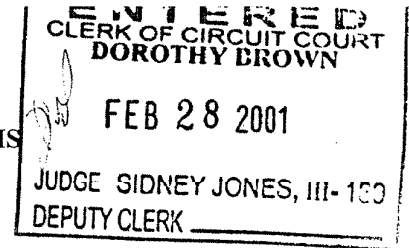


IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT, CHANCERY DIVISION



IN THE MATTER OF THE POSSESSION)
AND CONTROL OF THE COMMISSIONER)
OF BANKS AND REAL ESTATE OF)
INDEPENDENT TRUST CORPORATION) No. 00 CH 5905
Illinois Corporate Fiduciary.) Judge Sidney A. Jones III
)
)

STIPULATION AND AGREED ORDER

Thomas P. Willett ("Movant"), PricewaterhouseCoopers as Receiver of Independent Trust Corp. (the "Receiver"), and Millennium Trust Corp. ("Millennium"), by and through their attorneys, hereby stipulate and agree as follows:

1. Movant maintains an account formerly held at Independent Trust Corporation ("Intrust"), and now held at Millennium, bearing Account No. 975138 (the "Account"). As of February 15, 2001 the value of the Account was approximately \$2.9 million.
2. On April 14, 2000, Intrust was placed in receivership by the Commissioner of Banks and Real Estate. At that time, and pursuant to order by this Court, all accounts at Intrust, including the Account, were frozen.
3. The Receiver has determined, and this Court has found, that as of April 14, 2000, there is a deficiency in the trust assets at Intrust of approximately \$68.1 million (the "Shortage"), and that it is necessary to allocate the Shortage to certain of the accounts at Intrust. (See 8/17/00 Order, ¶ 4)
4. Movant has been receiving a hardship withdrawal of approximately \$25,000 per month since November 2000. Movant has now requested an additional hardship withdrawal in the amount of \$100,000 per month for the next six months from the Account in order to cover

business expenses and other miscellaneous debts; however, such withdrawals would exceed the Court's current orders limiting the amount of such withdrawals.

5. Accordingly, it is hereby AGREED TO BY THE PARTIES AND THE COURT HEREBY ORDERS THAT:

A. The Movant will incur financial hardship if Movant is not allowed to withdraw \$100,000 per month for the next six months (for a total of \$600,000) from the Account.

Accordingly, the Receiver and Millennium have agreed, and the Court hereby authorizes and directs, that \$100,000 from the Account should be released to Movant from March, 2001 through August, 2001 or until the freeze on all accounts is lifted by the Court.

B. Should this or future withdrawals reduce the balance of the Account such that there are insufficient funds to pay the portion of the Shortage allocated to the Account, the Movant hereby agrees to pay the amount of the Shortage allocated to the Account as if no funds had been released. Payment of such allocation shall be in accordance with the Court's September 12, 2000 Order and any future orders regarding collection of the allocation of the Shortage.

STIPULATED AND AGREED TO BY THE UNDERSIGNED PARTIES THIS 28th
DAY OF FEBRUARY, 2001.

THOMAS WILLETT

By: 

Richard Hellerman
ARNSTEIN & LEHR
120 S. Riverside Plaza
Chicago, IL 60606

PRICEWATERHOUSECOOPERS, LLP,
as Receiver for Independent Trust Corporation

By: 

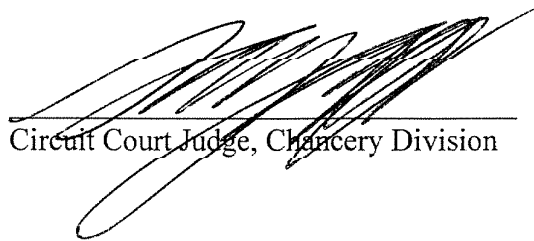
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MILLENNIUM TRUST CO.

By: 

Mark Naughton
Piper, Marbury, Rudnick & Wolfe
203 N. LaSalle St.
Chicago, IL 60601

ENTERED AND APPROVED:


Circuit Court Judge, Chancery Division