DECLARATION OF TRUST

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This DECLARATION OF TRUST, made this 24th day of August 1993, and known as the JAMES O. BILLINGS and MARION F. BILLINGS TRUST.

Co-Trustor: JAMES O. BILLINGS 3906 N. New England, Chicago, Il 60634

Co-Trustor: MARION F. BILLINGS 3906 N. New England, Chicago, Il 60634

Co-Trustee: JAMES O. BILLINGS 3906 N. New England, Chicago, Il 60634

Co-Trustee: MARION F. BILLINGS 3906 N. New England, Chicago, II 60634

Successor Trustee: my son, GARY J. BILLINGS

BENEFICIARIES: Upon of the death of both Trustors, the Trust Property shall be distributed to the then living children (those children that are naturally born) of JAMES A. BILLINGS, PATRICIA KIERAS and GARY J. BILLINGS in equal shares, distribution of said shares to completed as follows:

TWENTY FIVE PERCENT (25%) of the Trust Property to be distributed at the time of death of Both Trustors.

TWENTY FIVE PERCENT (25%) of the Trust Property to be distributed at the time of the three year anniversary of the death of Both Trustors.

TWENTY FIVE PERCENT (25%) of the Trust Property to be distributed at the time of the six year anniversary of the death of Both Trustors.

TWENTY FIVE PERCENT (25%) of the Trust-Property to be distributed at the time of the nine year anniversary of death of Both Trustors.

ARTICLE ONE

TRUST INTENT AND BENEFICIARY CLAUSE

The trustors have caused the transfer of all their rights, title and interest in and to the property herein described in Article Two of this Declaration of Trust to the zbove named Trustees to he held in TRUST for the use, benefit and enjoyment of the above name Beneficiaries.

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ARTICLE TWO TRUST PROPERTY

The property being transferred by the Trustors under this DECLARATION OF TRUST is situated in the State of Illinois and consists of the property owned by JAMES O PILLINGS and MARION F. BILLINGS as follows:

LOT THIRTY ONE AND THIRTY TWO IN BLOCK ONE IN ANDREW DUNNING'S SUBDIVISION OF THE WEST HALF OF THE EAST FORTY ACRES OF THE NORTH HALF OF THE NORTHWEST QUARTER OF SECTION NINETEEN, TOWNSHIP FORTY NORTH, RANGE THIRTEEN EAST OF THE THIRD PRINCIPAL MERIDIAN.

Permanent Real Estate Number: 13-19-106-041 & 13-19-106-040 Address of Real Estate: 3906 North New England

DEPT-01 RECORDING

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COOK COUNTY RECORDER

ARTICLE THREE

AUTHORITY, POWER AND RIGHT OF Trustors

A. The Trustors reserve unto themselves the authority, power and right to modify, amend or

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revoke the TRUST hereby created. No prior notice to or consent of the Beneficiary or the Trustees shall be required.

B. The Trustors may at any time appoint substitute or otherwise change the persons designated to act as Trustees or successor Trustees under this TRUST hereby created. No prior notice to or consent of any Trustees or successor Trustees or Beneficiary shall be required.

C. all amendments, notices or other instruments or effecting or furthering the purposes of this Declaration of Trust, brought pursuant to this section shall be in writing and in proper form.

ARTICLE FOUR TRUSTOR'S EXCLUSIVE RIGHT TO TRUST INCOME

The Trustors during his lifetime, shall be exclusively entitled to all income accruing from the Trust property. No beneficiary herein named shall have any claim upon Trust income or profits.

ARTICLE FIVE TRUSTORS EXCLUSIVE RIGHT TO ENCUMBER PROPERTY

The Trustors in his expacity in as Trustees shall be empowered with the discretionary authority to mortgage, pledge, hypothecate or otherwise encumber with lien any or all of the Trust property. Said liens may be satisfied, settled or discharged from the income, rents or profits of the accruing from the Trust property or any other non Trust property owned by the Trustors if he so elects.

ARTICLE SIX POWER'S OF THE TRUSTEES

A. The Trustees shall have the following powers: (a) to invest and reinvest Trust assets in any kind of property or undivided interests therein which the Trustees shall deem proper (including, without limitation, real estate, stocks, honds, mortgages, debentures and shares or interests in investment companies, funds or trusts) without being restricted to investments as fixed by the laws of any jurisdiction; (b) to continue Trust assets invested in any property received or acquired by the Trustees without obligation to sell all or any part thereof because not of a type or quality or constituting a diversification considered proper or wise for trust investments; (c) to hold funds uninvested during any periods of unsettled financial conditions, (d) to purchase, sell, convey, assign or exchange any Trust property and to grant and exercise option. With respect to Trust property; (e) to purchase property from, sell property to and otherwise deal with the fiduciary representing the estate or Trust of any person, whether or not the Trustees is also acting as fiduciary for the estate or other Trust; (f) to lease Trust property for any time even extending beyond the term of the Trust; (g) to insure, improve, repair, alter, partition, subdivide, grant easements of dedicate any Trust property and to erect or raze improvements thereon; (h) to settle or abandon all claims and demands in favor of or against the Trust; (i) to consent to the reorganization, consolidation or readjustment of the finances of any corporation; (i) to vote in person or issue proxies to others; (k) to borrow money from any lender, including any Trustees, individually, and to mortgage or pledge any Trust property for any purpose deemed proper by the Trustees; (1) to employ attorneys, accountants and other agents (including persons who are associated with the Trustees in any business or profession) and to delegate to any one or more of them any of the Trustees's powers, discretionary or otherwise, for any purpose; (m) to hold or register any property in the Trustees's own name or in the name of a nominee without disclosure of any fiduciary relationship; and (n) in addition to any powers conferred herein or by law, to do and perform all acts which the Trustees shall deem proper to carry out the purposes of the Trust, it being intended that the enumeration of particular powers shall not be construed as limiting the general powers hereby granted to the Trustees.

B. In the event this Declaration of Trust provides for more than one Trustees or Co-Trustees, the exercise of any and all of the authorities, powers and rights accorded to said Trustees under this

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Trust shall not be construed as requiring the Trustees to act in unison in order to exercise any Trust Power, but that each Trustee may severally exercise any of the enumerated Trust Powers.

- C. Given the death or incapacity of one of the Co-Trustees, the survivor of them shall continue as the Sole Trustee with full authority to exercise all the power accorded to a Trustee under this Trust.
- D. The Trustee shall be fully authorized to pay over or distribute to said Trustors, any amounts requested by said Trustors from the income or principal of the Trust Property.

ARTICLE SEVEN AUTHORITY OF SUCCESSOR TRUSTEE TO ADMINISTER THE TRUST

- A. The Successor Trustee shall, upon the death of the Trustor, assume the active administration of this Trust, 2.00 forthwith, transfer all right, title and interest to the Beneficiaries, subject to the provision of Paragraph 10 below.
- B. The Successor Trustee shall assume the active administration of the Trust during the lifetime of the Trustor when either of the following conditions are present, namely:
- 1. The Trustor is unable to actively and exercise any of the authorities, powers or rights so accorded under this Trust by reason of surgaining Medical or Mental Impairment, as Certified by a competent attending medical authority, or
- 2. The Trustor expresses his desire in writing, for whatever reason, to temporarily relinquish those powers, authorities and rights as Trustee under this Trust to Successor Trustee.

ARTICLE EIGHT TERMINATION OF SUCCESSOR TRUSTEE'S AUTHORITY

The Successor Trustee's authority and power as provided under paragraphs 7(b)(1) and 7(b)(2) may subsequently be terminated by the Trustor without the notice or prior consent to said Successor Trustee when:

- A. The Trustor is sufficiently recovered from the Medical or Mental impairment as described under Paragraph 7(b)(1) above, and thus, fully and competently capable of actively administrating said Trust.
- B. The Trustor desires to reassume those authorities, powers and rights as Trustee in the active administration of the Trust.
- The termination of the Successor Trustee's authority to actively administer this Trust in accords with either Paragraphs 7(b)(1) or 7(b)(2) shall be effective immediately upon Successor Trustee's receipt of the Trustor's Notice Terminating all such authorities and powers previously granted by the Trustor.

ARTICLE NINE AUTHORITY OF THE SUCCESSOR TRUSTEE TO DISBURSE FUNDS

The Successor Trustee shall be fully authorized to pay or disperse such sums from the income or principal as may be required, necessary to maintain the comfort and welfare of the Trustor when either of the two conditions on Paragraph 7(b) prevails.

ARTICLE TEN AUTHORITY OF THE SUCCESSOR TRUSTEE TO CONTINUE TRUST

A. The Successor Trustee shall hold in Continuing Trust, upon the death of the Trustor, that

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share of a beneficiary's Trust Assets when such beneficiary (beneficiaries) shall not have attained the age of 21 years. During such period of continuing Trust, the Successor Trustee, in his or her discretion, may retain specific Trust Property in question, if it is deemed to be in the best interest of the beneficiary (beneficiaries) to do so, or the specific Trust Property may be sold or otherwise disposed of with the proceeds of such sale to be invested or reinvested in a reasonably prudent manner.

if said Trust Property shall be productive of income, or if such property be sold or otherwise disposed of, the Successor Trustee may pay, disburse or otherwise expend any or all of the income or principal accruing from such property toward the maintenance, education or support of such beneficiary without the intervention of any parent or guardian and without application to any Court.

Said payment either to be made to the parents, guardian or to any other person exercising the responsibility of maintaining, educating or supporting such beneficiary and without any liability upon the Successor Trustee as to the application thereof.

B. In the event the said beneficiary survives the Trustor, but dies before attaining the age of 21 years, the Successor Trustee shall transfer, pay over and deliver the Trust property being held for such beneficiary to the Estate of said beneficiary.

ARTICLE ELEVEN INALIENABILITY OF BENEFICIARY'S INTEREST IN TRUST

The interest of the Beneficiary (Beneficiaries) under this Trust shall be inalienable. Said Beneficiary (Beneficiaries) cannot assign, pledge, encumber or otherwise transfer their interest in and to a third party. Nor can such interest be attached, garnished levied or otherwise subjected to any proceedings whether at law or in equity.

ARTICLE TWELVE BENEFICIARY'S PROPORTIONAL LIABILITY FOR ESTATE TAXES

Each Beneficiary shall be liable for the proportionate share of any Estate taxes that may be levied upon the total taxable value of the Trust Property distributed to said beneficiaries upon the death of the Trustors.

ARTICLE THIRTEEN REVOCATION OR DESIGNATION OF BENEFICIARY

A. The Trustors is reserved with the right to revoke, at any time, the designation of a herein named Beneficiary, without the prior notice to or consent of any such Beneficiary.

B. The Trustors may at, any time, either designate a new beneficiary to replace the previously revoked beneficiary designation or designate an additional beneficiary, not withstanding all previous beneficiary designations. No prior notice to or consent of any other beneficiary is required.

C. In the event any Beneficiary under this Trust shall not survive the Trustors, the Trustors may designate a new beneficiary to replace such beneficiary by amending this Declaration of Trust. If however, the Trustors fails to designate a new beneficiary as herein provided, then, upon the death of the Trustors, such beneficiaries share of the Trust Property shall be distributed in accordance with the survivor designation as provided hereinbefore in Paragraph 1.

ARTICLE FOURTEEN NON-LIABILITY OF THIRD PARTIES

A. This Trust is created with the express intent and understanding that any third parties, including their agents, employees or vendors, who upon the written request of the Trustors, or under

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the color of authority granted to the Trustee in this Trust Instrument, performs any duties or performs any services in the furtherance of the purposes and intents of this Trust, absent any showing of fraud, shall be under no liability for the application or proper administration of any assets or properties being the subject of said third party acts.

B. This limitation of liability gives specific protection to any third party who acts, performs or renders any services pursuant to any Notice, Instrument or Document believed (and represented)

to be genuine, and to have been signed and presented by the proper party(parties).

C. It is further the express intent of this Trust that the non-liability of all Third Parties be given broad and prospective application. In particular, A Depository, Custodial Agent, or Financial Institution, including but not limited to Banks, Credit Firms Thrift Association, or any other person or entity acting in a Fiduciary capacity with regards to any assets or property compromising the TRUST RES, shall suffer no liability, nor incur any express or implied obligations when acting in the capacity of the Pansferor, upon proper request, of any of the assets or property either sought to be or constructively compromising the Trust Res.

ARTICLE FIFTEEN **EXTENSION OF TRUST POWERS**

This DECLARATION OF TRUST shall extend to and be binding upon the Heirs, Executors, Administrators and assigns of the undersigned Trustors and upon the Successor(s) to the Trustee(s).

ARTICLE SIXTEEN BONO REQUIREMENTS

A. The Trustee(s) under this Declaration of Trust shall serve without Bond.

B. The Successor Trustee may also serve without bond, except that bond may be required when, upon the death of the Trustors, the Beneficiary (Leneficiaries) shall not have attained the age of 21 years and the Trust shall continue as provided here in Paragraph 10.

The requirement of Bond in this instance shall be in a nominal amount and at the election of

either the Beneficiary or the parent or guardian of any such Beneficiary not of majority age.

ARTICLE SEVENTEEN APPLICABILITY OF STATE LAWS

This Declaration of Trust shall be construed in accordance with the Laws of the State of Illinois.

ARTICLE EIGHTEEN SAVINGS CLAUSE

If a State Court of competent jurisdiction shall at any time invalidate 2004 of the separate provisions of this Declaration of Trust, such invalidation shall not be construct as invalidating the whole of this Declaration of Trust, but only that separate provision in controversy. An the remaining provisions shall be undiscurbed as to their legal force and effect.

I, the undersigned, a Norary Public in and for Cook County, in the State of Illinois, DO HEREBY CERTIFY that JAMES O. BILLINGS AND MARION F. BILLINGS, personally known to me to be the same person whose name subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act, for the uses and purposes therein set forth. Given under my hand and official seal, this 24th day of August, 1993.

Commission expires March 9th, 1994.

George D. Pecherek Notary Public

My Commission Expires 3

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