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DECLARATION OF TRUST

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COOK COUNTY RECORDER

I, HERBERT W. CARL, of Arlington Heights, Illinois, have transferred to myself as trustee the property listed in the attached schedule. This declaration of trust and the trusts hereby evidenced shall be known as "THE HERBERT W. CARL DECLARATION OF TRUST DATED DECEMBER 16, 1991". I declare that I hold that property and all investments and reinvestments thereof and additions thereto (referred to below as the "trust estate") upon the following trusts:

FIRST: During my lifetime the trustee shall pay the income from the trust estate in convenient instalments 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 support, health and maintenance of myself and for the support, health and maintenance of my spouse and other persons legally dependent upon me, 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 wife, JULIA D. CARL, and my physician, 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 expenses of my last illness and funeral, costs of administration including ancillary, costs 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

I certify this to be a true copy of the relevant portions of THE HERBERT W. CARL DECLARATION OF TRUST DATED DECEMBER 16, 1991, and that said trust is hereby in full force and effect. Dated: January 13, 1992. Signed: Robert H. Glorich

Robert H. Glorich, atty.-at-law

SUBSCRIBED AND SWORN to before me this 13th day of January, 1992.

Notary Seal
Notary Public, State of Illinois
My Commission Expires 11/2/93
Notary Public
CHRISTINE A. GURDON

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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.

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

SECTION 1: If income or discretionary amounts of principal become payable to a minor or 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) to a custodian for the beneficiary under a Uniform Transfers to Minors Act; (d) by the trustee directly for the benefit of the beneficiary; (e) 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, except that upon my death the undistributed income shall be paid to my wife if then living, otherwise added to principal.

SECTION 4: For convenience of administration or investment, the trustee may hold the several trusts as a common fund, dividing the income proportionately among them, assign undivided interests to the several trusts, and make joint investments of the funds belonging to them. The trustee may consolidate any separate trust with any other trust with similar provisions for the same beneficiary or beneficiaries.

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SECTION 5: 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 me 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 therefore;
- (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

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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 my family or a trust or estate in which any beneficiary under this declaration of trust 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 renovation, major repair, improvement or replacement of trust property which the trustee deems advisable;
- (m) To elect, pursuant to the terms of any employer 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 6: The trustee shall render an account of his receipts and disbursements and a statement of assets at least annually to me if living, otherwise to each adult

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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. An individual trustee shall be entitled to reasonable compensation for its services and any corporate successor trustee shall receive compensation for its services in accordance with its schedule of fees in effect from time to time. A 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 7: A trustee may in its discretion terminate and distribute any trust hereunder if the 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 8: I may resign as trustee at any time by written notice to my wife, JULIA D. CARL, my daughter, LINDA C. COHN, and my son, GARY D. CARL. After my resignation or inability to manage my affairs, my wife, JULIA D. CARL, shall be successor trustee, or if she fails or ceases to act then my daughter, LINDA C. COHN, and my son, GARY D. CARL, shall be successor co-trustees. The term "trustee" shall mean the trustee or trustees from time to time qualified and acting.

Any trustee may resign at any time by written notice to the other trustee and 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 death, resignation, refusal or inability to act of a successor trustee acting or appointed to act hereunder, the successor co-trustee shall be sole trustee with all the powers given the originally named trustee.

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In case of the resignation, refusal or inability to act of all the successor trustees 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 as successor trustee a bank or trust company qualified to accept trusts.

Every successor trustee shall have all the powers given the originally named trustee. No trustee shall be personally liable for any act or omission of any predecessor. With my approval if I am living, otherwise with the approval 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 a predecessor trustee without incurring any liability for so doing, except that each 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 be required to 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 9: If for any reason any 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 of trust, 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 of trust.

SECTION 10: 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

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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 11: With respect to any policy of life insurance under which the death benefits are made payable to the trustee:

- (a) The owner or owners thereof reserve all available benefits, privileges, payments, dividends, surrender values, options and elections, including the right at any time or times to change the beneficiary, to pledge or assign the policy or its proceeds as collateral security for any loan which the owner or owners may obtain from any lender, including a trustee hereunder individually or a parent or affiliate company, and to withdraw the policy if deposited with the trustee, without any duty on the trustee to see to its return.
- (b) The trustee need not pay or see to the payment of premiums or assessments on the policy.
- (c) Upon the death of the insured thereunder the trustee shall take such action as the trustee deems best to collect the policy proceeds, paying the expense thereof from the trust estate, but the trustee need not enter into or maintain any litigation to enforce payment on the policy until indemnified to the trustee's satisfaction against all expenses and liabilities to which the trustee might thereby be subjected. The trustee may release the insurance company from its liability under the policy and make any compromise which the trustee deems proper.
- (d) The insurance company shall not take notice of the provisions of this declaration of trust or see to the application of the policy proceeds, and the trustee's receipt to the insurance company shall be a complete release for any payment made and shall bind every beneficiary under this declaration of trust.
- (e) The trust shall be operative with respect to the proceeds of the policy at the death of the insured thereunder, after deducting all charges by way of advances, loans or otherwise in favor of the owner or owners or any other person.

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SECTION 12: If the trustee considers that any distribution from a trust hereunder other than pursuant to a power to withdraw or appoint is a taxable distribution subject to a generation-skipping tax payable by the distributee, the trustee shall augment the distribution by an amount which the trustee estimates to be sufficient to pay the tax and shall charge the same against the trust to which the tax relates.

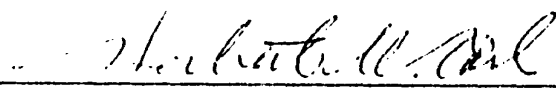
If the trustee considers that any termination of an interest in or power over trust property hereunder is a taxable termination subject to a generation-skipping tax, the trustee shall pay the tax from the trust property to which the tax relates, without adjustment of the relative interests of the beneficiaries.

SIXTH: This declaration shall be governed by and construed in accordance with the laws of the State of Illinois without giving effect to the choice of law rules of Illinois.

SEVENTH: 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.

EIGHTH: 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 16TH
day of DECEMBER, 1991.


HERBERT W. CARL, individually and as trustee

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Robert H. Glorch, Notary Public, hereby certify that HERBERT W. CARL, 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 he signed the instrument as his free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and official seal this 14th day of December, 1991.



Notary Public "OFFICIAL SEAL"
Robert H. Glorch
Notary Public, State of Illinois
My Commission Expires Feb. 2, 1992
My commission expires Feb. 2, 1992

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SCHEDULE OF ASSETS

Ten Dollars (\$10.00) in cash received from HERBERT W. CARL individually transferred to HERBERT W. CARL as trustee.

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Robert H. Forest
614 North Court St
Suite 160
P.O. Box 11 60067

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