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Form #20

Certificate No. 1409276 Document No. 3356136

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

You are directed to register the Document hereto attached
on the Certificate 1409276 indicated affecting the
following described premises, to-wit:

The South 1.0 feet of LOT THIRTEEN.....(13)
LOT FOURTEEN (except the South 3.0 feet thereof).....(14)

In Bremen Towne Unit No. 1, being a Subdivision of part of the West Half (4) of Section 19,
Township 36 North, Range 13 East of the Third Principal Meridian, according to Plat thereof
registered in the Office of the Registrar of Titles of Cook County, Illinois, on November 4,
1968, as Document Number 2419778

78-19-303-085

Section 19 Township 36 North, Range 13 East of the
Third Principal Meridian, Cook County, Illinois.

CHICAGO, ILLINOIS 4-24 1991

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Heritage Bank of A County 2
ASSIGNMENT AND ASSUMPTION
OF TRUSTS

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This Assignment and Assumption of Trusts dated as of July 1, 1988 (the "Agreement") is made by and between Heritage Bremen Bank and Trust Company ("BREMEN") and Heritage Trust Company ("COMPANY").

Preliminary Recitals

1. Both BREMEN and COMPANY, as well as Heritage Bank and Trust Company ("Heritage Bank"), Heritage Bank of Oak Lawn and Heritage Bank Crestwood, are wholly-owned subsidiaries of Heritage Financial Services, Inc., a multi-bank holding company (HFS). Subsequent to the acquisition by HFS of BREMEN, it was determined that BREMEN, through its trust department, would incorporate into its operations all the trust business of Heritage Bank as well as any trust business referred by the other HFS bank subsidiaries.

2. Later, HFS determined that it would, and did, incorporate COMPANY to do the trust business of BREMEN and all other bank subsidiaries of HFS. In exchange for COMPANY's assuming all the obligations of BREMEN with respect to trusts heretofore managed by BREMEN, as well as in consideration of COMPANY's entering into a lease of premises at BREMEN, BREMEN has agreed to transfer the business and assets of its trust department to COMPANY.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto AGREE as follows:

1. BREMEN does hereby assign, transfer, convey, set over and deliver (collectively "assign" or "assignment"), to COMPANY, its successors and assigns, all of BREMEN's right, title and interest in, to and under:

a. All trust agreements under which BREMEN is trustee and for which COMPANY has received, where necessary, written consent of all beneficiaries and assignees to the appointment of COMPANY as successor trustee ("Trust Agreements") (sample forms of which are attached hereto and by this reference incorporated herein as Exhibit A) and all other fiduciary, custodial, agency, escrowee and fiduciary nominated accounts that are assignable including but not limited to estates, pension and profit sharing accounts, IRA rollovers, agencies, escrows, will appointments, custodianships, etc. and all documentation, files and records related to the Trust Agreements (collectively "Trusts") and all other assignable accounts as aforesaid; and

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b. All powers and duties of every kind and description whatsoever, as trustee under all the Trust Agreements and assignee of all other accounts assignable. BREMEN represents and warrants to COMPANY that the assets transferred to COMPANY hereunder are free and clear of all liens, charges, encumbrances, debts and liabilities whatsoever except those assumed by COMPANY. BREMEN in no way guarantees payment or any other performance on the part of any party to any item assigned in this Agreement.

2. COMPANY for itself and its successors and assigns does hereby expressly (a) accept the foregoing assignment in paragraph under any and all Trust Agreements and assignee of all other accounts assignable and (b) agree to assume and discharge, satisfy and honor those liabilities and obligations of BREMEN arising from or relating to any and all Trust Agreements, including but not limited to BREMEN's capacity as trustee under any and all trusts for the holding of real estate ("Land Trusts") and assignee of all other accounts assignable.

3. Notwithstanding anything to the contrary in this Agreement, pursuant to the Warranty Deeds In Trust by which all property was conveyed into all Land Trusts: "Any corporate successor to the trust business of any corporate trustee named herein or acting hereunder shall become trustee in place of its predecessor, without the necessity of any conveyance or transfer." Nevertheless, COMPANY may prepare, at its expense, and BREMEN agrees to execute, short-form assignments of the Land Trusts in the form attached hereto as Exhibit B, which shall be recorded by COMPANY in all counties in which the properties described in the Trust Agreements for the Land Trusts are located.

4. BREMEN and COMPANY shall cooperate with each other and use their best efforts to take or cause to be taken all actions and do or cause to be done all things necessary, proper or advisable to consummate and make effective this Agreement including but not limited to executing and delivering such instruments as the other party may reasonably require in order to carry out this Agreement.

5. As of the date hereof BREMEN has no further liabilities or obligations under any item assigned or assumed pursuant to this Agreement, all of which liabilities and obligations are, as of the date hereof, those of COMPANY.

6. BREMEN hereby constitutes and appoints COMPANY, its successors and assigns, the true and lawful attorney of BREMEN, with full power of substitution, in the name and stead of BREMEN, but on behalf of and for the benefit of COMPANY, its successors and assigns, to demand and receive any and all payments due under the Trusts which are hereby assigned to COMPANY, and from time to time to institute and prosecute all actions, suits and demands in the name of BREMEN, or otherwise, for the benefit of COMPANY, its successors or assigns, which are necessary or proper in order to enforce any claim or right of any kind in respect thereof and otherwise to deal with and in

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relation to the trusts, but only to the extent reasonably necessary to give full force and effect to this Agreement. BREMEN hereby declares that the foregoing powers are coupled with an interest and are not revocable and shall not be revoked by BREMEN.

7. The terms and provisions of this Agreement shall inure to the benefit and may be enforced by or on behalf of BREMEN, its successors and assigns, and by or on behalf of COMPANY, its successors and assigns, and shall be binding upon COMPANY, its successors and assigns, and upon BREMEN, its successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement this 21st day of July, 1988, effective as of the 1st day of July, 1988.

HERITAGE BREMEN BANK
AND TRUST COMPANY

By: [Signature]
President

Attest: [Signature]
Secretary

HERITAGE TRUST COMPANY

By: [Signature]
President

Attest: [Signature]
Secretary

SEAL

SEAL

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I HEREBY CERTIFY THAT THE FOREGOING INSTRUMENT CONSISTING OF 3 PAGES IS A TRUE AND CORRECT COPY OF THE ORIGINAL THEREOF WHICH IS IN OUR POSSESSION.

HERITAGE TRUST COMPANY

[Signature]
Secretary

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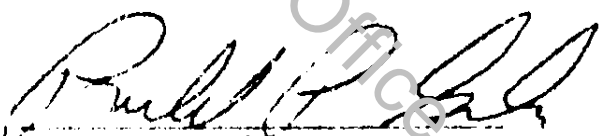
RESOLUTION

RESOLVED, that the Board of Directors of Heritage Bank and Trust Company hereby authorizes, approves and ratifies the transfer of Trust Department assets from Heritage County Bank and Trust Company, now known as Heritage Bank and Trust Company, to Heritage Bremen Bank and Trust Company, located at 17500 South Oak Park Avenue, Tinley Park, Illinois, 60477, for the purpose of consolidating the assets of both Trust Departments, both Banks being wholly owned subsidiaries of Heritage Financial Services.

Dated: November 17, 1987

HERITAGE BANK & TRUST COMPANY


Richard T. Wojcik, Chairman


Ronald P. Groebe, Secretary

CERTIFICATION

The Undersigned, being the duly elected and qualified Secretary of the above-named Corporation, does hereby certify that the above Resolution was adopted on November 17, 1987.

Heritage Bank & Trust Company


Ronald P. Groebe, Secretary (Seal)

Dated: March 16, 1989

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Property of Cook County Clerk's Office

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