

CIP Approval
OCT 26 2007
A.D.

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THE WEXNER CHILDREN'S TRUST

TRUST AGREEMENT dated February 25, 1998, between
LESLIE H. WEXNER, as Grantor, and JEFFREY E. EPSTEIN, as
Trustee.

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The Grantor hereby transfers to the Trustee the
property described in Schedule A annexed hereto, to be
administered and disposed of as provided in this Agreement.

FIRST

The Trustee shall retain such property, IN TRUST,
for the following purposes:

(a) To pay any part or all of the income and such
sums from or any part or all of the principal of the trust
as the Trustee, in his discretion, from time to time
determines for any reason whatsoever to, for, or on behalf
of the Grantor. Any income not so paid shall annually be
added to the principal.

(b) On the death of the Grantor, to distribute
the remaining income and principal of the trust to the
estate of the Grantor.

SECOND

Whenever the Trustee is directed or authorized to
pay income or principal to the Grantor, the Trustee shall be
authorized in his discretion to apply income or principal to
or for, the use of the Grantor.

THIRD

In exercising any discretion the Trustee may, but
shall not be required to, consider and accept as correct any
statement which he believes to be reliable made by any
person, including the person interested in the way in which
the discretion is exercised. The Trustee, in exercising any
discretionary authority given to him under any provision of
this agreement, shall not be required to take into account