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Form #20

Certificate No. 1321815 Document No. 3878317

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

You are directed to register the Document hereto attached
on the Certificate 1321815 indicated affecting the
following described premises, to-wit:

Lots 24, 25, 26, 27, 28, 29, 30, 31 and 32 in Block 9 in Argo Fourth Addition
to Summit, being a Subdivision of the Southwest Quarter of the Southeast Quarter
of Section 13, Township 38 North, Range 12, East of the Third Principal Meridian,
in Cook County, Illinois.

Permanent Index No.: 18-13-427-016, 017, 018, 019, 020, 021, 022, 023, 024.
Address: 7540 West 63rd St., Summit, IL 60501

Section 13 Township 38 North, Range 12 East of the
Third Principal Meridian, Cook County, Illinois.

Walter S. Colan

CHICAGO, ILLINOIS 12/13/1990

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CERTIFICATE OF SECRETARY OF
LASALLE NATIONAL CORPORATION
REGARDING SUCCESSION OF LASALLE NATIONAL BANK
TO THE TRUST BUSINESS OF
EXCHANGE NATIONAL BANK OF CHICAGO

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I, Robert K. Quinn, hereby certify that I am the duly elected Secretary of LaSalle National Corporation (the "Corporation"), a Delaware corporation, and as such am the custodian of the corporate records and seal of the Corporation, and that the following is a true, correct and complete copy of certain resolutions adopted by unanimous written consent of the board of directors of the Corporation dated January 30, 1990, and that none of such resolutions have been amended or repealed, and that all such resolutions are in full force and effect as of the date of this Certificate:

WHEREAS, the Corporation directly owns in excess of 99% of the voting stock of LaSalle National Bank (the "Bank") and indirectly owns 100% of the voting stock of The Exchange National Bank of Chicago ("Exchange"), each excluding director qualifying shares, and the Bank and Exchange are each qualified to administer trusts in the State of Illinois;

WHEREAS, it was previously proposed to the Board of Directors that the Bank succeed to each of the trust accounts of Exchange as to which such succession is not expressly prohibited by the provisions of the applicable trust instruments (the "Proposal"), pursuant to and in accordance with Section 3-3 of the Illinois Corporate Fiduciary Act (the "Act", 17 Ill. Rev. Stat., Paragraph 1551-1 et seq. at 1553-3), which Proposal the Board of Directors approved by resolutions ("Resolutions") adopted by unanimous written consent dated January 16, 1990;

WHEREAS, pursuant to the Proposal, the Bank would enter into a Trust Succession Agreement with Exchange and the Corporation for the purpose of effecting the succession of the Bank to the trust business of Exchange;

WHEREAS, pursuant to the Proposal, the Bank may also enter into a Trust Management Agreement with Exchange whereby the Bank will administer all of the trust business of Exchange, if any, not succeeded to by the Bank pursuant to the Trust Succession Agreement; and

WHEREAS, also pursuant to the Proposal, in the event the Bank and Exchange hereafter determine to cause an office of the Bank's Trust Department to be established at one or more offices of Exchange, the Bank would enter into with Exchange a Lease and Allocation Arrangement with respect to certain premises and equipment and certain services and allocating certain expenses of Exchange to the Bank, all on an "area's length" basis for the fair market value thereof; and

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WHEREAS, the Board of Directors desires to ratify, approve and continue in full force and effect the Resolutions.

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NOW, THEREFORE, BE IT RESOLVED, That effective on or at such time after January 30, 1990 as shall be determined by the proper officers of the Corporation (the "Transfer Date") and consistent with the Proposal as presented to this Board with such modifications as the proper officers determine to be necessary or appropriate with the advice of legal counsel, the Bank shall succeed to each of the trust accounts of Exchange as to which such succession is not expressly prohibited by the provisions of the applicable trust instruments, pursuant to and in accordance with Section 3-3 of the Illinois Corporate Fiduciary Act (the "Act", 17 Ill. Rev. Stat., Paragraph 1551-1 et seq. or 1553-3); and the Bank shall then have all the rights and powers and assume all the duties as of the Transfer Date or thereafter granted to or imposed upon Exchange by law or the aforesaid instruments.

FURTHER RESOLVED, That the proper officers of the Corporation be, and they hereby are, authorized and directed to execute a Trust Succession Agreement, on the terms as presented to this meeting with such modifications as said proper officers determine to be necessary or appropriate with the advice of legal counsel, to facilitate the Proposal and the Bank's succession of Exchange as trustee on the transferred fiduciary accounts.

FURTHER RESOLVED, That on or about the Transfer Date all trust files and documents and any and all trust file property in the possession of Exchange with respect to the trust accounts being transferred to the Bank shall be transferred to the principal and other appropriate offices of the Bank.

FURTHER RESOLVED, That the proper officers of the Corporation be, and they hereby are authorized, empowered and directed, on behalf of the Corporation, to do or cause to be done any and all acts and things and to execute and deliver any and all such further documents and papers as, with advice of legal counsel, they may deem necessary or appropriate to implement the Proposal and otherwise carry into effect the full intent and purposes of the foregoing resolutions.

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Dated: May 2, 1990.


Secretary

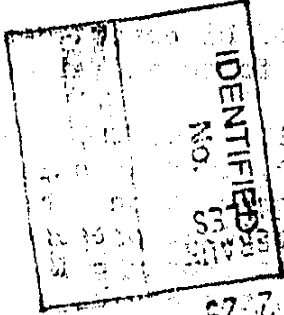
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CAROL H. HARRIS
REGISTRAR US

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Deliver To:

Mr. E. Kenneth Parker

Henry Throppe & Jenkins

180 W. Madison St., Suite 1600

Chicago, IL 60601

(Chicago)

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