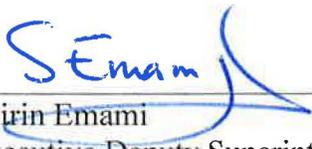


*New York State*  
**Department of Financial Services**

I, **ANTHONY J. ALBANESE**, Acting Superintendent of Financial Services of the State of New York, **DO HEREBY APPROVE**, pursuant to the provisions of Section 601-b of the New York Banking Law, an Agreement and Plan of Merger, dated as of October 8, 2015, providing for the merger of **Hudson City Savings Bank**, Paramus, New Jersey, with and into **Manufacturers and Traders Trust Company**, Buffalo, New York, said merger to become effective upon the filing of the Bank Plan of Merger in the office of the Superintendent of Financial Services.

*Witness* my hand and official seal of the Department of Financial Services at the City of New York, this 8th day of October in the year two thousand and fifteen.

Anthony J. Albanese  
Acting Superintendent of Financial Services

By   
Shirin Emami  
Executive Deputy Superintendent  
Banking Division