

TRUST AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 5

TRUST AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 5, dated December 14, 1987 (this Supplement), between Wilmington Trust Company and William J. Wade, not in their respective individual capacities, but solely as owner trustees (collectively, the Owner Trustee) under the Trust Agreement dated as of September 15, 1987 (the Trust Agreement), and The Connecticut Bank and Trust Company, National Association, as indenture trustee (the Indenture Trustee) under the Trust Indenture, Mortgage and Security Agreement dated as of September 15, 1987 (the Indenture) between the Owner Trustee and the Indenture Trustee. All capitalized terms used herein and not otherwise defined herein shall have the meanings specified in the Indenture.

W I T N E S S E T H:

WHEREAS, the Trust Agreement provides for the execution and delivery of supplements thereto substantially in the form hereof, each such supplement to particularly describe each Leased Station included in the property covered by the Trust Agreement by having attached thereto a copy of the Lease Supplement covering such Leased Station; and

WHEREAS, the Indenture provides for the execution and delivery of supplements thereto substantially in the form hereof, each such supplement to particularly describe each Leased Station included in the Indenture Estate by having attached thereto a copy of the Lease Supplement covering such Leased Station, and which shall specifically grant a security interest in such Leased Station to the Indenture Trustee.

NOW, THEREFORE, to secure the due and punctual payment of the principal of and premium, if any, and interest on the Loan Certificates according to their terms and effect and to secure, among other things, the performance and observance by the Owner Trustee of all other obligations secured under the Indenture, the Owner Trustee hereby transfers, assigns, bargains, sells, conveys, mortgages, hypothecates and pledges to the Indenture Trustee, and grants the Indenture Trustee a security interest in, and the immediate and continuing right to receive payments (other than Excepted Payments) in respect of, all the Owner Trustee's right, title and interest in and to the following:

A. The Leased Station described on Schedule 1 hereto, expressly excluding the property described on Schedule 2 hereto, located on the Land described on Schedule 3 hereto;

B. The Lease Supplement of even date herewith describing such Leased Station.

RETURN TO:  
Caren W. Mack  
Mudge, Rose, Guthrie, Alexander  
and Ferdon  
180 Maiden Lane  
New York, New York 10038



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TO HAVE AND TO HOLD all the aforesaid properties, rights and interests unto the Indenture Trustee, its successors and assigns forever, but in trust for the holders, from time to time, of the Loan Certificates, nevertheless, for the use and purposes and with the power and authority and subject to the terms and conditions set forth in the Indenture.

AND, FURTHER, the Owner Trustee hereby acknowledges that the Leased Station referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Lessee (or a nominee thereof) and is included in the Trust Estate of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the lien thereof under the Indenture.

Attached hereto on Schedule 4 is the schedule of principal and interest on the Notes delivered on the date hereof.

This Supplement shall be construed as supplemental to the Indenture and to the Trust Agreement and shall form a part of each, and the Trust Agreement and the Indenture are each hereby incorporated by reference herein and each is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts and by the different parties hereto and thereto on separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument. Fully executed sets of counterparts shall be delivered to, and retained by, the Owner Trustee and the Indenture Trustee.

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WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as owner trustee under a Trust Agreement dated as of September 15, 1987,  
Owner Trustee

Witness *Marie Quinn*  
Name: *Marie Quinn*

Witness *J.M.R.I.*  
Name: *John M. Reese Jr.*

By *Thomas L. ...*  
Name: *Thomas L. ...*  
Title: *Vice President*

[Seal]

Attest: *David F. ...*  
*DAVID F. ...*

Date: December *3*, 1987

WILLIAM J. WADE, not in his individual capacity, but solely as owner trustee under a Trust Agreement dated as of September 15, 1987,  
Owner Trustee

Witness *Annette L. Baco*  
Name: *Annette L. Baco*

*William J. Wade*  
William J. Wade

Witness *Barbara L. Williams*  
Name: *Barbara L. Williams*

Date: December *4*, 1987

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THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIATION,  
Indenture Trustee

Witness [Signature]  
Name: D. W. FEARN

By [Signature]  
Name: Mason M. Lemont  
Title: President

Witness [Signature]  
Name: STEVE COYHRAN

Date: December 3, 1987

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STATE OF DELAWARE )  
 ) ss.  
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me this December 3, 1987 by Thomas P. Laskaris, the Vice President of Wilmington Trust Company, a Delaware banking corporation, on behalf of said corporation.



Name: Marlene L. Lynch

Sworn to before me this  
3rd day of December, 1987.

(SEAL)

Notary Public for Delaware

My Commission Expires: 6/15/89

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STATE OF DELAWARE     )  
                                  )  ss:  
COUNTY OF NEW CASTLE )

The foregoing instrument was acknowledged before me this  
December 4, 1987 by William J. Wade.

  
Name: Eleanor M. Gootee

Sworn to before me this  
4th day of December, 1987

(SEAL)

Notary Public for Delaware

My Commission Expires: 10/29/88

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STATE OF CONNECTICUT )  
 ) SS:  
COUNTY OF HARTFORD )

The foregoing instrument was acknowledged before me this December 3, 1987 by William J. ..., the VICE PRESIDENT of The Connecticut Bank and Trust Company, National Association, a national banking association, on behalf of said corporation.

William J. ...  
Name:

Sworn to before me this  
3rd day of December, 1987

(SEAL)

Notary Public for Connecticut

My Commission Expires: \_\_\_\_\_

**DAWN PICCOLI HEINTZ**  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1992

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## SCHEDULE 1 to Trust Agreement & Trust Indenture Supplement

### DESCRIPTION OF LEASED STATION

Address: 95th St. & 88th Ave.  
Hickory Hills, IL

	<u>Quantity</u>	<u>I t e m</u>
1.	1	Building 31' x 75' Masonry Construction
2.	1	Lusterlite, 37' x 102' with Lighting
3.	5	Tanks. Make: Clawson; Type: Steel Sizes: (5) 8,000
4.	4	Gilbarco Model MPD-1 Multiproduct Dispensers
5.	1	Gilbarco Model H111B Dispensers
6.	5	Pump Islands
7.	1	10' x 13' Trash Enclosure
8.	x	Concrete Paving
9.	x	Asphalt Paving
10.	4	Red Jacket Submerged Turbine Pumps
11.	5	Yard Lights and Poles
12.	1	ECO-Windy 1/2 H.P. Air Compressor
13.	x	Curbing and Drainage Structures
14.	x	Landscaping
15.	x	Set Custom Cabinets
16.	1	Snack Center Cabinet
17.	1	Gondolas & Store Shelving
18.	1	26' x 11'4" Tonka Walk-in Cooler with Shelving
19.	1	Gilbarco Model TCR-G Gasoline Console
20.	2	DTS Model 2100 Cash Register
21.	2	Bunn Coffee Maker
22.	1	Univ. Nolin 6' Cold Deli Case

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## SCHEDULE 1 to Trust Agreement & Trust Indenture Supplement

### DESCRIPTION OF LEASED STATION

Address: 95th St. & 88th Ave.  
Hickory Hills, IL

	<u>Quantity</u>	<u>I t e m</u>
23.	1	Fogel 2-Door Storage Refrigerator
24.	4	Armour Safes
25.	x	Lot Store Room Shelving
26.	1	Manitowoc Ice Maker
27.	1	Univ. Nolin 3-Door Display Freezer
28.	1	Fogel 2-Door Storage Freezer
29.	1	Talk-A-Phone Intercom
30.	1	Pay Phones
31.	2	Goal Post ID/Price Sign & Pole
32.	2	American Sign Canopy Signs
33.	3	Benco Canopy Signs
34.	1	Omega Alarm System

Additional detail and specifications for the above appear in the complete set of "as built" plans and specifications maintained by the lessee in accordance with Section 10(e) of the Lease.

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## SCHEDULE 2 to Trust Agreement & Trust Indenture Supplement

### DESCRIPTION OF EXCLUDED ASSETS

The excluded assets shall consist of the following:

#### Description

Hot dog roller grill  
Bun warmer drawer  
Nacho merchandiser  
Nacho cheese warmer with pump and heated spout  
Chili warmer  
Popcorn popper  
Pretzel display  
Pizza display case  
Soup warmer kettle  
Microwave oven  
Slush machine (twin)  
Condiment unit  
Post mix dispenser  
Paper cup dispensers  
Foam cup dispensers  
Ice cube dispenser  
Triple jet spray - Whipper  
Fruit ade machine  
Cocoa dispenser  
Anchor wrapper and platens  
12" meat slicer  
Tomato slicer  
6' long worktable with stainless steel undershelf and casters  
Electronic portion scale  
Electronic retail scale  
Heat seal overwrapper  
Platter cart  
4' long worktable with stainless steel undershelf and casters  
Biscuit prep table  
Convection oven  
EZ over chicken display  
Spaceplate for spacing fryers  
14" deep electric fryer  
18" deep electric fryer  
Oil filtration unit  
Bread and batter unit  
Hot case with thermal shelf  
Custom built donut display case  
2-eye hot plate - electric  
Ice cream novelty merchandiser  
Video security equipment  
Video sales displays

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**SCHEDULE 3  
to Trust Agreement & Trust  
Indenture Supplement**

**DESCRIPTION OF LAND**

Situated in the County of Cook in the State of Illinois,  
to wit:

The West 225 feet of the North 200 feet of the Northwest Quarter (NW 1/4) of Section 11, Township 37 North, Range 12, East of the Third Principal Meridian (except that portion of said described land heretofore conveyed to the Department of Public Works and Buildings of the State of Illinois by warranty deed as document no. 12364494) in Cook County, Illinois (excluding street right of way on both streets)

23-11-100-003 m

Leased station address: W. 95th & 88th  
Hickory Hills, Illinois

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Schedule 4  
to Trust Agreement  
and Trust Indenture Supplement  
Schedule of Principal and Interest

For each \$1,000,000\* of principal amount of the applicable Loan certificate, payments of principal and interest shall be as follows:

Date ----	Interest -----	Principal -----	Debt Service -----
0 Sep 87			
0 Dec 87	.00	.00	.00
2 Jan 88	5,485.48	.00	5,485.48
2 Jul 88	53,500.00	.00	53,500.00
2 Jan 89	53,500.00	.00	53,500.00
2 Jul 89	53,500.00	.00	53,500.00
2 Jan 90	53,500.00	.00	53,500.00
2 Jul 90	53,500.00	.00	53,500.00
2 Jan 91	53,500.00	.00	53,500.00
2 Jul 91	53,500.00	.00	53,500.00
2 Jan 92	53,500.00	10,256.36	64,386.36
2 Jul 92	52,917.58	.00	52,917.58
2 Jan 93	52,917.58	18,346.71	68,264.36
2 Jul 93	52,096.53	.00	52,096.53
2 Jan 94	52,096.53	90,939.57	123,036.10
2 Jul 94	47,231.26	.00	47,231.26
2 Jan 95	47,231.26	28,229.71	75,460.97
2 Jul 95	45,720.97	.00	45,720.97
2 Jan 96	45,720.97	31,421.03	77,142.00
2 Jul 96	44,039.95	-.01	44,039.94
2 Jan 97	44,039.95	34,973.11	79,013.06
2 Jul 97	42,168.88	.00	42,168.88
2 Jan 98	42,168.88	67,377.92	109,546.80
2 Jul 98	38,564.17	-.01	38,564.16
2 Jan 99	38,564.17	74,994.86	113,559.03

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Date	Interest	Principal	Debt Service
3 Jul 99	34,881.94	.00	34,881.94
3 Jan 00	34,881.94	83,473.89	118,024.83
3 Jul 00	30,086.14	.00	30,086.14
3 Jan 01	30,086.14	92,909.34	122,995.48
3 Jul 01	25,115.49	.00	25,115.49
3 Jan 02	25,115.49	103,413.56	128,528.05
3 Jul 02	19,582.92	.00	19,582.92
3 Jan 03	19,582.92	118,103.18	134,686.07
3 Jul 03	13,424.90	.00	13,424.90
3 Jan 04	13,424.90	128,115.34	141,540.24
3 Jul 04	6,570.73	.00	6,570.73
3 Jan 08	6,570.73	122,517.40	129,088.13

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