

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 § Cause No. 00CH05905  
INDEPENDENT TRUST CORPORATION §  
a/k/a INTRUST, an Illinois corporate §  
fiduciary §

**NOTICE OF HEARING ON APPROVAL  
OF PURCHASE AND ASSUMPTION TRANSACTION  
AND DEADLINE FOR SUBMITTING COMPETING BIDS**

TO ALL PARTIES IN INTEREST:

NOTICE is hereby given that PricewaterhouseCoopers LLP, as Receiver ("Receiver") for Independent Trust Corporation a/k/a Intrust ("Intrust") has filed a Motion for Setting of Hearing and Directing Method of Notice on Approval of Purchase and Assumption Transaction, With Request to Approve Break-Up Fee/Overbid Protection ("Motion") with the Court.

NOTICE is further given that the Court has set a hearing ("Sale Hearing") on \_\_\_\_\_, 2000 at \_\_\_\_\_ .m. (CDT) in Courtroom \_\_\_\_\_, Richard J. Daley Center, 50 W. Washington Street, Chicago, Illinois 60602, to consider: (a) approval of a Purchase and Assumption Agreement ("P&A Agreement") entered into between the Receiver on behalf of Intrust and MTC, LLC, later to be named Millennium Trust Company LLC ("Millennium"), including the sale of Intrust's assets to Millennium and appointment of Millennium as successor trustee for Intrust accounts; and (b) approval of any similar purchase and assumption transaction with any other qualified bidder that may make a "Superior Proposal" (as such term is defined in the P&A Agreement) that complies with the following terms and that is selected by the Receiver.

NOTICE is further given that the Receiver has posted a copy of the Motion, the P&A Agreement, and the proposed Order Approving Purchase and Assumption Agreement, on the Intrust website ([www.intrust.com](http://www.intrust.com)) and will cause such documents to be sent by first class mail to any account holder and interested party that, in writing, advises the Receiver it does not have access to the Intrust website and requests such information.

NOTICE is further given that the Court has ordered that any "Superior Proposal" must (a) be in writing and be on substantially the same terms and conditions as set forth in the P&A Agreement, except for the purchase price, which shall be at least \$2,650,000 in cash; (b) contain evidence that the bidder is qualified to acquire the trusts and assets of Intrust, including that the bidder has the financial ability and trust powers necessary to immediately close the contemplated transaction; and (c) be received by the Receiver (c/o PricewaterhouseCoopers Securities LLC, Attn: Jeffrey Lewis, 200 E. Randolph Drive, Suite

7400, Chicago, IL 60601, facsimile number 312/540-2801) on or before 5:00 p.m. (CDT) on \_\_\_\_\_, 2000.

NOTICE is further given that if a qualified bidder makes a Superior Proposal that complies with the foregoing terms that is acceptable to the Receiver, the Receiver has been authorized, in its discretion, to: (a) immediately establish and conduct a further bidding procedure between Millennium and any qualified bidder(s) that made a Superior Proposal for the submission of final bids, and (b) select the purchaser and the transaction that will be presented to the Court for approval at the Sale Hearing.

NOTICE is further given that if the Receiver selects a purchaser and transaction with a bidder that submits a Superior Proposal to present to the Court for approval at the Sale Hearing (other than Millennium), the identity of the purchaser and the terms of the transaction will be immediately posted on the Intrust website by the Receiver.

NOTICE is further given that any objections to approval of the P&A Agreement, proposed Order Approving Purchase and Assumption Agreement, and any proposed purchase and assumption transaction shall be in writing and shall be filed with the Clerk of the Court, and received by the Receiver's counsel (Kirkland & Ellis, attn: Andy Groesch, 200 E. Randolph Drive, Chicago, IL 60601, facsimile number 312/861-2200); and the Receiver's special counsel (H. Christopher Mott, Esq., Krafur Gordon Mott P.C., 4695 N. Mesa St., El Paso, Texas 79912, facsimile number 915/545-4433), on or before 5:00 p.m. (CDT) on \_\_\_\_\_, 2000.

Dated: \_\_\_\_\_, 2000

Respectfully submitted,

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