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STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Whereas, the MUTUAL TRUST LIFE INSURANCE COMPANY

located at OAK BROOK in the State of ILLINOIS
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable
to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do
hereby certify that the said Company is authorized to transact its appropriate business as set
forth under Clause(s) (a) Life (including Variable Contracts) and (b) Accident
& Health of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the
laws thereof.



In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 28th

day of September, 1990

Zack Stamp

ZACK STAMP

Director of Insurance

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CERTIFICATE OF SIGNATURE IDENTIFICATION

I, WILLIAM K. KNUDSEN, hereby certify that I am the duly elected Secretary of MUTUAL TRUST LIFE INSURANCE COMPANY, a corporation organized and existing under the laws of the State of Illinois.

I further certify that the following holographic signatures are those of the duly authorized President, Vice Presidents, Treasurer, Secretary and Counsel of said Company, and that this certificate of signature identification is effective on and after April 2, 1990:

Thomas V. Fischer
Thomas V. Fischer, President and Chief Executive Officer

William P. Heimann
William P. Heimann, Vice President

John D. Koepke
John D. Koepke, Vice President

John O'C. Hubbard
John O'C. Hubbard, Vice President

William K. Knudsen
William K. Knudsen, Vice President General Counsel and Secretary

Kenneth J. Longerman
Kenneth J. Longerman, Vice President

Lionel A. Potts
Lionel A. Potts, Vice President

Dennis E. Mahood
Dennis E. Mahood, Vice President

H. Murval Smith
H. Murval Smith, Vice President

Thomas J. Ness
Thomas J. Ness, Vice President

Donald W. Barak
Donald W. Barak, Vice President

Sharon S. Rakowski
Sharon S. Rakowski, Vice President

Jacques E. Chevalier
Jacques E. Chevalier, Vice President

Diane L. Routson
Diane L. Routson, Vice President

Joseph C. Frazzetto
Joseph C. Frazzetto, Vice President

W. David Mills
W. David Mills, Counsel

Arthur F. Greenan
Arthur F. Greenan, Vice President

Laura J. Janis
Laura J. Janis, Treasurer

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this ninth day of October, 1990.

William K. Knudsen
Secretary

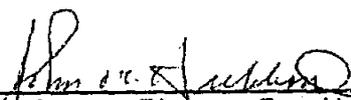
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I, JOHN O'C. HUBBARD, do hereby certify that I am the Secretary of the Finance Committee of Mutual Trust Life Insurance Company; that as such Secretary I keep a record of all its transactions; that at a duly convened meeting of said Committee in the offices of said Company at 1200 Jorie Boulevard, Oak Brook, Illinois, on the thirteenth day of September, 1990, at which meeting a majority was present, the following resolution was unanimously adopted:

*RESOLVED by the Finance Committee of Mutual Trust Life Insurance Company that any two (2) of the individuals named herein: Thomas V. Fischer, President and Chief Executive Officer; or John D. Koepke, Senior Vice President; or William K. Knudsen, Senior Vice President; or Arthur F. Greenan, Vice President; or Kenneth J. Longerman, Vice President; or John O'C. Hubbard, Vice President; are hereby authorized and directed to execute any and all documents necessary to effect the sale of the property known as 2001 Landmier Road, Elk Grove Village, Illinois.

and that the foregoing is a full, true and correct copy of said resolution as it appears upon the records of said Company.


Secretary - Finance Committee
Mutual Trust Life Insurance Company

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MUTUAL TRUST LIFE INSURANCE COMPANY

OAK BROOK ILLINOIS

I, William K. Knudsen, do hereby certify that I am the Secretary of Mutual Trust Life Insurance Company, a corporation organized and existing under and by virtue of the laws of the State of Illinois and the following is a full, true and correct copy of Sections 10 (F) and 14 respectively, of the By-Laws of Mutual Trust Life Insurance Company:

*Section 10: The Standing Committees shall be as follows:

(F) A Finance Committee consisting of three or more members. Subject to the policies established by the Investment Policy Committee, the Finance Committee shall have charge of investing and managing the Company's assets, and shall direct what investments may be made and fix the terms and conditions or any modification thereof.

*Section 14: The Chairman of the Board, the President or a Vice President, upon authorization of the Finance Committee, evidenced by a recorded resolution, shall be authorized to transfer on behalf of the Company, any registered bonds, stocks or other securities; and to acknowledge, as the Company's act and deed, good and sufficient deeds of conveyance of real estate, leases, releases, assignments of mortgages or liens, and any other instruments pertaining to real property in which the Company has an interest."

I further certify that the following named persons were on the second day of April, 1990, have been continuously since that time and are on the date hereof, the duly elected and acting President, and Vice Presidents of said Company: Thomas V. Fischer, President and Chief Executive Officer; John D. Koepke, Senior Vice President; William K. Knudsen, Senior Vice President; Lionel A. Potts, Senior Vice President; H. Murval Smith, Senior Vice President; Donald W. Barak, Vice President; Jacques E. Chevalier, Vice President; Joseph C. Frazzetto, Vice President; Arthur F. Greenan, Vice President; William P. Heimann, Vice President; John O'C. Hubbard, Vice President; Kenneth J. Longerman, Vice President; Dennis E. Mahood, Vice President; Thomas J. Ness, Vice President; Sharr S. Rakowski, Vice President; Diane L. Routson, Vice President; and that John O'C. Hubbard was on the first day of November 1980, has been continuously since that time and on the date hereof is the duly elected Secretary of the Finance Committee of said Company; and that I am the proper officer of said Company to make the foregoing certifications in its behalf.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of Mutual Trust Life Insurance Company and affixed the seal of the corporation this 9 day of October, 19 90.


Secretary
Mutual Trust Life Insurance Company

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EXHIBIT A LEGAL DESCRIPTION

LOT 169 (EXCEPT THE NORTHERLY 10 FEET THEREOF AS MEASURED AT RIGHT ANGLES TO THE NORTHERLY LINE OF LOT 169)
LOT 170 (EXCEPT THE NORTHERLY 10 FEET THEREOF AS MEASURED AT RIGHT ANGLES TO THE NORTHERLY LINE OF LOT 170)
LOT 171 (EXCEPT THE NORTHERLY 10 FEET THEREOF AS MEASURED AT RIGHT ANGLES TO THE NORTHERLY LINE OF LOT 171)
LOT 172 (EXCEPT THE NORTHERLY 10 FEET THEREOF AS MEASURED AT RIGHT ANGLES TO THE NORTHERLY LINE OF LOT 172)
LOT 173 (EXCEPT THE NORTHERLY 10 FEET THEREOF AS MEASURED AT RIGHT ANGLES TO THE NORTHERLY LINE OF LOT 173)
IN CENTEX INDUSTRIAL PARK UNIT 13, BEING A SUBDIVISION IN SECTION 26, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO PLAT THEREOF REGISTERED IN THE OFFICE OF THE REGISTRAR OF TITLES OF COOK COUNTY, ILLINOIS, ON AUGUST 2, 1963, AS DOCUMENT NUMBER 2104889.

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DEED IN TRUST

FORM 3632

QUITCLAIM

The above space for recorders use only

THIS INDENTURE WITNESSETH, THAT THE GRANTOR, Mutual Trust Life Insurance Company an Illinois insurance corporation of the County of Cook and State of Illinois, for and in consideration of the sum of TEN Dollars (\$ 10.00) in hand paid, and of other good and valuable considerations, receipt of which is hereby duly acknowledged, convey and Quit-Claims unto AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association whose address is 33 North LaSalle Street, Chicago, Illinois, as Trustee under the provisions of a certain Trust Agreement, dated the 1st day of October, 1990, and known as Trust Number 112750-03 the following described real estate, situated in County, Illinois, to-wit:

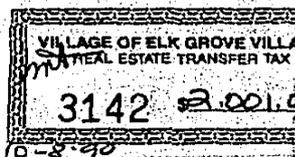
an undivided 1/3 interest

See Exhibit A, legal description, attached hereto and made a part hereof.

Subject to: General taxes for the year 1990 and subsequent years; Building setback line of 15 feet (from the northeasterly lot line) as shown on the Plat of Subdivision.

Commonly known as: 2001 Landmeier Rd., Elk Grove Village, IL

P.I.N. 08-26-304-032; 08-26-304-033; 08-26-304-034; 08-26-304-035; and 08-26-304-036



TO HAVE AND TO HOLD the said real estate with the appurtenances, upon the trusts, and for the purposes herein and in said Trust Agreement set forth.

THE TERMS AND CONDITIONS APPEARING ON THE REVERSE SIDE OF THIS INSTRUMENT ARE MADE A PART HEREOF.

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

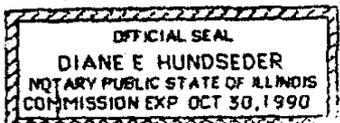
In Witness Whereof, said Grantor has caused its corporate seal to be hereto affixed, and has caused its name to be signed to these presents by its President, and attested by its Secretary, this 1st day of October, 1990.

IMPRESS CORPORATE SEAL HERE

Mutual Trust Life Insurance Company (NAME OF CORPORATION) BY [Signature] Vice PRESIDENT ATTEST: [Signature] SECRETARY

State of Illinois, County of DuPage ss. I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY, that Arthur F. Greenan personally known to me to be the Vice President of the

Mutual Trust Life Insurance Company



IMPRESS NOTARIAL SEAL HERE

corporation, and William K. Knudsen personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Secretary, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 9th day of October 1990

Commission expires Oct. 30 1990 [Signature] NOTARY PUBLIC

This instrument was prepared by Sidney G. Saltz, One ERM Plaza, Chicago, IL 60611 American National Bank and Trust Company of Chicago Box 221

Corporate Resolution Attached, viz E 111019 (RJM) 11900581

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1993 OCT 18 PM 1:20
CAROL MURPHY BRAUN
REGISTRAR OF TITLES

NEAR NORTH NATIONAL TITLE
222 N. LA SALLE CORP.
CHICAGO, IL 60601

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FILED