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UNANIMOUS WRITTEN CONSENT

OF THE

STOCKHOLDERS

OF

FAUCHER BROS. CARTAGE, INC.

The undersigned, being all the stockholders of Faucher Bros. Cartage, Inc. an Illinois corporation (the "Corporation"), hereby consent in writing without a meeting to the following action:

WHEREAS, the Board of Directors of the Corporation have determined that it is in the best interests of the Corporation to be liquidated and dissolved; and

WHEREAS, the stockholders and Board of Directors of the Corporation have adopted a Plan of Complete Liquidation and Dissolution;

WHEREAS, the Board of Directors of this Corporation has determined and the stockholders of the Corporation concur that the net fair market value of the assets of the Corporation (subject to all the liabilities of the Corporation) is approximately \$2,075,000;

NOW THEREFORE, BE IT RESOLVED, that in accordance with the Plan of Complete Liquidation and Dissolution, after providing for all proper debts of this Corporation, the remaining assets of this Corporation shall be distributed to the stockholders of the Corporation as set forth in Exhibit A. Distributions will be made according to each stockholder's respective interest in the Corporation. Non-cash distributions will be made according to the fair market value of the distributed property. The stockholders acknowledge that it would not be beneficial to the Corporation or the stockholders of the Corporation to distribute the assets of the Corporation proportionately to the stockholders of the Corporation. Accordingly, the stockholders of the Corporation hereby approve the distribution of the assets of the Corporation in accordance with Exhibit A attached hereto.

Return of Inventory & Shareholders' List

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FURTHER RESOLVED, that the Corporation's officers, employees, agents and attorneys are hereby authorized and empowered, for and on behalf of the Corporation, to perform such other acts and to execute and deliver such other documents or instruments as they deem necessary, appropriate, or desirable to carry out the terms and provisions of the foregoing resolutions and transactions contemplated thereby;

FURTHER RESOLVED, that this Unanimous Written Consent may be signed in one or more counterparts and all of such counterparts taken together shall constitute one and the same Unanimous Written Consent; and that when counterparts of this Unanimous Written Consent are signed by all of the stockholders of the Corporation such counterparts shall be filed with the minutes of the Corporation.

IN WITNESS WHEREOF, this Unanimous Written consent has been executed this 29th day of December, 1986.

Mary M. Faucher (co-trustee)
Mary M. Faucher

Mary M. Faucher (co-trustee)
Mary M. Faucher

Frank G. Siepker Co-Trustee
Frank G. Siepker
Co-Trustees of Trust A under
the Edward F. Faucher, Jr.
Declaration of Trust dated
August 4, 1980

Frank G. Siepker Co-Trustee
Frank G. Siepker
Co-Trustees of Trust A
the Edward F. Faucher, Jr.
Declaration of Trust dated
August 4, 1980

Michael Faucher
Michael Faucher

Donna M. Faucher
Donna M. Faucher

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EXHIBIT A

Stockholder and
Number of Shares

Asset Distributed

Michael Faucher
20 Shares

\$ 12,888 in cash

Donna M. Faucher
20 Shares

\$ 12,888 in cash

Mary M. Faucher
Frank G. Siepker
Co-Trustees of
Trust A under the
Edward F. Faucher, Jr.
Declaration of Trust
dated August 4, 1980
2,435 Shares

Trust A shall receive the following: 1. All of the assets of the Corporation, except for (i) the cash distributed to Michael and Donna Faucher; (ii) the assets distributed to Trust A pursuant to paragraph 2 below; and (iii) the assets distributed to Trust B as set forth below, subject to all of the liabilities of the Corporation except provided in paragraph 2 below and as specifically assumed by Trust B, with such assets having an approximate net fair market value of \$824,224.

2. An undivided 61 percent interest in: (i) real property located at 223 West Ontario Street, Chicago, Illinois (the "Real Property"); (ii) a lease with respect to such Real Property dated November 5, 1985, between the Corporation and 223 West Ontario Corp., an Illinois corporation (the "Lease"); and (iii) a cash security deposit paid by the tenant under the Lease (the "Security Deposit"), subject to the following liabilities: (i) all payments due Illinois National Realty Corporation under a contract between Illinois National Realty Corporation and the Corporation dated November 5, 1985; (ii) 61 percent of the repayment of the Security Deposit; and (iii) 61 percent of the indebtedness due to Merchandise National Bank of Chicago pursuant to an agreement dated February 1, 1979, which debt is secured by the Real Property (the "Debt"), with such assets having an approximate net fair market value of \$744,950.

Mary M. Faucher
Frank G. Siepker
Co-Trustees of
Trust B under the
Edward F. Faucher, Jr.
Declaration of Trust
dated August 4, 1980
745 Shares

An undivided 39 percent interest in: (i) the Real Property; (ii) the Lease; and (iii) the Security Deposit, subject to the following liabilities: (i) 39 percent of the repayment of the Security Deposit; and (ii) 39 percent of the Debt, with such assets having an approximate net fair market value of \$480,050.

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UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

FAUCHER BROS. CARTAGE, INC.

The undersigned, being all of the members of the Board of Directors of Faucher Bros. Cartage, Inc. an Illinois corporation (the "Corporation"), hereby consent in writing without a meeting to the following action:

WHEREAS, the Board of Directors have determined in their judgment that it is advisable and in the best interests of the Corporation that the Corporation should be liquidated and dissolved; and

WHEREAS, the Board of Directors and stockholders of the Corporation have adopted a Plan of Complete Liquidation and Dissolution; and

WHEREAS, the Board of Directors and the stockholders of this Corporation have adopted resolutions stating that after providing for all proper debts of this Corporation, the remaining assets of this Corporation shall be distributed to the stockholders of the Corporation as soon as practicable, but in no event later than December 31, 1986;

WHEREAS, the Board of Directors of the Corporation has determined that the net fair market value of the assets of the Corporation (subject to all the liabilities of the Corporation) is approximately \$2,075,000;

NOW THEREFORE, BE IT RESOLVED that, in accordance with the Plan of Complete Liquidation and Dissolution, after providing for all proper debts of this Corporation, the remaining assets of this Corporation shall be distributed to the stockholders of the Corporation as set forth in Exhibit A. Distributions will be made according to each stockholder's respective interest in the corporation. Non-cash distributions will be made according to the fair market value of the distributed property. The Board of Directors

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of the Corporation acknowledge that it would not be beneficial to the Corporation or the stockholders of the Corporation to distribute the assets of the Corporation proportionately to the stockholders of the Corporation. Accordingly, the Board of Directors of the Corporation hereby approve the distribution of the assets of the Corporation in accordance with Exhibit A attached hereto.

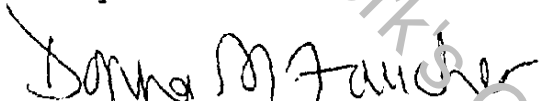
FURTHER RESOLVED, that the Corporation's officers, employees, agents and attorneys are hereby authorized and empowered, for and on behalf of the Corporation, to perform such other acts and to execute and deliver such other documents or instruments as they deem necessary, appropriate, or desirable to carry out the terms and provisions of the foregoing resolutions and transactions contemplated thereby;

FURTHER RESOLVED, that this Unanimous Written Consent may be signed in one or more counterparts and all of such counterparts taken together shall constitute one and the same Unanimous Written Consent; and that when counterparts of this Unanimous Written Consent are signed by all of the stockholders of the Corporation such counterparts shall be filed with the minutes of the Corporation.

IN WITNESS WHEREOF, this Unanimous Written consent has been executed this 2nd day of December, 1986.




Mary Faucher



Donna Faucher



Michael Faucher



Susanne Faucher Griffith

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EXHIBIT A

<u>Stockholder and Number of Shares</u>	<u>Asset Distributed</u>
Michael Faucher 20 Shares	\$ 12,888 in cash
Donna M. Faucher 20 Shares	\$ 12,888 in cash
Mary M. Faucher Frank G. Siepker Co-Trustees of Trust A under the Edward F. Faucher, Jr. Declaration of Trust dated August 4, 1980 2,435 Shares	Trust A shall receive the following: 1. All of the assets of the Corporation, except for (i) the cash distributed to Michael and Donna Faucher; (ii) the assets distributed to Trust A pursuant to para- graph 2 below; and (iii) the assets distributed to Trust B as set forth below, subject to all of the liabilities of the Corporation except provided in paragraph 2 below and as specifically assumed by Trust B, with such assets having an approximate net fair market value of \$824,224. 2. An undivided 61 percent interest in: (i) real property located at 223 West Ontario Street, Chicago, Illinois (the "Real Property"); (ii) a lease with respect to such Real Property dated November 5, 1985, between the Corporation and 223 West Ontario Corp., an Illinois corporation (the "Lease"); and (iii) a cash security deposit paid by the tenant under the Lease (the "Security Deposit"), subject to the following liabilities: (i) all payments due Illinois National Realty Corporation under a contract between Illinois National Realty Corporation and the Corporation dated November 5, 1985; (ii) 61 percent of the repayment of the Security Deposit; and (iii) 61 percent of the indebtedness due to Mer- chandise National Bank of Chicago pursuant to an agreement dated February 1, 1979, which debt is secured by the Real Property (the "Debt"), with such assets having an approximate net fair market value of \$744,950.
Mary M. Faucher Frank G. Siepker Co-Trustees of Trust B under the Edward F. Faucher, Jr. Declaration of Trust dated August 4, 1980 745 Shares	An undivided 39 percent interest in: (i) the Real Property; (ii) the Lease; and (iii) the Security Deposit, subject to the following liabilities: (i) 39 percent of the repay- ment of the Security Deposit; and (ii) 39 percent of the Debt, with such assets having an approximate net fair market value of \$480,050.

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QUIT CLAIM
DEED IN TRUST

Form 359 R. 1/82

The above space for recorder's use only

3611317

Exempt under Par. (e) of Ill. Real Estate Transfer Act and under Par. of Cook County, Transfer Tax Ordinance.

By: Helen Jensen
(Agent), (Grantor)

Date: 4/15/87

Stamp: Revenue Stamps

3611317

THIS INDENTURE WITNESSETH, That the Grantor, FAUCHER BROS. CARTAGE, INC., an Illinois Corporation,

of the County of Cook and State of Illinois for and in consideration of TEN AND NO/100ths (\$10.00) Dollars, and other good and valuable considerations in hand paid, Conveys and Quit Claims unto the CHICAGO TITLE AND TRUST COMPANY, a corporation of Illinois, whose address is 111 West Washington Street, Chicago, Illinois 60602, as Trustee under the provisions of a trust agreement dated the Nineteenth (19th) day of December 1986, known as Trust Number 1089390 the following described real estate in the County of Cook and State of Illinois, to-wit:

Lots 11, 12, 13, 14, 15, 16 and 17 in Block 4 in Newberry's Addition, a Subdivision in the East half of the West half of the North East Quarter of Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

Address: 223 West Ontario, Chicago, Illinois 60611

17-08-230-001 (Lots 16-17) AM

17-09-230-002 (Lot 15)

17-09-230-003 (Lot 14)

17-09-230-004 (Lots 12-13) AM

17-09-230-005 (Lot 11)

AAO

PERMANENT TAX NUMBER:

VOLUME NUMBER:

TO HAVE AND TO HOLD the said premises with the appurtenances set up in the trusts and for the uses and purposes herein and in said trust agreement set forth. Full power and authority is hereby granted to said trustee to improve, manage, protect and subdivide said premises or any part thereof, to dedicate parks, streets, highways or alleys and to vacate any subdivision or part thereof, and to re-subdivide said property as often as desired, to contract to sell, to grant options to purchase, to sell on any terms, to convey either with or without consideration, to convey said premises or any part thereof to a successor or successors in trust and to grant to such successor or successors in trust all of the title, estate, powers and authorities vested in said trustee, to donate, to dedicate, to mortgage, to pledge or otherwise encumber said property, or any part thereof, to lease said property, or any part thereof, from time to time, to grant a lease or reversion, by leases to commence in present or futuro, and upon any terms and for any period or periods of time, not exceeding in the case of any single demise the term of 99 years, and to renew or extend leases upon any terms and for any period or periods of time and to amend, change or modify leases and the terms and provisions thereof at any time or times hereafter, to contract to make leases and to grant options to lease and options to renew leases and options to purchase the whole or any part of the premises and to contract respecting the manner of fixing the amount of present or future rentals, to partition or to exchange said property, or any part thereof, for other real or personal property, to grant easements or charges of any kind, to release, convey or assign any right, title or interest in or about or easement appurtenant to said premises or any part thereof, and to deal with said property and every part thereof in all other ways and for such other considerations as it would be lawful for any person owning the same to deal with the same, whether similar to or different from the ways above specified, at any time or times hereafter.

In no case shall any party dealing with said trustee in relation to said premises, or to whom said premises or any part thereof shall be conveyed, contracted to be sold, leased or mortgaged by said trustee, be obliged to see to the application of any purchase money, or money borrowed or advanced on said premises, or be obliged to see that the terms of this trust have been complied with, or be obliged to inquire into the necessity or expediency of any act of said trustee, or be obliged or privileged to inquire into any of the terms of said trust agreement, and every deed, trust deed, mortgage, lease or other instrument executed by said trustee in relation to said real estate shall be conclusive evidence in favor of every person relying upon or claiming under any such conveyance, lease or other instrument. (a) that at the time of the delivery thereof the trust created by this indenture and by said trust agreement was in full force and effect, (b) that such conveyance or other instrument was executed in accordance with the trusts, conditions and limitations contained in this indenture and in said trust agreement or in some amendment thereto and binding upon all beneficiaries thereunder, (c) that said trustee was duly authorized and empowered to execute and deliver every such deed, trust deed, lease, mortgage or other instrument and (d) if the conveyance is made to a successor or successors in trust, that such successor or successors in trust have been properly appointed and are fully vested with all the title, estate, rights, powers, authorities, duties and obligations of its, his or their predecessor in trust.

The interest of each and every beneficiary hereunder and of all persons claiming under them or any of them shall be only in the earnings, assets and proceeds arising from the sale or other disposition of said real estate, and such interest is hereby declared to be personal property, and no beneficiary hereunder shall have any title or interest, legal or equitable, in or to said real estate as such, but only an interest in the earnings, assets and proceeds therefrom as aforesaid.

If the title to any of the above lands is now or hereafter registered, the Registrar of Titles is hereby directed not to register or note in the certificate of title or duplicate thereof, or memorial, the words "in trust", or "upon condition", or "with limitations", or words of similar import, in accordance with the statute in such case made and provided.

And the said grantor hereby expressly waives, releases and releases any and all right or benefit under and by virtue of any and all statutes of the State of Illinois, providing for the exemption of homesteads from sale on execution or otherwise.

In Witness Whereof, the grantor aforesaid has hereunto set its hand and seal this 29th day of December 1986

FAUCHER BROS. CARTAGE, INC.

BY: Mary Faucher (Seal)
MARY F. FAUCHER, President

Attest: Susan M. Griffith (Seal)
SUSAN M. GRIFFITH, Secretary

THIS INSTRUMENT WAS PREPARED BY:
KELLY, OLSON, PUSCH, ROGAN & SIEPKER
Three First National Plaza - Suite 2350
Chicago, Illinois 60602

HELEN JENSEN

Notary Public in and for said County, in

the state aforesaid, do hereby certify that MARY F. FAUCHER, as President and SUSAN M. GRIFFITH, as Secretary of FAUCHER BROS. CARTAGE, INC., an Illinois Corporation,

personally known to me to be the same person whose name are they subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that signed, sealed and delivered the said instrument as free and voluntary act, for the uses and purposes therein set forth, including the release and waiver of the right of homestead.
Given under my hand and notarial seal this 29th day of December 1986

Helen Jensen
Notary Public

Recopying no attached

1/28/87

LEGAL DESCRIPTION AFFECTS PROPERTY ON PROPERTY AND OTHER INTERESTS

MY COMMISSION EXPIRES

After recording return to:
CHICAGO TITLE AND TRUST COMPANY
Land Trust Department
111 West Washington St./Chicago, Ill. 60602
or
Box 533 (Cook County only)

223 W. Ontario St.
Chicago IL 60611
For information only insert street address of above described property

Document Number

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APR 15 2011
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REGISTER

STG. CLK.

Kelley Olson, Pusch
with all
ATTN: B. M. Webb
31st West Plaza
511