

NOTATIONS FOR FORM 211

If two or more individual trustees are to be named to act with the corporate trustee as successor to the settlor, use one of the foregoing REVOCABLE TRUST AGREEMENT forms but substitute the following TRUSTEE SUCCESSION section in the ADMINISTRATIVE PROVISIONS article:

48 SECTION ____: I may resign as trustee at any time by written notice to NORTHERN TRUST [*insert full legal name of applicable NORTHERN TRUST bank throughout the instrument*], of _____, _____. After my resignation, death or inability to manage my affairs, my wife, MARY DOE, my sons, JOHN DOE, JR., and DAVID DOE, and NORTHERN TRUST shall be successor trustees. The individual successor trustees shall have jointly with the corporate successor trustee all the powers given the trustee, except that no individual successor trustee shall participate in the exercise of any tax election or allocation which affects his or her interests or the interests of any person to whom he or she is legally obligated or any discretion to determine the propriety or amount of payments or distributions of income or principal to himself or herself or to any person to whom he or she is legally obligated, or possess any of the incidents of ownership with respect to any policy of insurance on his or her life, and the remaining trustees or trustee alone shall exercise that tax election, allocation or discretion and possess those incidents of ownership. The term "trustee" shall mean the trustee or trustees from time to time qualified and acting, and the term "corporate trustee" and "corporate successor trustee" shall mean NORTHERN TRUST and any successor to it from time to time qualified and acting. The compensation, if any, of the individual trustees shall be in addition to the full fee of the corporate trustee.

Any successor trustee may resign at any time by written notice to each other trustee and to me if living, otherwise to each beneficiary then entitled to receive or eligible to have the benefit of the income from the trust.

In case of the death, resignation, refusal or inability to act of any individual successor trustee acting or appointed to act hereunder, the remaining trustees or trustee shall have all the powers given the originally named trustee.

If a successor to an individual successor trustee is desired, add to the foregoing paragraph:

49 . . . , except that my daughter, DOROTHY DOE, if living, willing and able to act, shall succeed MARY DOE as an individual successor trustee.

In case of the resignation, refusal or inability to act of the corporate successor trustee acting or appointed to act hereunder, another corporate successor trustee shall be appointed by me if living, otherwise by the beneficiary or a majority in interest of the beneficiaries then entitled to receive or eligible to have the benefit of the income from the trust (or if their interests are indefinite, by a majority in number of the oldest generation of such beneficiaries). Separate trusts under this agreement may have the same or different trustees.

Every successor trustee shall have all the powers given the originally named trustee. A successor trustee has no duty to inquire into the accounts or administration of any predecessor trustee and is not personally liable for any act or omission of any predecessor trustee. With my approval if I am living, otherwise with the approval of the beneficiaries appointing a successor trustee, a successor trustee may accept the account rendered and the property received as a complete release and discharge to a predecessor trustee without incurring any liability for so doing, except that each successor to me as trustee shall without approval accept the assets delivered to the successor trustees as constituting all of the property to which the successor trustees are entitled.

No trustee wherever acting shall be required to give bond or surety or be appointed by or account for the administration of any trust to any court. The trustee need not register a trust with any court.

If another corporation succeeds to part or all of the trust business of a corporate trustee acting or appointed to act hereunder, that corporation shall be the successor corporate trustee, without the necessity of appointment, assignment or other action.

The corporate trustee shall have custody of the trust property, keep the records of the trust and prepare the accounts. If the corporate trustee proposes the investment, sale or voting of trust property and an individual trustee fails to respond to the proposal within 10 days after being requested to do so in writing, the remaining trustees or trustee may carry out the proposal without a response from that individual trustee. An individual trustee may at any time or times by a writing delivered to the corporate trustee delegate to it any or all of his or her powers. The statement of the corporate trustee as to whether an individual trustee is acting or has delegated to it any or all of his or her powers shall fully protect all persons dealing with the trust.

Except as otherwise specifically provided, the decision of a majority of the trustees shall control, and if at any time the trustees shall be evenly divided, the decision of the corporate trustee [or the individual trustees] shall control. A dissenting trustee shall have no liability for participating in or carrying out the acts of the controlling trustees or trustee.

If it is desired that the individual trustee shall have no investment responsibilities, insert the following after the third sentence of the SECTION:

50 In addition, the corporate successor trustee shall have sole responsibility for, and the individual successor trustee shall have no duties or powers with respect to, the investment, sale, voting or management of trust property.

FORM 211
REVOCABLE TRUST AGREEMENT
One Settlor
-Plural Successor Trustees
Settlor as Initial Trustee

If an individual trustee is to be named to act with the corporate trustee as successor to the settlor, use one of the foregoing REVOCABLE TRUST AGREEMENT forms but substitute the following TRUSTEE SUCCESSION section in the ADMINISTRATIVE PROVISIONS article:

SECTION ____: I may resign as trustee at any time by written notice to NORTHERN TRUST [*insert full legal name of applicable NORTHERN TRUST bank throughout the instrument*], of _____, _____. After my resignation, death or inability to manage my affairs, _____ and NORTHERN TRUST shall be successor trustees. The individual successor trustee shall have jointly with the corporate successor trustee all the powers given the trustee, except that the individual successor trustee shall not participate in the exercise of any tax election or allocation which affects his [or her] interests or the interests of any person to whom he [or she] is legally obligated or any discretion to determine the propriety or amount of payments or distributions of income or principal to himself [or herself] or to any person to whom he [or she] is legally obligated, or possess any of the incidents of ownership with respect to any policy of insurance on his [or her] life, and the corporate successor trustee alone shall exercise that tax election, allocation or discretion and possess those incidents of ownership. The term "trustee" shall mean the trustee or trustees from time to time qualified and acting, and the term "corporate trustee" and "corporate successor trustee" shall mean NORTHERN TRUST and any successor to it from time to time qualified and acting. The compensation, if any, of the individual trustee shall be in addition to the full fee of the corporate trustee.

TRUSTEE 45
SUCCESSION

Any successor trustee may resign at any time by written notice to the other trustee and to me if living, otherwise to each beneficiary then entitled to receive or eligible to have the benefit of the income from the trust.

In case of the death, resignation, refusal or inability to act of the individual successor trustee acting or appointed to act hereunder, the corporate trustee shall be sole trustee with all the powers given the originally named trustee.

If a successor to the individual successor trustee is desired, substitute for the foregoing paragraph:

In case of the death, resignation, refusal or inability to act of the individual successor trustee acting or appointed to act hereunder, _____ shall be individual successor trustee, and if he [or she] fails to become or ceases to act, the corporate trustee shall be sole trustee with all the powers given the originally named trustee.

46

In case of the resignation, refusal or inability to act of the corporate successor trustee acting or appointed to act hereunder, another corporate successor trustee shall be appointed by me if living, otherwise by the beneficiary or a majority in interest of the beneficiaries then entitled to receive or eligible to have the benefit of the income from the trust (or if their interests are indefinite, by a majority in number of the oldest generation of such beneficiaries). Separate trusts under this agreement may have the same or different trustees.

If two or more individual successor trustees are named to act with the corporate successor trustee, substitute for the TRUSTEE FOR OUT-OF-STATE PROPERTY section in the ADMINISTRATIVE PROVISIONS article:

51 SECTION ____: If for any reason any successor trustee is unwilling or unable to act as to any property, the remaining successor trustees or trustee if willing and able to act, otherwise such person or qualified corporation as the successor trustees shall from time to time designate in writing, shall act as special trustees or trustee as to that property. Any person or corporation acting as special trustee may resign at any time by written notice to the successor trustees. Each special trustee shall have the powers granted to the successor trustees by this agreement, to be exercised only with the approval of the successor trustees, to which the net income and the proceeds from sale of any part or all of the property shall be remitted to be administered under this agreement.

Every successor trustee shall have all the powers given the originally named trustee. A successor trustee has no duty to inquire into the accounts or administration of any predecessor trustee and is not personally liable for any act or omission of any predecessor trustee. With my approval if I am living, otherwise with the approval of the beneficiaries appointing a successor trustee, a successor trustee may accept the account rendered and the property received as a complete release and discharge to a predecessor trustee without incurring any liability for so doing, except that each successor to me as trustee shall without approval accept the assets delivered to the successor trustees as constituting all of the property to which the successor trustees are entitled.

No trustee wherever acting shall be required to give bond or surety or be appointed by or account for the administration of any trust to any court. The trustee need not register a trust with any court.

If another corporation succeeds to part or all of the trust business of a corporate trustee acting or appointed to act hereunder, that corporation shall be the successor corporate trustee, without the necessity of appointment, assignment or other action.

The corporate trustee shall have custody of the trust property, keep the records of the trust and prepare the accounts. If the corporate trustee proposes the investment, sale or voting of trust property and the individual trustee fails to respond to the proposal within 10 days after being requested to do so in writing, the corporate trustee may carry out the proposal without a response from the individual trustee. The individual trustee may at any time or times by a writing delivered to the corporate trustee delegate to it any or all of his [or her] powers. The statement of the corporate trustee as to whether the individual trustee is acting or has delegated to it any or all of his [or her] powers shall fully protect all persons dealing with the trust.

Except as otherwise specifically provided, if at any time the trustees shall be evenly divided, the decision of the corporate [or individual] trustee shall control. The dissenting trustee shall have no liability for participating in or carrying out the acts of the controlling trustee.

In addition, substitute for the TRUSTEE FOR OUT-OF-STATE PROPERTY section in the ADMINISTRATIVE PROVISIONS article:

SECTION _____: If for any reason either successor trustee is unwilling or unable to act as to any property, the remaining successor trustee if willing and able to act, otherwise such person or qualified corporation as the successor trustees shall from time to time designate in writing, shall act as special trustee as to that property. Any person or corporation acting as special trustee may resign at any time by written notice to the successor trustees. Each special trustee shall have the powers granted to the successor trustees by this agreement, to be exercised only with the approval of the successor trustees, to which the net income and the proceeds from sale of any part or all of the property shall be remitted to be administered under this agreement.

**TRUSTEE FOR
OUT-OF-STATE
PROPERTY 47**