

BY-LAWS  
OF  
LIBERTY MUTUAL GROUP INC.

## ARTICLE I

### PRINCIPAL OFFICE AND SEAL

Section 1.     PRINCIPAL OFFICE. The initial principal office of the corporation shall be as set forth in the Articles of Organization. The directors may at any time, and from time to time, change the location of the principal office of the corporation in the Commonwealth of Massachusetts; provided that no such change shall be effective until any certificate or report of the change as may be required by law has been filed.

Section 2.     SEAL. The seal of the corporation shall be in such form as the directors may from time to time determine.

## ARTICLE II

### STOCKHOLDERS

Section 1.     ANNUAL MEETING. The annual meeting of the stockholders shall be held on the date that the directors may from time to time determine, provided that the date shall be within six months after the end of the fiscal year of the corporation. If for any reason the annual meeting shall not be held on the date determined by the directors, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. The hour and place of the annual meeting shall be as the directors may from time to time determine. The manner of conducting it shall be as the chief executive officer may from time to time determine. The purposes of the annual meeting shall be those as from time to time are required by law, the Articles of Organization, or these by-laws, and may also include such further purposes as the directors or the chief executive officer may determine.

Section 2.     SPECIAL MEETINGS. Special meetings of the stockholders shall be held at such times and for such purposes as may be specified in the notice of such meetings, and may be called by the chairman, the president, or the directors, and shall be called by the clerk upon written application of one or more stockholders who hold at least ten percent in interest of the stock entitled to vote at the meeting. Such application shall specify the purposes for which the meeting is to be called and may designate the date, hour and place of such meeting, provided that no such application shall designate a date not a business day or an hour not within normal business hours as the date or hour of such meeting without the approval of the directors or the chief executive officer. The manner of conducting a special meeting shall be as the chief executive officer may from time to time determine.

Section 3.     NOTICE OF ANNUAL AND SPECIAL MEETING. A written notice of any meeting of stockholders stating the place, date and hour thereof and, in case of a special meeting, the purposes thereof shall be given by the clerk by mailing, at least seven days before the

meeting, such notice to each stockholder entitled to vote at such meeting. Notice of such meeting may be waived in writing either before or after the meeting. Actual attendance at a meeting either in person or by proxy shall constitute a waiver of notice.

Section 4.     VOTING POWER OF STOCKHOLDERS. Each stockholder may vote at any meeting of the stockholders either in person or by proxy filed with the clerk at or before such meeting. Each stockholder shall be entitled to one vote for each share of stock standing registered in the stockholder's name on the records of the corporation. If a quorum is present, the vote of a majority of the shares represented and entitled to vote at a particular meeting shall be required for action at such meeting, except to the extent that a larger number is required by law, the Articles of Organization, or these by-laws.

Section 5.     QUORUM. A majority in interest of all stock issued, outstanding and entitled to vote, when present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of the stockholders.

Section 6.     ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

### ARTICLE III

#### STOCK

Section 1.     ISSUANCE. The directors may at any time issue all or any part of the unissued capital stock from time to time authorized under the Articles of Organization and may determine, subject to any requirements of law, the consideration for which stock is to be issued and the manner of allocating such consideration between capital and surplus.

Section 2.     CERTIFICATES OF STOCK. The shares of the corporation shall be represented by certificates. Each certificate shall be signed by the chairman, the president or a vice president and by the treasurer or an assistant treasurer and impressed with the seal of the corporation, which shall certify the number of shares represented by such certificate. Such certificate shall be in such form as the directors shall from time to time adopt.

Section 3.     REPLACEMENT OF CERTIFICATES. The directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed. They may, in their discretion, require the owner of a lost, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in their opinion, with or without an acceptable corporate surety and in such penalty and form as they

may require, to indemnify the corporation against any loss or claim which may arise by reason of the issue of the shares in place of such lost, mutilated or destroyed stock certificate.

Section 4.     TRANSFER OF CERTIFICATES. Certificates of stock may be transferred only by assignment endorsed thereon, or by means of an instrument or assignment attached thereto, executed by the stockholder named therein or by his attorney-in-fact duly authorized thereunto in writing. Transfers shall be made on the books of the corporation upon surrender of the certificate properly assigned; and upon such surrender a new certificate shall be issued in lieu thereof to the assignee.

Section 5.     RECORD DATE; CLOSING TRANSFER BOOKS. The directors may fix in advance a time, which shall be not more than sixty days before the date of any meeting of stockholders or the date for the payment of any dividend or the making of any distribution to stockholders or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting and any adjournment thereof or the right to receive such dividend or distribution or the right to give such consent or dissent. In such case only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the corporation after the record date; or without fixing such record date the directors may for any of such purposes close the transfer books for all or any part of such period.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1.     ELECTION, TERM OF OFFICE AND REMOVAL. The board of directors shall consist of not less than three nor more than ten persons, as the stockholders may from time to time determine. The directors shall be elected at each annual meeting of the stockholders. Except as otherwise provided by law, the Articles of Organization or these by-laws, the directors so elected shall hold office until the next annual meeting of the stockholders shall have elected directors and such directors shall have qualified. No director need be a stockholder. The stockholders may at any time remove any director with or without cause. The directors, by vote of a majority of the directors then in office, may at any time remove any director for cause. A director may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove such director.

Section 2.     POWERS. The board of directors shall manage the business and affairs of the corporation and may exercise all the powers of the corporation, except such as by law, the Articles of Organization or these by-laws are conferred upon or reserved to the stockholders.

Section 3.     MEETINGS. Meetings of the board of directors may be held anywhere within the Commonwealth of Massachusetts or elsewhere as the directors may from time to time determine

or as may be specified in the notice of the meeting. A regular meeting of the board of directors shall be held immediately following the annual meeting of the stockholders, and other regular meetings shall be held at such times and places as the directors may from time to time determine. No notice of any regular meeting of the board of directors shall be required. Special meetings of the board of directors shall be held at such times and for such purposes as may be specified in the notice of such meetings, and may be called by the chairman, the president, or a majority of the directors by oral or written notice duly delivered or mailed to each director not less than one day before such meeting. Notice of any meeting of the board of directors may be waived in writing either before or after the meeting. A notice or waiver of notice need not specify the purpose of any special meeting of the directors. Actual attendance at a meeting shall constitute a waiver of notice, except in the case of a director who attends the meeting protesting, prior thereto or at its commencement, the lack of notice to such director. If a quorum is present, a majority of the directors present at a particular meeting may take any action on behalf of the board at such meeting, except to the extent that a larger number is required by law, the Articles of Organization, or these by-laws.

Section 4.     QUORUM. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 5.     ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6.     COMMITTEES. The directors may create one or more committees, with members to be elected from and by the board of directors. The directors may delegate to any such committee some or all of their powers, except as otherwise provided by law. The directors may determine the manner of conducting committee business, whether at a meeting or otherwise, and the number of members required to constitute a quorum or required to take specified types of action. Any committee shall at each regular meeting of the directors report to the directors any actions taken by it.

Section 7.     TELEPHONE CONFERENCE MEETINGS. Members of the board of directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE V

### OFFICERS

Section 1. ELECTION, TERM OF OFFICE AND REMOVAL. The officers of the corporation shall include a president, a treasurer and a clerk. They may also include a chairman, one or more vice presidents, a secretary, one or more assistant secretaries or assistant clerks, one or more assistant treasurers, and such other officers as the directors may from time to time determine. On the day of and after the adjournment of each annual meeting of the stockholders, the board shall, without further notice, hold a meeting at which it shall elect the officers of the corporation. No officer need be a stockholder. Except for the chairman, no officer need be a director. The same person may hold more than one office. The clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall have complied with any applicable law requiring the appointment of a resident agent in the Commonwealth of Massachusetts. Except as otherwise provided by law, the Articles of Organization or these by-laws, each officer so elected shall hold office until the first meeting of the directors following the next annual meeting of the stockholders and until such officer's successor is elected and qualified. The directors may at any time remove any officer with or without cause. An officer may be removed for cause only after a reasonable notice and opportunity to be heard before the directors.

Section 2. CHIEF EXECUTIVE OFFICER. If a chairman is elected, the board shall designate either the chairman or the president to be the chief executive officer of the corporation. If a chairman is not elected or in the absence or inability to act of the chairman, the president shall be the chief executive officer. The chief executive officer shall have general charge and oversight of the business and affairs of the corporation and shall enforce and execute the orders and instructions of the board. The chief executive officer may appoint subordinate officials and representatives and shall determine the powers and duties of such officials and representatives. The chief executive officer may at any time remove any official or representative so appointed.

Section 3. CHAIRMAN. The chairman of the board, if such officer has been elected, shall preside at all meetings of the stockholders and of the board and shall perform such other duties as may be imposed by law, by these by-laws, and by the board. In the absence or inability to act of the chairman, the president shall exercise the powers and discharge the duties of the chairman.

Section 4. PRESIDENT. The president shall be the chief operating officer of the corporation subject to the direction of the board and of the chairman if the chairman is the chief executive officer of the corporation. Except when the chairman has been so designated, the president shall be the chief executive officer. In the absence or inability to act of the chairman, the president shall preside at all meetings of the stockholders and of the board. The president shall also perform such duties as may be imposed by law, by these by-laws, by the board, and by the chairman.

Section 5.     VICE PRESIDENTS. The board or the chief executive officer may designate any vice president to exercise the powers and discharge the duties of the chief executive officer during the absence or inability to act of the chairman and the president. A vice president not specifically designated as aforesaid shall have such powers and discharge such duties as may be from time to time conferred or imposed upon such vice president by the board, the chairman or the president. In the absence of the chairman and of the president from any meeting of the stockholders or of the board, a vice president shall preside.

Section 6.     CLERK. The clerk shall give such notice as is required by law and by these by-laws of all meetings of the stockholders, the board, and any committee of the board. The clerk shall record all proceedings of the stockholders in a book to be kept therefor, shall record all proceedings of the directors in a book to be kept therefor, and shall keep such other books and records as the board or the chief executive officer may require. The clerk shall execute all instruments coming within the jurisdiction of his office. The clerk shall perform such duties as are or may be required by law, by these by-laws, by the board, or by the chief executive officer. The clerk shall have custody of the corporate seal and shall furnish copies thereof to such officers and attorneys-in- fact as shall be authorized to impress the same. During the absence or inability to act of the clerk, an assistant clerk or assistant secretary, authorized in writing by the chief executive officer, shall exercise the powers and duties of the clerk.

Section 7.     TREASURER. The treasurer shall be the chief financial officer of the corporation and shall cause accurate books of account to be kept. The treasurer shall also exercise such powers and duties as may from time to time be prescribed by law, by these by-laws, by the chief executive officer or by the board. In the absence of the treasurer, his duties shall be performed by another officer designated by the chief executive officer.

Section 8.     OTHER OFFICERS. If the board elects other officers of the corporation, they shall exercise such powers and duties as may from time to time be prescribed by the chief executive officer or by the board.

## ARTICLE VI

### RESIGNATIONS, VACANCIES AND ABSENCES

Section 1.     RESIGNATIONS. Any member of the board, any member of a committee of the board, or any officer may resign by delivering a written resignation to the clerk. Such resignation shall be effective upon receipt by the clerk unless it expressly states otherwise.

Section 2.     VACANCIES. The directors may fill any vacancy in any office that may occur. Any vacancy in the board of directors, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by a majority of the remaining directors, even if less than a quorum, for the unexpired term or terms. The person chosen to fill a vacancy shall hold office

for the unexpired term of that person's predecessor. In the event of any vacancy in the board or in any committee, the remaining directors or members of such committee may act notwithstanding such vacancy.

Section 3.     ABSENCES. In the event of the temporary absence or inability to act of any member of a committee of the board, the board may appoint a member of the board to act in such member's stead during such absence.

## ARTICLE VII

### INDEMNIFICATION

The company shall, to the extent legally permissible, indemnify any person serving or who has served (a) as a director or officer of the company, or (b) at the request of the company as a director, officer, employee or other agent of another organization, or (c) at the request of the company in any capacity with respect to any employee benefit plan, against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise or settlement, or as fines and penalties, and counsel fees) reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a director, officer, employee or agent, or a person in any capacity with respect to an employee benefit plan. Such indemnification may include payment by the company of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this article. Such undertaking may be accepted without reference to the financial ability of such person to make repayment. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the company or to the extent that such matter relates to service with respect to any employee benefit plan in the best interests of the participants or beneficiaries of such employee benefit plan. The right of indemnification provided in this article shall not be exclusive of or affect any other rights to which any person referred to in the first sentence of this article may be entitled. Nothing in this article shall affect any right to indemnification to which company personnel, other than those referred to in the first sentence of this article, may be entitled by contract or otherwise by law. As used in this article, any reference to a person indemnified shall include his heirs and legal representatives.



## ARTICLE VIII

### MISCELLANEOUS PROVISIONS

Section 1.     FISCAL YEAR. The fiscal year of the corporation shall end on the last day of the month of December.

Section 2.     SECURITIES OF OTHER CORPORATIONS. The directors may determine from time to time the individuals who shall have full power and authority in the name and on behalf of the corporation, subject to instructions of the directors, to waive notice of, to attend, to act and vote at, and to appoint any person to act as proxy or attorney-in-fact for this corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

## ARTICLE IX

### AMENDMENT OF BY-LAWS

These by-laws may be amended or repealed, and new by-laws may be adopted, by the stockholders. The directors may also make, amend or repeal these by-laws in whole or in part, except with respect to any provision which by law requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the directors of any by-law, notice thereof stating the substance of the change shall be given to all stockholders entitled to vote on amending the by-laws. Any by-law adopted by the directors may be amended or repealed by the stockholders.