

TRUSTEE AND INVESTMENT ADVISOR RELATIONSHIP ARRANGEMENT

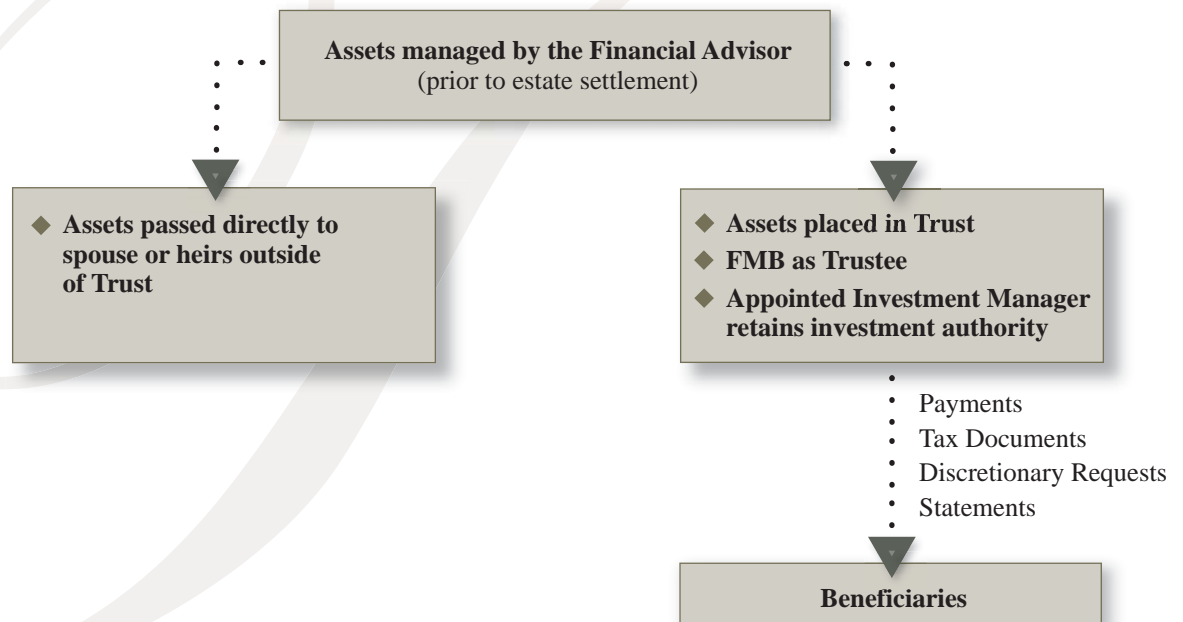
At First Midwest Bank, we recognize that estate planning can become confusing, especially when an individual wants to retain the investment services of a particular financial advisor. This becomes more difficult to accomplish when a corporation has been named as the trustee or successor trustee. Most corporate trustees, like banks and trust companies, prefer to use their own investment management products and services. It becomes even more difficult when the trust has been made irrevocable and cannot be modified by the beneficiaries. The appointment of a specific investment manager can be accomplished with appropriate powers, duties, and limitations given to the investment manager in the trust document. In the case of irrevocable trusts, beneficiaries may or may not have the ability to control the investment process.

By structuring the trust document to shift the fiduciary responsibility from the trustee to the investment manager, First Midwest Bank will agree to act as the trustee. This Trustee and Investment Advisor Relationship Arrangement (TIARA) allows the investment decisions to be made by the investment manager while First Midwest Bank retains possession of the assets.

Registered investment advisors or investment brokers who team with the Trust Division of First Midwest Bank will be provided with the appropriate trust language to allow the advisor to be appointed the investment manager. The grantor will also have a leading banking and trust services provider serving as a trustee providing personal and professional services for the beneficiaries. For grantors who are concerned material adverse changes in the named investment manager, First Midwest Bank can assume investment responsibilities for any investment manager who ceases to act in that capacity.

Replacing investment managers in trusts that are irrevocable depends on the willingness of the trustee to make the change and the language in the document to allow such an action. The trust beneficiaries of an irrevocable trust may have the power to replace the current trustee with another trustee who will appoint the investment manager desired by the beneficiaries. In these situations, First Midwest Bank can review the documents and the choice of investment manager to see if it is willing to take on the role of trustee.

The goal is to have the advisor be retained regardless of who acts as trustee so that the relationship would be similar to this example upon the death or disability of a grantor.



First Midwest Bank TIARA Advantages

Our comprehensive trust administration handles principal and income accounting, discretionary distributions, collection of rents and expense payments, and loan documentation, if required. All assets including real estate, private placement, and non-traditional assets can be combined into one statement providing the advisor and beneficiaries a consolidated picture of the trust assets. Additionally, professional trust officers are available to help with the administration and record keeping tasks as well as personally handle requests from the beneficiaries. Our professionals are also available for meetings in-person with you or your clients to discuss any concerns or answer questions about trust documents or estate planning in general.

Advantages of working with First Midwest Bank Trust Division for your investment management and trust needs:

- ◆ Open architecture
- ◆ Consolidation of assets
- ◆ Trust accounting, payment and reporting systems
- ◆ Professional trust officers
- ◆ Revenue neutral on broker or custodian relationship
- ◆ Trust sited locally
- ◆ Successor fiduciary
- ◆ Competitive fee schedule

Unlike most brokerage or custodian trustees, our relationship with the Investment Manager is not dependent on brokerage or custodian affiliations. The manager is free to enter trades through any system with connectivity to the TIARA account, or they can direct trades through First Midwest's Trust Division for execution. Security selection in these accounts is generally not restricted except in cases of blatant conflicts of interest or violations of the trust document terms.

In addition, our professional and experienced staff can handle beneficiary conflicts or legal disputes pertaining to trust interpretation or other legal issues. We can also help administer trusts with real estate or closely held positions not managed by the investment advisor. This service gives the advisor greater ability to be involved regardless of the complexity or problems that may occur while the trust is in effect.

Advisors who are interested in finding out more about our Trustee and Investment Advisor Relationship Arrangements should contact a representative of the Trust Division for more detailed information about this service. Our fees and required trust language are available upon request.