall thus become proprietors of all the assets of the Metabetchouan Pulp Company, of its moveables and immoveables, of its capital stock, of all its right, privileges, moneys, credits, notes and generally of all its assets, which shall be held by them for the use and benefit of the parties of the first part.

4. Out of the funds which shall be handed them by the syndicate, the trustees shall pay all the debts and obligations of the said company in the manner indicated by the parties of the first part, as soon as possible, but in such manner that the persons who have endorsed or bound themselves in any manner or way whatsoever for the said company shall be in nowise troubled by reason of any such engagements.

5. The trustees shall have the right to reimburse themselves for all costs, expenses and disbursements whatsoever which they may incur in the carrying out of the trust.

6. The trusteeship shall be gratuitous as regards the said Edouard J. Caron, he being already the secretary-treasurer of the said Metabetchouan Pulp Company, and as regards the said Fidèle Blouin and Joseph Samson, their services shall be gratuitous.

7. The shares of the capital stock of the said company which shall be transferred to the said trustees shall be held by them until the parties of the first part, or the majority thereof, shall have determined the manner in which the said shares are to be assigned and allotted.

8. All the powers of the trust shall be exercised by the three trustees, and in case of difference of opinion, by the majority of them, as aforesaid, but if one of the trustees should withdraw or resign or become incapable of acting, he shall be replaced by the parties of the first part, and every subsequent vacancy shall be filled in the same manner during the entire continuance of the trust.

9. The parties of the first part may also if they deem it expedient, and at pleasure, remove the three trustees or any of them and substitute other persons in their stead.

10. Such substitution of trustees shall not necessitate a deed of transfer by the trustees, but the acceptance of the said office shall carry with it the obligation on the part of the trustee leaving office to sign, without any claim for indemnity, damages or fees, all deeds of transfer required or necessary to complete the seizin of the trustees remaining in office with the new trustee or trustees elected, or even the three trustees in the event of three new trustees being chosen.

11. The trustees shall not, at any time, without special authorization from the parties of the first part, sell, cede or transfer to any one whomsoever, either gratuitously or on payment, any portion of the assets which shall have been transferred to them for the purpose of the trust.

12. The trustees may with the authorization of the parties of the first part, construct, repair and improve all or any part of the buildings and works of the said company transferred to them.

13. The trustees shall have the right to receive all sums of money, principal and interest, titles to claims, notes, cheques and other negotiable paper generally, whatsoever, which shall have been transferred to them, for whatsoever cause and, in default of payment, they may sue and take all necessary proceedings for the recovery of the capital and interest of such sums. In a word, they shall take all steps necessary to protect the property confided to them, but subject to report, from time to time, to the parties of the first part.

14. The trustees shall be bound to render account of their trust whenever requested so to do by the parties of the first part.

15. With the exception of the shares in the capital stock of the said company, the trustees shall be bound to reconvey the other property which they hold in trust to the persons designated by the parties of the first part; but, so long as they shall possess the shares above mentioned, they shall vote at the meetings by giving a proxy to the person designated by the parties of the first part.

The trustees are authorized to have all the assets of the *Metabetchouan Pulp Company* transferred to them by the said *Louis Joseph Bérubé* without any warranty whatsoever on his part, not even that of his acts and promises, and to accept the declaration of the officers of the said pulp company, their statements and balance sheets, to establish the debts of the said company, its liabilities, and obligations.

The trustees, on paying the debts of the company, shall as far as possible, cause themselves to be subrogated in the rights, privileges and hypothecs of the creditors of the company and, in any case, for debts, for large amounts obtain receipts showing the source from whence the money came and that the debts were paid out of moneys furnished by the trustees.

In the event of one or more of the parties of the first part resigning, disappearing or ceasing to act for one reason or another, the party or parties so resigning, disappearing or ceasing to act as aforesaid, shall be replaced by such of the parties of the first part as are still in office or by the majority of them, and such replacing shall be effected as vacancies arise,

in such manner as to maintain the number of parties of the first part or their successors at seven ; and the persons so named to fill the vacancies shall have the same rights and may exercise the same powers as the persons they are called upon to replace or who have appointed them ; in default of the parties of the first part, or their successors appointed as aforesaid, making such appointments and filling such vacancies, the vacancy or vacancies may be filled by the members of the board of directors of the Metabetchouan Pulp Company then in office or by the majority of them for the purpose of continuing the powers of those who created the trust.

Each of the trustees accepts the trust created by the present deed and binds himself individually to carry out the duties of the said trust to the best of his ability until legally released from the said duty by resignation or removal, as above provided.

WHEREOF ACTE,

DONE AND PASSED at the city of Quebec, at the office of the said Metabetchouan Pulp Company, on the seventeenth day of April, one thousand nine hundred and six, under the number seven thousand one hundred and forty of the minutes of the undersigned notary.

In testimony whereof the appearers have signed with and in presence of the undersigned notary, these presents duly read.

(Signed)	F. BLOUIN
"	LOUIS TERREAU,
"	F.-X. DROLET,
"	LS. LETOURNEAU,
"	JOSEPH SAMSON,
"	JOS. ED. CARON,
"	J. E. MARTINEAU,
"	GEO. BAILL,
"	J. A. CHARLEBOIS, <i>N. P.</i>

(True copy).

J. A. CHALLEBOIS, *N. P.*

General meeting of the shareholders of the Metabetchouan Pulp Company, called by order of the board of directors, held in the office of the Quebec Board of Trade, at seven o'clock, p. m., on Monday, the second day of April, one thousand nine hundred and six.

Present: Fidèle Blouin, Esquire, president ; Louis Terreau, Esquire, vice-president, both of Quebec, and Messrs. François-Xavier Drolet, of the city of Quebec ; George Ball, of the town

of Nicolet ; P. O. Poirier, of the parish of Ste. Marie, Beauce ; Louis Létourneau, of the city of Quebec ; Eugène Lamontagne, of the same place ; Louis Joseph Bérubé, of the parish of Ste. Anne de la Pocatière ; G. Emile Tanguay, of the city of Quebec ; E. M. A. Savard, doctor, of the parish of Ste. Marie, Beauce ; Reverend P. N. Thivierge, of the city of Quebec ; J. E. Lambert, of St. Joseph, Beauce ; Valère Gosselin, of Ste. Marie, Beauce ; Louis Bernier, of Lotbinière ; Lucien Bernier, of the same place ; Charles A. Paquet, of the city of Quebec ; Alphonse Noël, of Lotbinière ; Edouard Bégin, of the city of Quebec ; Roch Terreau, of the same place ; Archange Racine, of the same place ; Ignace Bilodeau, of the same place ; P. J. Jolicoeur, of the same place ; Adolphe Fortier, of the parish of St. Henri, Co. Levis ; Joseph Roy, of St. Alexandre ; La Banque Nationale, of the city of Quebec ; P. E. Fugère, of the same place ; Eugène Leclerc, of the same place ; J. A. Charlebois, of the same place ; Leclerc & Letellier, of the same place ; Louis Cantin, of the same place ; Joseph Samson, of the same place ; Joseph Bédard, of the same place ; Adjutor Lépine, of the same place ; Joseph P. Ouellet, of the same place ; Joseph Plamondon, of the same place ; Amable Hudon, of Ste. Anne de la Pocatière ; Honoré Blouin, of the city of Quebec ; J. E. Martineau, of the same place ; André E. Vallerand, of the same place ; C. Emile Morissette, of the same place ; J. E. Caron, of Ste. Louise, Co. L'Islet ; Terreau & Racine, of the city of Quebec ; J. Ignace Bilodeau, of the city of Quebec ; C. Alfred Morissette, of Ste. Hénédine.

And the following persons represented by proxy :

Mrs. Clara Gagnon, of Ste. Anne de la Pocatière ; Mrs. A. Paré (née Aimée Plourde), of Cacouna ; Servule Thériault, of the parish of St. Aubert, Co. L'Islet ; Damase Bélanger, of St. François, Beauce ; François Goudreau, of the parish of Ste. Louise, L'Islet ; Mrs. Widow L. A. Talbot, of the parish of L'Islet ; J. Arthur Talbot, of the same place ; M. E. P. Hudon, of Ste. Anne de la Pocatière ; L. U. Talbot, of St. Joseph, Beauce ; Alfred Côté, of St. André, Lake St. John ; J. N. Ducharme, of Ste. Marie, Beauce ; Georges Cloutier, of St. Georges, Beauce ; Ulric Marcotte, of the same place ; Arthur Godbout, of the same place ; Mrs. Z. Paquet, of the city of Quebec ; Alfred Gagné, of Sherbrooke ; C. D. Ouellet, of St. André, Lake St. John ; Charles Audet, of St. Anselme ; Adolphe Boilard, of St. Bernard ; Mrs. A. Boilard (née Philomène Roy), of the same place ; J. L. M. Genest, of the same place ; Napoléon Drouin, of the city of Quebec ; Pierre Houde, of Lotbinière ; William Farrier, of the same place ; Lucien Pilote, of St. Edouard, Lotbinière ; Elizée Jacques, of St.

Jean Deschaillons, Joseph Mercier, of Ste. Hénédine ; Désiré Caron, of Ste. Anne de la Pocatière ; Alphonse Caron, of St. Roch des Aulnaies ; Philippe Chassé, of Ste. Anne de la Pocatière ; Albert Fiset, of the city of Quebec ; Henri Lacoursière, of St. Victor ; Miss Virginie Langevin, of Thetford Mines ; Anselme Audet, of St. Ephrem ; Mrs. Widow André Plourde (née Alphonsine Michaud), of Rivière Ouelle ; Joseph Brassard, of St. André ; J. A. Paradis, of St. Malachie ; Joseph Grondin, of Ste. Anne de la Pocatière ; Jean-Baptiste Dumais, of St. Philippe ; Camille Guay, of the city of Quebec ; J. B. Voyer, of the same place, and Pierre Gagnon, of the same place ; Ludger Hamelin and Gédéon Hamelin, both of Lotbinière, shareholders, under the presidency of Mr. Fidèle Blouin chairman.

The minutes of last meeting were read and approved.

It appears by the declaration of the assistant secretary-treasurer that the notice calling the meeting was duly sent to all absent shareholders.

The secretary explained the object of the meeting and the actual financial position of the company.

After consideration, it was moved by Mr. George Ball, seconded by Mr. Geo. Émile Tanguay, and resolved unanimously, that Mr. Louis Joseph Bérubé, notary, of Ste. Anne de la Pocatière be, and he is hereby authorized to sell, transfer and make over for all lawful purposes all the assets of the Metabetchouan Pulp Company, lands, properties, moveables and immoveables whatsoever, railway, engines, materials, dams, water-powers, timber limits, construction works of every nature, machinery, charters, franchises, shares, claims, rights of all sorts, active servitudes, powers of the said company, and generally all the assets of the said company of whatsoever nature ; the said L. J. Bérubé being specially authorized to transfer, in the books of the said company, the certificates of shares of all its present shareholders to any person or company whatsoever who will assume all the present debts, obligations and servitudes of the said company, in such manner that the present shareholders, directors, sureties and endorsers shall be free from all obligations whatsoever, save and except the sums which may be due to the said company by the said shareholders personally, with power to the said L. J. Bérubé to sign all deeds of sale and documents whatsoever for the purposes of this present resolution ; to consult all persons and generally to represent all the shareholders of the said company and the company itself, in order to effect the said sale.

Moved by P. J. Jolicœur, seconded by J. E. Caron, and unanimously resolved, that balloting be dispensed with for the election of the new board of directors and that Messrs.

Fidèle Blouin, Louis Terreau, F.-X. Drolet, Louis Létourneau, George Ball, G. Emile Tanguay, Eugène Lamontagne, L. J. Bérubé and P. O. Poirier be re-elected directors for the current year.

The minutes of the meeting having been read were unanimously approved and the meeting adjourned.

(Signed) FIDELE BLOUIN, *President*,
" JOS. ED. CARON, *Sec.-Treas.*

Certified a true copy of the minutes of an annual general meeting of the shareholders of the Metabetchouan Pulp Company, held at Quebec, on the second day of April, one thousand nine hundred and six.

Quebec, 16th April, 1906.

(Signed) JOS. ED. CARON,
Sec.-Treas.

This is the resolution of the shareholders of the Metabetchouan Pulp Company adopted at a meeting held on the second day of April, one thousand nine hundred and six, mentioned in the above deed of trust, annexed to the said deed, signed and initialed by the parties to the said deed and the undersigned notary, on the seventeenth day of April, one thousand nine hundred and six.

(Signed) F. BLOUIN,
" LOUIS TERREAU,
" F.-X. DROLET,
" JOSEPH SAMSON,
" LS. LETOURNEAU,
" JOS. ED. CARON,
" J. E. MARTINEAU,
" GEO. BALL,
" J. A. CHARLEBOIS, *N. P.*

(True copy),

J. A. CHARLEBOIS, *N. P.*
