

NOTATIONS FOR FORM 309

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

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SECTION ____: A settlor 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 _____, and to the other settlor if living, otherwise to each beneficiary then entitled to receive or eligible to have the benefit of the income from the trust. When a settlor resigns, dies or is unable to manage his or her affairs, NORTHERN TRUST shall succeed him or her as a trustee. In addition, after both settlors have ceased to act as trustee, settlors' son, JOHN DOE, JR., and settlors' daughter, DOROTHY DOE, shall be individual successor trustees.

The individual trustees or trustee shall have jointly with the corporate successor trustee all the powers given the trustees, except that after the death of the deceased settlor no individual 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 trustees or trustee 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 the settlors during their joint lifetime and thereafter 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 trustees.

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

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... , except that settlors' son, DAVID DOE, if living, willing and able to act, shall succeed JOHN DOE, JR. 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 the settlors during their joint lifetime and thereafter 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 an 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 the approval of the settlors during their joint lifetime and thereafter 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 a successor to a settlor as trustee shall without approval accept the assets delivered to the successor trustee as constituting all of the property to which the successor trustee is 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 trustees 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.

FORM 309
REVOCABLE TRUST AGREEMENT
Community Property
-Plural Successor Trustees
Settlers as Initial Trustees

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

SECTION ____: A settlor 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 _____, _____, and to the other settlor if living, otherwise to each beneficiary then entitled to receive or eligible to have the benefit of the income from the trust. When a settlor resigns, dies or is unable to manage his or her affairs, NORTHERN TRUST shall succeed him or her as a trustee. In addition, after both settlers have ceased to act as trustee, _____ shall be individual successor trustee.

TRUSTEE 43
SUCCESSION

The individual trustee shall have jointly with the corporate successor trustee all the powers given the trustees, except that after the death of the deceased settlor the individual 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 trustees or trustee 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.

Any successor trustee may resign at any time by written notice to the other trustee and to the settlers during their joint lifetime and thereafter 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 trustees.

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 trustees.

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If it is desired that the individual trustee shall have no investment responsibilities, insert the following after the first sentence in second paragraph of the TRUSTEE SUCCESSION section:

48 In addition, after both settlors have ceased to act as trustee, 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.

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 the settlors during their joint lifetime and thereafter 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 an 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 the approval of the settlors during their joint lifetime and thereafter 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 a successor to a settlor as trustee shall without approval accept the assets delivered to the successor trustee as constituting all of the property to which the successor trustee is 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 trustees 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.

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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:

49 SECTION ____: If for any reason any trustee is unwilling or unable to act as to any property, the remaining trustees or trustee if willing and able to act, otherwise such person or qualified corporation as the 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 trustees. Each special trustee shall have the powers granted to the trustees by this agreement, to be exercised only with the approval of the 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.

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

SECTION _____: If for any reason either trustee is unwilling or unable to act as to any property, the remaining trustee if willing and able to act, otherwise such person or qualified corporation as the 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 trustees. Each special trustee shall have the powers granted to the trustees by this agreement, to be exercised only with the approval of the 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 45**