

FORM #9

[Revocable Trust. Settlor is married. Creates (i) optimal-portion QTIP, (ii) credit-shelter trust, (iii) GST-exempt, dynasty-style trusts, (iv) GST-nonexempt, management-style trusts until stated ages and (v) dynasty-style trusts that serve as receptacles for GST-exempt, appointed property which was not subject to any Rule Against Perpetuities at the death of the creator of the exercised powers of appointment. Accommodates interests in qualified plans and IRAs (§§4.08 and 5.05).]

DECLARATION OF TRUST

Made October 20, 2004.

ARTICLE I

Purpose

I, RICHARD J. SCHMIDT, of Peoria, Illinois, transfer to myself, as Trustee, ten dollars and other consideration, and, as Trustee, I shall administer this property, together with any additions and changes, according to this instrument.

ARTICLE II

Disposition During My Life

During my life, the Trustee shall administer the trust estate as provided in this Article.

Section 2.01. Revocable Trust. The Trustee shall set the trust estate apart, in a separate trust to be known as the "Revocable Trust" and to be administered as provided in this Section.

(A) Distributions. The Trustee shall pay to me so much or all, if any, of the trust estate as I direct at any time and from time to time.

(B) During Inability. During any time I am unable to exercise the power granted in subsection (A) of this Section or the Trustee believes I am unable to manage my affairs, the Trustee shall pay to me and any person dependent upon me, without any duty of equalization, so much or all, if any, of the trust estate as the Trustee determines to be necessary or advisable from time to time, considering resources otherwise available, to provide for our respective health, education and support in the manner of living to which accustomed.

(C) Gifts.

(1) During the time described in subsection (B) of this Section, the Trustee shall pay to any one or more of my wife and my descendants, without any duty of equalization, so much or all, if any, of the trust estate as the Independent Trustee in its sole and absolute discretion determines to be advisable from time to time for me to make (i) gifts that are (or, if split between my wife and me according to Section 2513(a) of the Code, would be) excludable (because of Section 2503(b) of the Code including, without limitation, because of Section 2503(c) of the Code and rights to withdraw) from the total amount of my gifts under the Code or deductible (because of the marital deduction according to Section 2523 of the Code) for purposes of computing my taxable gifts under the Code and (ii) gifts that because of Section 2503(e) of the Code are not treated as transfers by gift for purposes of Chapter 12 of the Code. If the United States gift tax is not in effect, the preceding sentence shall apply as if the United States gift tax as it last existed were in effect.

(2) If on or after the date of this instrument I create a power of attorney, the Trustee shall pay to the attorney in fact so much or all, if any, of the trust estate as the attorney in fact determines for me to make gifts according to specific authority in the power of attorney.

(D) Termination. Unless sooner terminated by distribution or expenditure according to the foregoing, the Revocable Trust shall terminate upon my death, and the Trustee shall administer the trust estate of the Revocable Trust according to the subsequent provisions of this instrument.

ARTICLE III

Disposition Upon My Death

Upon my death, the Trustee shall administer the trust estate as provided in this Article.

Section 3.01. Charges and Taxes. The Trustee shall pay expenses of my last illness and funeral, costs of administration with respect to property wherever situated passing under my Will or this instrument or otherwise, other proper charges against my estate and estate and inheritance taxes (including any interest and penalty) payable because of my death from my estate, in such amounts, if any, as my estate is insufficient (assuming satisfaction in full of all preresiduary legacies and devises) and, additionally, in such amounts, if any, as my personal representative directs according to my Will. The Trustee shall make the payments directly or to my personal representative, without apportionment or reimbursement, from principal of the trust estate as an expense of administration. Notwithstanding the preceding portion of this Section, I apportion to, and the Trustee shall pay (or obtain reimbursement) from, principal of each disposition (or, when functionally significant, share or portion) according to Section 3.02 and Section 3.03 the amount, if any, by which the disposition (or share or portion) increases the estate and inheritance taxes, interest and penalty payable because of my death. Notwithstanding anything to the contrary, the Trustee shall not make any payment from any property that is excluded from my gross estate for purposes of determining the United States estate tax payable because of my death or that is elected to qualify for the marital deduction for purposes of determining any estate tax payable because of my death. Any payments that my personal representative makes according to Article I of my Will but with respect to which the personal representative could have made a direction described in the first sentence of this Section shall have the same effect upon dispositions as if the personal representative were to have made the direction. The Trustee shall pay preresiduary legacies and devises given by my Will, to such extent as the Trustee possesses the property given.

Section 3.02. Marital Trust. If (i) my wife survives me or there is no sufficient evidence that we died other than simultaneously (in which event my wife conclusively shall be presumed for purposes of this Section to have survived me) and (ii) the United States estate tax is in effect at my death, the Trustee as of my death shall set apart, in a separate trust to be known as the "Marital Trust" and to be administered as provided in this Section, a fractional share of the Qualified Property that remains after satisfaction of all dispositions and payments under prior provisions of this instrument. The numerator of the fraction shall be the smallest amount that minimizes the United States estate tax payable because of my death. For purposes of determining the numerator, the United States estate tax payable because of my death shall be computed as if:

(i) The credit and deduction for state death taxes were available only to such extent as their use would not increase state death taxes; and

(ii) All of the trust estate (and all property that because of a disclaimer is not part of the trust estate) of the Marital Trust (and of any other trust the name of which is or includes Marital Trust but does not include Remainder) were to qualify for the marital deduction, and no election according to Section 2056(b)(7) (other than, to the extent possible, a deemed election described in Section 2056(b)(7)(C)) of the Code were to qualify other property for the marital deduction.

The denominator of the fraction shall be the value (for purposes of determining the United States estate tax payable because of my death) of the Qualified Property that remains after satisfaction of all dispositions and payments under prior provisions of this instrument. "Qualified Property" shall mean such property (or its proceeds) in the trust estate as, if given outright to my wife, would qualify for the marital deduction for purposes of determining the United States estate tax payable because of my death. My personal representative shall elect according to the principles of Section 2056(b)(7) of the Code to qualify the trust estate of the Marital Trust for the marital deduction, to such extent, if any, as my personal representative determines to be advisable. If less than all of the trust estate of the Marital Trust qualifies for the marital deduction, the portion that qualifies shall be known as the "Marital Portion," the portion that does not qualify shall be known as the "NonMarital Portion," and the Trustee (i) shall charge any payment of principal according to subsection (A)(2) of this Section to the Marital Portion

until the Marital Portion is exhausted and (ii) at any time during the life of my wife before the end of the administration of my estate may divide the trust estate of the Marital Trust into separate trusts consisting, respectively, of the Marital Portion and the NonMarital Portion. If (i) my wife survives me or there is no sufficient evidence that we died other than simultaneously (in which event my wife conclusively shall be presumed for purposes of this Section to have survived me) and (ii) the United States estate tax is not in effect at my death, the Trustee as of my death shall set apart, in a separate trust to be known as the “Marital Trust” and to be administered as provided in this Section, Permissible Property which is sufficient to maximize the basis increase according to Section 1022(c) of the Code because of my death and which at the respective dates of distribution to the Marital Trust has an aggregate value of no less than, and to the extent practicable no more than, the amount (if any) by which (a) the value at my death of the Permissible Property that at my death had the smallest value sufficient to maximize the basis increase according to Section 1022 of the Code because of my death exceeds (b) the value at my death of the Permissible Property that at my death had the smallest value sufficient to maximize the basis increase according to Section 1022(b) of the Code because of my death. “Permissible Property” shall mean such property (or its proceeds) in the trust estate as is not specifically given according to prior provisions and, if allocated to the Marital Trust, would permit a basis increase according to Section 1022(c) of the Code.

(A) Disposition During Life of My Wife. During the life of my wife, the Trustee shall administer the Marital Trust as provided in this subsection (A). The Marital Trust is primarily for the benefit of my wife, and I would approve (but do not direct) the exercise of each power (determined as if this sentence did not exist) to the maximum extent in favor of my wife.

(1) Income. The Trustee shall pay the net income to my wife quarter-annually.

(2) Principal. The Trustee shall pay to my wife so much or all, if any, of the principal as the Trustee determines to be necessary or advisable from time to time, considering resources otherwise available, to provide for her health, education and support in the manner of living to which accustomed. Additionally, the Trustee shall pay to my wife so much or all, if any, of any balance of the principal as the Independent Trustee in its sole and absolute discretion determines to be advisable from time to time, considering or not considering resources otherwise available, for any purpose or reason whatsoever, including the termination of the trust.

(B) Disposition on Death of My Wife. Upon the death of my wife, the Trustee shall distribute any undistributed or accrued income to her estate and shall distribute the principal to such one or more members of a group consisting exclusively of my descendants and their respective spouses in such amounts and portions and subject to such trusts, terms and conditions as my wife may appoint by Will specifically referring to this power. To such extent, if any, as the principal of the Marital Trust is not effectively appointed, the Trustee shall distribute the principal to the Trustee of the Family Trust under Section 3.05.

(C) Marital Trusts 1 and 2. Notwithstanding the preceding portion of this Section:

(1) Creation.

(a) The Trustee as of my death shall set apart, in a separate trust to be known as “Marital Trust Number 1,” such fractional share or all, if any, of the trust estate of the Marital Trust as has a numerator equal to the amount (if any) by which (I) my GST exemption unallocated immediately before my death exceeds (II) the value (for purposes of determining the United States estate tax payable because of my death) of the trust estate of Remainder Trust Number 1 that is created according to Section 3.04, and a denominator equal to the value (for such purposes) of the trust estate of the Marital Trust. Notwithstanding the preceding sentence, if the United States generation-skipping tax is not in effect at my death, the Trustee as of my death shall set apart, in a separate trust to be known as “Marital Trust Number 1,” all of the trust estate of the Marital Trust.

(b) The Trustee as of my death shall set apart, in a separate trust to be known as “Marital Trust Number 2,” the balance of the trust estate of the Marital Trust.

(2) Administration. The Trustee shall administer Marital Trust Number 1 and Marital Trust Number 2 as if each, separately, were the Marital Trust; provided, the Trustee shall pay principal to my wife pursuant to subsection (A)(2) of this Section solely from the trust estate of Marital Trust Number 2 until the trust estate of Marital Trust Number 2 is exhausted.

(D) Certain Disclaimers. If my wife disclaims any property that (absent the disclaimer) would be disposed by the preceding portion of this Section, the Trustee as of my death shall distribute the property to the Trustee of the Disclaimer Trust under Section 3.03, without my wife being deemed to predecease me because of the disclaimer. If my wife disclaims all interest that (absent the disclaimer) my wife would have in any property according to Section 3.03, the Trustee as of my death shall distribute the property as if my wife were to have predeceased me.

Section 3.03. Disclaimer Trust. The Trustee shall set apart, in a separate trust to be known as the “Disclaimer Trust” and to be administered according to this Section, any property distributed to the Trustee of the Disclaimer Trust. Anything to the contrary notwithstanding, except for a fiduciary power granted in this Section to distribute to my wife subject to an ascertainable standard, my wife shall not possess any power to direct the beneficial enjoyment of the trust estate of the Disclaimer Trust.

(A) Disposition During Life of My Wife. During the life of my wife, the Trustee shall administer the Disclaimer Trust as provided in this subsection (A). The Disclaimer Trust is primarily for the benefit of my wife, and I would approve (but do not direct) the exercise of each power (determined as if this sentence did not exist) to the maximum extent in favor of my wife.

(1) Income. The Trustee shall pay the net income to my wife quarter-annually.

(2) Principal. The Trustee shall pay to my wife so much or all, if any, of the principal as the Trustee determines to be necessary or advisable from time to time, considering resources otherwise available, to provide for her health, education and support in the manner of living to which accustomed. Additionally, the Trustee shall pay to my wife so much or all, if any, of any balance of the principal as the Independent Trustee in its sole and absolute discretion determines to be advisable from time to time, considering or not considering resources otherwise available, for any purpose or reason whatsoever, including the termination of the trust.

(B) Disposition on Death of My Wife. Upon the death of my wife, the Trustee shall distribute any undistributed or accrued income to her estate and shall distribute the principal to the Trustee of the Family Trust under Section 3.05.

(C) Disclaimer Trusts 1 and 2. Notwithstanding the preceding portion of this Section:

(1) Creation.

(a) The Trustee as of my death shall set apart, in a separate trust to be known as “Disclaimer Trust Number 1,” such fractional share or all, if any, of the trust estate of the Disclaimer Trust as has a numerator equal to the amount (if any) by which (I) my GST exemption unallocated immediately before my death exceeds (II) the sum of the values (for purposes of determining the United States estate tax payable because of my death) of the trust estates of all other trusts the names of which include Number 1 and which are created according to this instrument, and a denominator equal to the value (for such purposes) of the trust estate of the Disclaimer Trust. Notwithstanding the preceding sentence, if the United States generation-skipping tax is not in effect at my death, the Trustee as of my death shall set apart, in a separate trust to be known as “Disclaimer Trust Number 1,” all of the trust estate of the Disclaimer Trust.

(b) The Trustee as of my death shall set apart, in a separate trust to be known as “Disclaimer Trust Number 2,” the balance of the trust estate of the Disclaimer Trust.