

WILL
OF
R. ERNEST MAHAFFEY

4848-7730-6827, v. 1

WILL

OF

R. ERNEST MAHAFFEY

I, R. Ernest Mahaffey, of Chicago, Illinois, declare this to be my Will and revoke all prior Wills and Codicils.

ARTICLE 1

Identification of Family

1.1 Family. I am unmarried and I do not have any children.

ARTICLE 2

Disposition of Remains

2.1 Cremation. It is my wish that I be cremated and my remains disposed of in accordance with instructions I have provided.

ARTICLE 3

Payments Upon My Death

3.1 Payment of Debts, Taxes and Expenses. Upon my death, to the extent the then acting Trustee of the R. Ernest Mahaffey Trust (the "Trust"), created under a trust agreement executed by me as Settlor and Trustee (the trust agreement, as last amended before my death, is hereafter referred to as the "Agreement"), has certified that the cash and readily marketable assets of the Trust are insufficient to pay such items, my Executor shall pay the following items from my probate estate, wherever situated:

3.1.A all estate, inheritance, generation-skipping transfer and other succession taxes (including penalties and interest) imposed by reason of my death; provided, however, my Executor shall not pay generation-skipping transfer taxes imposed on any generation-skipping transfers other than direct skips made at my death for which I am the transferor;

3.1.B all debts that are legally enforceable against my estate and/or the Trust, other than debt secured by life insurance;

3.1.C expenses of my last illness and funeral;

3.1.D expenses of administration, including costs of safeguarding and delivering assets;

3.1.E all other proper claims (whether or not filed) against my estate; and

3.1.F In addition, the Executor shall reimburse any family or friends who have incurred any expenses (i) with respect to any actions taken as an agent under my Power of Attorney for Health Care and (ii) with respect to the administration of my trust estate, including the consolidation, organization or distribution of my assets or with respect to the organization of any event described in Article 3.

3.2 Apportionment, Reimbursement and Recovery. I waive all rights to apportionment, reimbursement and recovery except with respect to the following: amounts recoverable under Sections 2206, 2207, and 2207B of the Code, or any similar statutes of any state (or any comparable provisions in effect on my death), and I authorize the Executor to take such actions as are necessary to obtain reimbursement under such Sections of the Code and statutes, including withholding distributions; provided, however, I waive all rights of apportionment, reimbursement and recovery for amounts recoverable with respect to property included in my gross estate under Section 2044 of the Code to which a GST exemption was allocated for federal generation-skipping transfer tax purposes.

ARTICLE 4

Residuary Estate

4.1 Residuary Estate. I give the rest, residue and remainder of my estate (excluding property over which I have a power of appointment) to the then acting Trustee of the Trust to be held, administered and distributed pursuant to the provisions of the Agreement.

ARTICLE 5

General Provisions

5.1 Distribution Directly to Trust Beneficiary. The Executor may distribute directly to a beneficiary of the Trust any property which, if distributed to the Trustee, would then be immediately distributed to such beneficiary.

5.2 Facility of Payment. In the Executor's sole discretion, income and/or principal that would otherwise be distributed to a beneficiary who is under twenty-one (21) years of age or under a disability may be distributed in any manner available to fiduciaries by law or to the Trustee under the General Provisions of the Agreement.

5.3 Actions on Behalf of Minor or Disabled Beneficiary. The following persons, in the order named, who are of legal age, under no disability and stand in the relationship indicated to a beneficiary who is under eighteen (18) years of age or under a disability, are authorized to act for such beneficiary in connection with the administration of my estate, including, but not limited to, selecting my tangible personal property and giving and receiving any accounting, notice, receipt, approval, waiver or release, all without appointment of a guardian ad litem: then acting guardian of the estate, then acting guardian of the person, attorney-in-fact, spouse, parents (or surviving parent), children (or surviving child), nearest blood relative, or person standing in loco parentis.

5.4 Claims Related to Property. Claims under insurance policies which provide indemnity for the loss of or damage to property shall pass, respectively, to those persons who shall or would have become the owners of such property, under the provisions of this Will or otherwise, had such property not been lost or damaged.

ARTICLE 6

Executor Provisions

6.1 Executor. I nominate The Northern Trust Company, of Chicago, Illinois, as the Executor.

6.2 Compensation. The Executor may receive reasonable compensation for services.

6.3 Bond and Surety. No Executor shall be required to give any bond, surety or other security, be liable for any error in judgment or be liable for good faith reliance on advice of counsel.

6.4 Delegation of Powers. An Executor, from time to time by written instrument delivered to and accepted in writing by a co-Executor, may delegate to such co-Executor any or all powers under this Will, including the power to convey real property, either for a specified time or until revocation by a similar instrument.

6.5 Independent Administration. I direct that my estate be administered pursuant to independent administration.

ARTICLE 7

Executor's Powers

7.1 Powers of Executor. The Executor shall have, without authorization from any court, the following enumerated powers, all powers granted to the Trustee under the Agreement, and all powers granted under applicable law:

7.1.A to sell, exchange or grant options to purchase any property at public or private sale, for cash or on credit;

7.1.B to employ, with or without discretionary powers and with reasonable compensation, attorneys, accountants, investment counsel, managers and other agents, even though the Executor may be a partner or shareholder thereof or affiliated therewith, and to deal with the fiduciary or counsel of any other estate or trust notwithstanding the fact that such person is a fiduciary of, or counsel to, my estate;

7.1.C to contest, prosecute, compromise, release or abandon claims, including taxes and interest and penalties thereon, or other charges in favor of or against my estate;

7.1.D to acquire, invest, reinvest, exchange, retain, sell and manage principal and, pending distribution or accumulation, income in every kind of property, real or personal, and every kind of investment, without being limited by any statute restricting investments by fiduciaries, without being required to maintain any particular ratio between fixed income securities and equity investments and regardless of lack of diversification;

7.1.E to establish, increase, decrease, discontinue or re-establish reasonable reserves for obsolescence, depreciation, depletion or the like for property which is subject to the creation of such reserves under generally accepted accounting principles;

7.1.F to exercise every power, including the right to allocate my GST exemption, to defer or make installment payments of any taxes, to value assets on a date or dates other than that of my death or according to a special use, and to deduct expenses from either income or principal in computing taxes (no adjustments between income and principal or between different beneficiaries shall be made to compensate for the effect of any election);

7.1.G to continue or enter into any business and participate in its management, directly or indirectly, with appropriate compensation from the business, even though the Executor may also have an interest in the business, to enter into new partnerships, corporations or other entities, to participate in securities offerings, to increase or decrease the investment in the business, to make secured or unsecured loans to the business or to pledge property for debts of the business, to waive the filing by the surviving partners of any partnership inventory, appraisal, account, bond or security, and to make all decisions and exercise all powers with respect to the business which the Executor could make if the Executor were the individual owner;

7.1.H to disclaim, in whole or in part, any gift to which I may be entitled;

7.1.I to make distribution of my estate in undivided interests or wholly or partly in kind; and

7.1.J to obtain, access, modify, delete, control, handle, transfer, distribute, dispose of and otherwise deal with my digital assets and devices, to obtain, access, use, modify, delete and control my passwords and other electronic credentials associated therewith, and, in general, to exercise all powers with respect to my digital assets and devices that I held during my life.

7.2 Executor in Foreign Jurisdiction. If the appointment of an executor is necessary or desirable in any jurisdiction in which no Executor named herein is able or willing to act, I

nominate in that jurisdiction such executor as the Executor may designate in writing, with reasonable compensation and without bond, surety or other security and to have all powers with respect to my estate in that jurisdiction, exercisable without court order, that the Executor is given under this Will (including the power to sell real or personal property at public or private sale, for any purpose). If an executor is appointed in any jurisdiction which is not my domicile at the date of my death, it is my desire that such executor shall make distributions directly to the persons entitled thereto under this Will.

ARTICLE 8

Definitions and Construction

8.1 Definitions and Construction. For all purposes under this Will:

8.1.A any reference herein to a section of the "Code" shall mean and refer to such sections of the Internal Revenue Code of 1986, as amended, in effect on the date of the execution of this Will, any section from time to time in effect thereafter and corresponding thereto and the regulations promulgated thereunder;

8.1.B "digital assets and devices" shall include, but are not limited to:

- (i) files stored on desktop computers, laptop computers, tablets, peripherals, electronic storage devices, mobile telephones, smartphones and any similar digital device that currently exists and may exist in the future as technology develops, regardless of the ownership of the physical device upon which the digital asset is stored; and
- (ii) email correspondence, email accounts, digital music, digital documents, digital images, digital photographs and photograph sharing accounts, digital audio, digital video, software licenses, social network and social media accounts, micro blogging accounts, short message service website accounts such as Twitter, electronic file sharing accounts, digital or online financial management and banking accounts, domain registrations, DNS service accounts, web hosting accounts, tax preparation service accounts, online stores, affiliate programs, web-based currencies such as Bitcoins, and other online accounts and similar digital items that currently exist and may exist in the future as technology develops, regardless of the ownership of the physical device upon which the digital asset is stored;

8.1.C "disability" shall mean a legal, mental or physical condition which, as determined in the Executor's sole discretion, renders an individual incapable of properly managing his or her financial affairs;

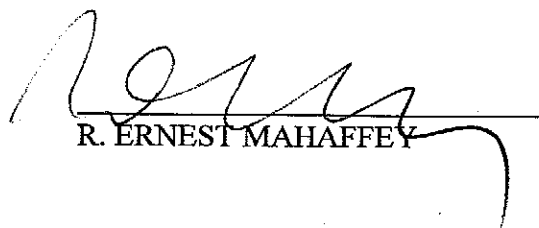
8.1.D "Executor" shall mean the Executor or co-Executors acting from time to time;

8.1.E "GST exemption" shall mean the exemption from federal generation-skipping transfer tax allowed under Section 2631 of the Code;

8.1.F "power" shall include every right, duty, option, election, privilege, discretion, judgment and immunity; and

8.1.G whenever the Executor may take an action or make a determination in the Executor's "sole discretion," such action shall be free from liability and binding upon all beneficiaries.

IN WITNESS WHEREOF, I have executed this Will this 21st day of June, 2023.


R. ERNEST MAHAFFEY

Prepared by:
Melanie L. Witt, Esq.
WITT LAW, P.C.
77 W. Washington Street, Suite 1014, Chicago, Illinois 60602
127 East Main Street, Barrington, Illinois 60010
(312) 613-6305

The foregoing instrument was, on the date thereof, signed, sealed and declared by the Testator, R. Ernest Mahaffey, to be the Testator's Will, in the presence of us, who, at the request and in the presence of the Testator and in the presence of each other, subscribe our names as attesting witnesses and certify that we saw the Testator sign and believe the Testator to be of sound mind and memory and under no constraint or undue influence.

Randall residing at Chicago, Ill 60602

AM residing at Buffalo Grove, Ill 60089

STATE OF Illinois)
)
COUNTY OF Cook) SS:

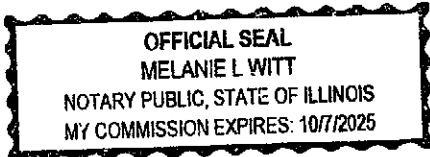
The undersigned Testator and witnesses whose names are signed to the foregoing instrument, being first duly sworn, state that in the presence of the witnesses the foregoing instrument was signed, sealed and declared by the Testator to be the Testator's Will and to be the Testator's free and voluntary act for the purposes therein expressed; that the witnesses saw the Testator sign the foregoing instrument; and that each of the witnesses, at the request of the Testator, in the Testator's presence and in the presence of each other, signed the Will as a witness, believing the Testator to be 18 or more years of age, of sound mind and memory and under no constraint or undue influence at the time of signing.

[Signature]
R. ERNEST MAHAFFEY, TESTATOR

[Signature]
WITNESS

[Signature]
WITNESS

Signed, sworn to and acknowledged before me by the foregoing Testator and witnesses this 21st day of June, 2023.



[Signature]
Notary Public

(SEAL)

