

RESTATED
DECLARATION OF TRUST
OF
ICM REALTY

This instrument is a RESTATEMENT, made as of the 14th day of December, 1971, by Arthur W. Viner, residing at 109 Rosebrook Road, New Canaan, Connecticut 06840; Miles L. Colean, residing at 5001 Macomb St. N.W., Washington, D.C. 20016; and Thomas G. Davis, Jr., residing at 351 Lakeview Drive, Wyckoff, New Jersey 07481, of a DECLARATION OF TRUST, made as of the fifteenth day of June, 1969, and amended by the First Amendment to the Declaration of Trust of Third ICM Realty, effective July 23, 1971, the Second Amendment to the Declaration of Trust of ICM Realty, effective December 9, 1971 and the Third Amendment to the Declaration of Trust of ICM Realty, effective December 13, 1971. Said persons hereby declare that they will hold all property of every kind which they now hold or may hereafter acquire in their capacities as trustees hereunder, together with the income and profits therefrom and the proceeds thereof, IN TRUST on the terms and conditions provided in this instrument, and all amendments hereto, for the benefit of the holders of shares (the "Shareholders") heretofore issued under the Declaration of Trust, amended as aforesaid,

(Continued on next page)