

sum of One Dollar in hand paid and other considerations of value the receipt of which is hereby acknowledged, does hereby sell, assign, convey and deliver unto said Trustees, in TRUST—who are to hold legal title in joint tenancy and not as tenants in common, to collectively act by virtue of this covenant as a Board of Trustees under the name herein designated—certain properties, business projects, operations under way or contemplated, dealing in equities, formulae, entities, patents, copyrights, business good-will, or other business desired to be engaged in by said Trustees.

The Trust name and other things of value to constitute a Trust (estate), including rights in reversion or remainder wherever situate, and other things of value too numerous to mention, and having its principal place of business in the State of Illinois, County of Lake, Barrington, Kelsey Road, P.O. Box 575, 60010.

The above named Trustees, for themselves and their successors in trust, do hereby accept the conveyance in trust and acknowledge delivery of all the property specified, together with all the terms of the Trust herein set forth, agreeing to conserve and improve the Trust, to invest and reinvest the funds of said Trust in such manner as will increase the financial rating of the Trust (estate) during the period of outstanding liabilities of the various properties and enterprises in commerce for gain, exercising their best judgment and discretion, in accordance with the Trust minutes, making distribution of portions of the proceeds and income as in their discretion, and according to the minutes, should be made, making complete periodic reports of business transactions, and upon final liquidation distributing the assets to the beneficiaries as their interests may appear; and in all other respects administering said Trust (estate) in good faith, strictly in conformity hereto.

TRUSTEES

Trustees shall be not less than two in number, but may be increased for practical reasons beneficial to the Trust. The Trustees herein mentioned by name, or their successors elected to fill vacancies, shall hold office, have and exercise collectively the exclusive management and control of the Trust property and business affairs:

Provided, where succession may be desired, the first named Trustee shall hold office for one year, the second, for two years, the third, for three years, in this manner using the same principle for additional Trustees, the successor to each Trustee being elected for a full term of five years;

Provided, however, that a Trustee may resign or be removed from office by a resolution of the Board of Trustees unanimously concurred in whenever in their opinion said Trustee shall have been guilty of fraud, malfeasance in office, gross neglect of duty, or for cause by the mandate of a court of competent jurisdiction; and

Provided further, that in the event of death, removal from office, or resignation, the Trustees shall appoint or elect a successor by the unanimous concurrence of the remaining Trustees. Should the entire Board of Trustees become vacant, a court of equity may appoint one Trustee, who, in turn, shall appoint the additional Trustees. Should objection be filed to appointment of additional Trustees, the Same shall be spread upon the minutes. Any such objection shall deprive the candidate from accepting the trusteeship.

The signing and acknowledging of this Agreement by such Trustee or Trustees, elected or appointed, shall constitute their acceptance of this Trust; and the Trust property, assets and emoluments thereof shall immediately vest in the new Trustee or Trustees without any further act or conveyance.

TRUSTEES' MEETINGS

By a regular act of the Trustees they may provide for meetings at stated intervals without notice and special meetings may be called at any time by two or more Trustees upon three days' written notice. At any regular or special meeting a majority of the Trustees shall constitute a quorum for conducting business, Provided, affirmative action may only be had upon a majority vote of the Trustees, whether present or absent, except that at special meetings called for a special purpose the majority present may affirmatively act in emergency matters.