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CHICAGO, ILLINOIS

MAY 30 1990

CHICAGO TITLE INS. *[Signature]*

Third Principal Meridian, Cook County, Illinois.

Section 22 Township 40 North, Range 13 East of the

LOT THIRTY-.....(3)
In Walter W. Wilcox Resubdivision of Lots Sixteen (16), Seventeen (17) and Twenty (20) in Block One (1) of Race's Addition to Irving Park, a Subdivision of the North West Quarter (1) of the South East Quarter (1) of the Northwest Quarter (1) of Section 22, Township 40 North, Range 13, East of the Third Principal Meridian.



following described premises, to-wit:

on the Certificate 1362692 indicated affecting the

You are directed to register the document hereto attached

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

Certificate No. 1362692 Document No. _____

3968274

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[Handwritten mark]

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CERTIFICATE OF SECRETARY OF
LASALLE NATIONAL CORPORATION
REGARDING THE SUCCESSION OF LASALLE NATIONAL TRUST, N.A.
TO THE TRUST BUSINESS OF LASALLE NATIONAL BANK

3879972

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 resolutions adopted by unanimous written consent of the board of directors of the Corporation dated April 16, 1990, and that none of such resolutions have been amended or repealed, and that all such resolutions are in full force and effect as of the date of this Certificate: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 owns in excess of 99% of the voting stock of LaSalle National Bank ("Bank") and 100% of the voting stock of LaSalle National Trust, National Association ("LaSalle Trust"), each excluding director qualifying shares, and the Bank and LaSalle Trust are each qualified to administer trusts in the State of Illinois;

WHEREAS, it is being proposed to this Board of Directors that LaSalle Trust succeed to each of the trust accounts of the Bank as to which such succession is not expressly prohibited by the terms of the applicable trust instrument (the "Proposal"), pursuant to and in accordance with Section 3-3 of the Illinois Corporate Fiduciary Act (the "Act", 17 Ill. Rev. Stat. Par. 1551-1 et seq. at 1553-3);

WHEREAS, pursuant to the Proposal, the Corporation would enter into with the Bank and LaSalle Trust on or after May 1, 1990 (the "Effective Time") a Trust Succession Agreement for the purpose of effecting the succession of LaSalle Trust to the trust business of the Bank, which agreement will provide for the payment to the Bank by LaSalle Trust of one or more amounts which in the aggregate represent the fair and reasonable value of the tangible and intangible assets transferred, net of any liabilities transferred;

WHEREAS, also pursuant to the Proposal, the Bank would enter into with LaSalle Trust on or after the Effective Time a Trust Management Agreement whereby LaSalle Trust will administer all of the trust business of the Bank not succeeded to by LaSalle Trust pursuant to the Trust Succession Agreement; and

WHEREAS, also pursuant to the Proposal, the Bank would enter into with LaSalle Trust a Lease and Allocation Arrangement with respect to certain premises and equipment and certain services and allocating certain expenses of the Bank and to LaSalle Trust, all on an "arm's length" basis at the fair market value thereof.

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NOW THEREFORE, BE IT RESOLVED, That effective May 1, 1990 (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, LaSalle Trust shall succeed to each of the trust accounts of the Bank as to which such succession is not expressly prohibited by the terms of the applicable trust instrument, pursuant to and in accordance with Section 3-3 of the Illinois Corporate Fiduciary Act (the "Act", 17 Ill. Rev. Stat. Par. 1551-1 et seq. at 1553-3); and LaSalle Trust shall thereupon have all the rights and powers and assume all the duties as of the Transfer Date and thereafter granted to or imposed upon the Bank 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 provided in the Proposal as presented to this board with such modifications as said proper officers determine to be necessary or appropriate with the advice of legal counsel, to facilitate the Proposal and LaSalle Trust's succession of the Bank 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 the Bank with respect to the trust accounts being transferred to LaSalle Trust shall be transferred to the principal and other appropriate offices of LaSalle Trust.

FURTHER RESOLVED, That the proper officers of the Corporation be hereby authorized, empowered and directed, on behalf of the Corporation, to do or cause to be done any and all acts and things and 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.

Dated: May 2, 1990


Secretary

KPF:ccy
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May 2, 1990

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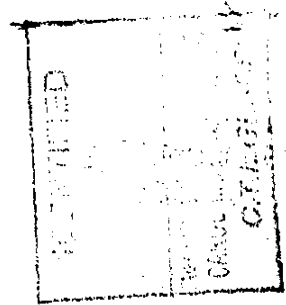
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1991 MAY 30 PM 2:28
CAROL MOSELEY BRAUN
REGISTRAR OF TITLES

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