

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