

NELL M. FIEG

DECLARATION OF TRUST

I, NELL M. FIEG, of Western Springs, Illinois, have transferred to myself as trustee the property listed in the attached schedule, and I declare that I hold that property and all investments and reinvestments thereof and additions thereto (herein collectively referred to as the "trust estate") upon the following trusts:

FIRST: During my lifetime the trustee shall pay the income from the trust estate in convenient installments to me or otherwise as I may from time to time direct, and also such sums from principal as I may request at any time in writing.

If at any time or times I shall be unable to manage my affairs, the trustee may use such sums from the income and principal of the trust estate as the trustee deems necessary or advisable for the care, support and comfort of myself or for any other purpose the trustee considers to be for my best interests, adding to principal any income not so used.

For purposes of this declaration, I shall be considered to be unable to manage my affairs if I am under a legal disability or by reason of illness or mental or physical disability am unable to give prompt and intelligent consideration to financial matters, and the determination as to my inability at any time shall be made by my daughter, MARY ANN BOYD, and my son, ROBERT JOSEPH FIEG, or the survivor of them,

and the trustee may rely upon written notice of that determination.

SECOND: Upon my death the trustee shall pay from the principal of the trust estate all expenses of my last illness and funeral, costs of administration including ancillary, costs of safeguarding and delivering legacies, claims allowable against my estate, and estate and inheritance taxes assessed by reason of my death, except that the amount, if any, by which the estate and inheritance taxes shall be increased as a result of the inclusion of property in which I may have a qualifying income interest for life or over which I may have a power of appointment shall be paid by the person holding or receiving that property. Interest and penalties concerning any tax shall be paid and charged in the same manner as the tax. The trustee may make payment directly or to the legal representative of my estate, as the trustee deems advisable. I hereby waive all rights of reimbursement for any payments made pursuant to this article.

Assets or funds otherwise excludable in computing federal estate taxes shall not be used to make the foregoing payments. The trustee's selection of assets to be sold for that purpose or to satisfy any pecuniary gifts, and the tax effects thereof, shall not be subject to question by any beneficiary.

The trustee shall make such elections under the tax laws as the trustee deems advisable, without regard to the relative interests of the beneficiaries. No adjustment shall be made

between principal and income or in the relative interests of the beneficiaries to compensate for the effect of elections under the tax laws made by the legal representative of my estate or by the trustee.

The succeeding articles of this declaration shall be subject to the trustee's making or providing for the foregoing payments.

THIRD:

SECTION 1: Upon my death, the trustee shall divide the trust estate into equal shares to create one share for each then living child of mine and one share for the then living descendants, collectively, of each deceased child of mine. Each share created for the descendants of a deceased child shall be distributed per stirpes to those descendants, subject to postponement of possession as provided below. Each share created for a living child shall be distributed outright to that child.

SECTION 2: Each share of the trust estate which is distributable to a descendant who has not reached the age of 21 years shall immediately vest in the descendant, but the trustee shall (a) establish with the share a custodianship for the descendant under a Uniform Gifts to Minors Act, or (b) retain possession of the share as a separate trust, paying to or for the benefit of the descendant so much or all of the income and principal of the share as the trustee deems necessary or advisable from time to time for his or her

health, maintenance in reasonable comfort, education (including postgraduate) and best interests, adding to principal any income not so paid, and distributing the share to the descendant when he or she reaches the age of 21 years or to the estate of the descendant if he or she dies before receiving the share in full.

FOURTH: The following provisions shall apply to the trust estate and to each trust under this declaration:

SECTION 1: If income or discretionary amounts of principal become payable to a person under legal disability or to a person not adjudicated disabled but who, by reason of illness or mental or physical disability, is in the opinion of the trustee unable properly to manage his or her affairs, then that income or principal shall be paid or expended only in such of the following ways as the trustee deems best: (a) to the beneficiary directly; (b) to the legally appointed guardian of the beneficiary; (c) by the trustee directly for the benefit of the beneficiary; (d) to an adult relative or friend in reimbursement for amounts properly advanced for the benefit of the beneficiary.

SECTION 2: The interests of beneficiaries in principal or income shall not be subject to the claims of any creditor, any spouse for alimony or support, or others, or to legal process, and may not be voluntarily or involuntarily alienated or encumbered. This provision shall not limit the exercise of any power of appointment.

The rights of beneficiaries to withdraw trust property are personal and may not be exercised by a legal representative, attorney in fact or others.

SECTION 3: Income received after the last income payment date and undistributed at the termination of any estate or interest shall, together with any accrued income, be paid by the trustee as income to the persons entitled to the next successive interest in the proportions in which they take that interest.

SECTION 4: The trustee shall hold, manage, care for and protect the trust property and shall have the following powers and, except to the extent inconsistent herewith, those now or hereafter conferred by law:

(a) To retain any property (including stock of any corporate trustee hereunder or a parent or affiliate company) originally constituting the trust or subsequently added thereto, although not a type, quality or diversification considered proper for trust investments;

(b) To invest and reinvest the trust property in bonds, stocks, mortgages, notes, bank deposits, options, futures contracts, limited partnership interests, shares of registered investment companies, or other property of any kind, real or personal, domestic or foreign, suitable for the investment of trust funds;

(c) To cause any property, real or personal, belonging to the trust to be held or registered in the trustee's name or in the name of a nominee or in such other form as the trustee deems best without disclosing the trust relationship;

(d) To vote in person or by general or limited proxy, or refrain from voting, any corporate securities for any purpose, except that any security as to which the trustee's possession of voting discretion would subject the issuing company or the trustee to any law, rule or regulation adversely affecting either the company or the

trustee's ability to retain or vote company securities, shall be voted as directed by the settlor if living, otherwise by the beneficiaries then entitled to receive or have the benefit of the income from the trust; to exercise or sell any subscription or conversion rights; to consent to and join in or oppose any voting trusts, reorganizations, consolidations, mergers, foreclosures and liquidations and in connection therewith to deposit securities and accept and hold other property received therefor;

(e) To lease trust property for any period of time though commencing in the future or extending beyond the term of the trust;

(f) To borrow money from any lender, extend or renew any existing indebtedness and mortgage or pledge any property in the trust;

(g) To sell at public or private sale, contract to sell, convey, exchange, transfer and otherwise deal with the trust property and any reinvestments thereof, and to sell put and covered call options, from time to time for such price and upon such terms as the trustee sees fit;

(h) To employ agents, attorneys and proxies and to delegate to them such powers, discretionary or otherwise, as the trustee considers desirable, and to designate a deputy for a checking account, savings account or safe deposit box;

(i) To compromise, contest, prosecute or abandon claims in favor of or against the trust;

(j) To distribute income and principal in cash or in kind, or partly in each, and to allocate or distribute undivided interests or different assets or disproportionate interests in assets, and no adjustment shall be made to compensate for a disproportionate allocation of unrealized gain for federal income tax purposes; to value the trust property and to sell any part or all thereof in order to make allocation or distribution; no action taken by the trustee pursuant to this paragraph shall be subject to question by any beneficiary;

(k) To deal with, purchase assets from, or make loans to, the fiduciary of any trust made by me or any member of his family or a trust or estate in which any beneficiary under this declaration has an interest, though a trustee hereunder is the fiduciary, and to retain any property so purchased; to deal with a corporate

trustee hereunder individually or a parent or affiliate company;

(l) To establish out of income and credit to principal reasonable reserves for depletion, but reserves for depreciation shall not be established except to the extent that the trustee determines that readily marketable assets in the principal of the trust will be insufficient for any renovations, major repair, improvement or replacement of trust property which the trustee deems advisable;

(m) To elect, pursuant to the terms of any employee benefit plan, individual retirement plan or insurance contract, the mode of distribution of the proceeds thereof, and no adjustment shall be made in the interests of the beneficiaries to compensate for the effect of the election; and

(n) To perform other acts necessary or appropriate for the proper administration of the trust, execute and deliver necessary instruments and give full receipts and discharges.

SECTION 5: The trustee shall render an account of its receipts and disbursements and a statement of assets at least annually to each adult beneficiary then entitled to receive or have the benefit of the income from the trust. The trustee shall be reimbursed for all reasonable expenses incurred in the management and protection of the trust and shall receive compensation for its services. The trustee's regular compensation shall be charged against income during my lifetime and thereafter half against income and half against principal, except that the trustee shall have full discretion at any time or times to charge a larger portion or all against income.

SECTION 6: A corporate trustee may in its discretion terminate and distribute any trust hereunder if the corporate trustee determines that the costs of continuance thereof will

substantially impair accomplishment of the purposes of the trust. The trustee shall terminate and forthwith distribute any trust created hereby, or by exercise of a power of appointment hereunder, and still held 21 years after the death of the last to die of myself and the beneficiaries in being at my death. Distribution under this section shall be made to the persons then entitled to receive or have the benefit of the income from the trust in the proportions in which they are entitled thereto, or if their interests are indefinite, then in equal shares.

SECTION 7: I may resign as trustee at any time by written notice to my daughter, MARY ANN BOYD, of Normal, Illinois. After my resignation, death or inability to manage my affairs, MARY ANN BOYD shall be successor trustee. In the event of the death, resignation or inability to manage her affairs of my daughter, MARY ANN, then my son, ROBERT JOSEPH FIEG, shall be successor trustee in her place.

Any successor trustee may resign at any time by written notice to me if living, otherwise to each beneficiary then entitled to receive or have the benefit of the income from the trust. In case of the resignation, refusal or inability to act of any successor trustee acting or appointed to act hereunder, I if living, otherwise the beneficiary or a majority in interest of the beneficiaries then entitled to receive or have the benefit of the income from the trust, shall appoint another successor trustee, but no beneficiary or

person legally obligated to a beneficiary shall be a successor trustee.

Every successor trustee shall have all the powers given the originally named trustee. No successor trustee shall be personally liable for any act or omission of any predecessor. With the approval of the settlor if living, otherwise of the beneficiary or a majority in interest of the beneficiaries then entitled to receive or have the benefit of the income from the trust, a successor trustee may accept the account rendered and the property received as a full and complete discharge to the predecessor trustee without incurring any liability for so doing, except that a successor to me as trustee shall without approval accept the assets delivered to the successor trustee as constituting all of the property to which the successor trustee is entitled and shall not inquire into my administration or accounting as trustee.

The parent or guardian of a beneficiary under disability shall receive notice and have authority to act for the beneficiary under this section.

No trustee wherever acting shall be required to give bond or surety or be appointed by or account for the administration of any trust to any court.

SECTION 8: In disposing of any trust property subject to a power to appoint by will, the trustee may rely upon an instrument admitted to probate in any jurisdiction as the will of the donee or may assume that he or she died intestate if

the trustee has no notice of a will within 3 months after his or her death.

SECTION 9: If for any reason the trustee is unwilling or unable to act as to any property, such person or qualified corporation as the trustee shall from time to time designate in writing shall act as special trustee as to that property. Any person or corporation acting as special trustee may resign at any time by written notice to the trustee. Each special trustee shall have the powers granted to the trustee by this declaration, to be exercised only with the approval of the trustee, to which the net income and the proceeds from sale of any part or all of the property shall be remitted to be administered under this declaration.

FIFTH: The law of the state in which the trust property shall from time to time have its situs for administration shall govern the validity and interpretation of the provisions of this declaration.

SIXTH: I or any other person may transfer or bequeath additional property to the trustee to be held under this declaration and may designate the trust to which the property shall be added. If the addition is made by will, the trustee shall accept the statement of the legal representative that the assets delivered to the trustee constitute all of the property to which the trustee is entitled, without inquiring into the representative's administration or accounting.

SEVENTH: I may at any time or times amend or revoke this declaration in whole or in part by instrument in writing (other than a will) delivered to the trustee. The trust property to which any revocation relates shall be conveyed to me or otherwise as I direct. This power is personal to me and may not be exercised by my legal representative, attorney in fact or others.

IN WITNESS WHEREOF I have signed this declaration this 21st day of March, 1985.

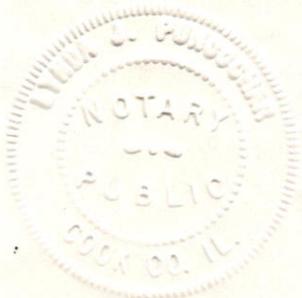
Nell M. Fieg
NELL M. FIEG
individually and as trustee

STATE OF ILLINOIS

COUNTY OF COOK

I, the undersigned, Notary Public, hereby certify that NELL M. FIEG, personally known to me to be the same person whose name is signed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed the instrument as her free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and official seal this 21st day of March, 1985.



Sydney P. Burcochar
Notary Public

My commission expires May 23, 1986

NELL M. FIEG
DECLARATION OF TRUST

SCHEDULE A

1. Real estate commonly known as 4241 Clausen Avenue,
Western Springs, Illinois

2. LaGrange Bank & Trust Company
Certificate of Deposit No. 151 090 1166 \$39,000.00
Certificate of Deposit No. 151 090 1453 16,000.00
NOW Account No. 09 040 1245 3,500.00
Money Market Account No. 011 04406993 6,000.00

3. LaGrange Federal Savings & Loan
Certificate of Deposit No. 8575 14-3 13,200.00