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	All Men b	y These Preser	its, Timat	ъ. М. Woods,	as Trustee	14.0
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of the County	of Lake	and	State of Il	linois to	r and in consideration	an of on
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convey, release	and quit-clair	unto KENNETH M	. CLARK, as	Trustee under th	e provisions of a	a Trust
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STATE OF ILLIA Lake County	**************************************	CERTIFY, that L.	M. Woods, a	as Trustee	argument and an interpretation of the first of account of	
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First Nation	al Bank of A	ntioch	485 Lake St	Antioch,	IT.	60002
Name of pers	on preparing		Address			Zip

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Lot Five (5) in Graham's Subdivision, being that part of the North Half (1) of the South Half (1) of the Southeast Duarter (1) of Section 9, Township 42 North, Range 12, described as follows: Commencing at a point in the North Line of the South Half (1) of said Southeast Quarter (1) 1716 feet East of the Northwest Corner of the South Half (1) of said Southeast Quarter (1); thence South on a line 1716 feet East of and parallel with the West Line of said Southeast Quarter (1) of the South Half (1) of said Southeast Quarter (1); thence East along said South Line 264 feet; thence North on a line parallel with the West Line of said Southeast Quarter (1); thence East along said South Line 264 feet; thence North on a line parallel with the West Line of said Southeast Quarter (1); thence West along said North Line 264 feet to the point of Deginning, in Cook County, Illinois.

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AGREEMENT TO MERGE

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This AGREEMENT made between Exchange National Bank of Chicago (hereinafter referred to as "Exchange"), a banking association organized under the laws of the United States, being located at 130 South LaSalle Street, Chicago, County of Cook, in the State of Illinois, with a Capital of \$11,846,980, divided into 3,554,094 shares of common stock, each of \$3.33 1/3 par value, Surplus of \$12,041,480, and Undivided Profits, including Capital Reserves of \$11,749,311, as of December 31, 1981, and Central National Bank in Chicago (hereinalter referred to as "Central"), a banking association organized under the laws of the United States, being located at 120 South LaSalle Street, Chicago, County of Cook, in the State of Illinois, with a Capital of \$13,390,000 divided into 1,339,000 shares of common stock, each of \$10.00 par value, Surplus of \$26,350,000, and Undivided Profits, including Capital Reserves of negative \$7,066,000, as of December 31, 1981, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given by and in accordance with the provisions of the Act of November 7, 1918, as amended (12 U.S.C., Section 215a), witnesseth as follows:

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Section 1

Exchange shall be merged into Central under the charter of the latter.

Section 2.

The name of the Surviving Association (hereinafter referred to as the "Association") shall be "Exchange National Bank of Chicago".

The business of the Association shall be that of a national banking association. This business shall be conducted by the Association at its main office which shall be located at 120-130 South LaSaille Street, Chicago, Illinois, and at its legally established branches.

Section 4.

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The amount of capital of the Association shall be the stockholders' equity of Exchange at the time of the merger plus the fair market value of the preferred stock of Exchange International Corporation being issued pursuant to the merger of Exchange International Corporation and Central National Chicago Corporation plus the debt of Central

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Cook County Clark's Office

4 5 2 4 outstanding subsequent National Chicago Corporation remaining to the merger.

#### Section 5.

All assets of Exchange and Central, as they exist at the effective time of the merger, shall pass to and vest in the Association without any conveyance or other transfer; and the Association shall be responsible for all of the liabilities of every kind and description, including liabilities arising out of the operation of a Trust Department of each of the banks existing as of the effective time of the merger, and including the 5% Subordinated Notes of Exchange due June 30, 1987 in the principal amount, as of December 31, 1981, of \$1,500,000. J. C/64

Each share of common stock of Exchange shall, by virtue of the merger and without any action on the part of the holder thereof, become and be converted into three and one third (3-1/3) shares of common stock of the Association, each with a par value of \$1.00. Each share of common stock of Central shall, by virtue of the merger and without any action on the part of the holder thereof, become and be converted into ten (10) shares of common stock of the Association, each with a par value of \$1.00.

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Neither of the banks shall, between the date of this agreement and the time at which the merger shall become effective, dispose of any of its assets in any other manner except in the normal course of business and for adequate value.

Section 8.

The Foard of Directors of the Association, who shall serve until the next annual meeting of the Association or until their successors have been elected and have qualified, shall comprise the present members of the Board of Directors of Exchange, with the exclusion of Mr. Victor Sayyah; and with the inclusion of Messrs. Brace L. Dahltorp, Frederick C. 3/0/45 Meyers and Thomas S. Tyler.

Section 9.

\_\_\_:

Effectiveness of this merger shall be subject to and conditioned upon the receipt of all regulatory and shareholder approvals as are required by law and the effectiveness of a merger between Exchange International Corporation and Central National Chicago Corporation.

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Section 10.

The rights of shareholders of Central and Exchange, not otherwise provided herein, shall be governed by 12 U.S.C. 215(a).

Section 11.

Effective as of the time this merger shall become effective as specified in the "Certificate Approving Merger" to be issued by the Comptroller of the Currency, the articles of association shall read in their entirety and be in a form as appended hereto.

WITNESS, the signatur	res and seals of said merging
banks this 23rd day of	April , 1982, each
hereunto set by its authorized	officer and attested by its
Cashier or, pursuant	to a resolution of its Bo rd
of Directors, acting by a major	city thereof:
Attest:	Exchange National Bank O of Chicago
Date WKlash	1 1 Land

[Seal of Bank]

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Attest:

Central National Bank in Chicago

Symple Lange

By Chairman of the Board

[Seal of Bank] Droperty of Coot County Clert's Office

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Kenneth L. Coughlan a	s cashie	r of Custons	Wartonul Bonk in	Chion
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and each in his said capac				
instrument to be the act a	and deed	of said	Association .	

and the seal affixed thereto to be its seal.

WITNESS my official seal and signature tris day and year aforesaid.

[Seal of Notary]

Public. Cook My commission March 4, 1983

(Copy First 7 pages)

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