

FORM #17

[Irrevocable Trust. Code Section 2503(c) Trust. This trust is an example of the specimen that is described at 9A.02(a).]

IRREVOCABLE TRUST AGREEMENT

Made October 20, 2004.

ARTICLE I

Purpose

I, JUDITH J. JONES, of Peoria, Illinois, transfer to JAMES A. JONES, of Peoria, Illinois, as Trustee, ten dollars and other consideration. The Trustee agrees to administer this property, together with any additions and changes, according to this instrument.

ARTICLE II

Disposition of Trust Estate

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

(A) Distributions. The Trustee shall pay to Andrew L. Jones so much or all, if any, of the trust estate as the 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) Right to Withdraw. From and after the time Andrew L. Jones attains twenty-one years of age, the Trustee shall pay to Andrew L. Jones so much or all, if any, of the trust estate as Andrew L. Jones directs in writing at any time and from time to time.

(C) Termination. Unless sooner terminated by distribution or expenditure according to the foregoing, the trust shall terminate upon the death of Andrew L. Jones, and the Trustee shall distribute the trust estate of the trust to such one or more appointees, including the creditors and the estate and the creditors of the estate of Andrew L. Jones, in such amounts and portions and subject to such trusts, terms and conditions as Andrew L. Jones may appoint by Will specifically referring to this power. To such extent, if any, as the trust estate of the trust is not effectively appointed, the Trustee shall distribute the trust estate of the trust to the then living descendants, per stirpes, of Andrew L. Jones or, if no descendant of Andrew L. Jones then is living, to the then living descendants, per stirpes, of my son, WILLIAM R. JONES, or, if no descendant of William R. Jones then is living, to my son, William R. Jones, if he then is living or, if he then is deceased, to the estate of my son, William R. Jones; provided, any share thus inuring to my grandchild, RALPH Z. JONES, shall be distributed to the Trustee under the Irrevocable Trust Agreement, made the same date as this instrument between James A. Jones and me, creating the Trust named for Ralph Z. Jones.

ARTICLE III

Additional Dispositive Provisions

Section 3.01. Distributions to Certain Persons. Property becoming payable to or for the benefit of a person who is under a minority or other legal disability or who is unable properly to manage it shall be paid in the discretion of the Trustee (i) directly to the person or (ii) to the guardian or conservator of the person's estate or (iii) to any custodian for the person under any applicable Uniform Gifts or Transfers to Minors Act or (iv) directly for the benefit of the person (including in reimbursement for amounts properly advanced for the person's benefit).

Section 3.02. Limitation of Duration. The rule against perpetuities does not and shall not, and (to the maximum extent possible) all other rules of law limiting the duration of trusts do not and shall not, apply to any trust that is created by this instrument or, directly or indirectly, by exercise of any power of appointment granted in this instrument. Without limiting the generality of the preceding sentence, the Trustee (or other person to whom the power properly is granted or delegated) has the

power to sell, lease and mortgage property for any period of time beyond the period of the rule against perpetuities and (to the maximum extent possible) beyond the period of the limitation of all other rules of law limiting the duration of trusts. Each trust that is created by this instrument or, directly or indirectly, by exercise of any power of appointment granted in this instrument is a qualified perpetual trust (within the meaning of the Statute Concerning Perpetuities (765 ILCS 305)). Solely to such extent (if any) as, notwithstanding the preceding portion of this Section, applicable law limits the duration of any trust that is created by this instrument (or, directly or indirectly, by exercise of any power of appointment granted in this instrument) and that is not terminated before the end of the period of the limitation, the trust shall terminate at the end of the period of the limitation, and the Trustee shall distribute the trust estate of the trust according to the terms of the trust or, to any extent the terms do not provide for distribution upon the termination, to the members of the group that consists exclusively of the persons to whom, immediately before the termination, the Trustee must or may pay income, in proportion to those interests or, to any extent indefinite, in equal shares, and if the period of the limitation is measured in whole or in part by the lives of individuals living at a particular time, the measuring lives shall consist (to such extent as the law permits) of me and the beneficiaries in being at the date of this instrument. Nothing in this Section shall prevent the exercise of any power of appointment from limiting the duration of any power, interest or trust.

Section 3.03. Accumulated Income. I waive any rule of state law that would prevent the Trustee from accumulating any net income which the Trustee does not pay according to other provisions of this instrument. The Trustee shall account separately for any accumulated income in an accumulated income account (in which event the Trustee shall dispose of accumulated income as if it were principal), or shall add accumulated income to principal, to such extent (if any) as separate accounting is necessary or advisable.

ARTICLE IV

Miscellaneous

Section 4.01. Definitions. Unless the context clearly shall indicate otherwise, the following terms shall have the following meanings:

(A) Descendants. Except where distribution is directed to a person's descendants, per stirpes, "descendants" shall include descendants of every degree, whether or not a parent or more remote ancestor is living. Where distribution is directed to a person's descendants, per stirpes, who are living at a particular time, the stirpes shall begin with the children of the person, whether or not any child then is living. "Child," "descendant" and like terms shall include persons born after the execution of this instrument. An adopted person, if (but only if) adopted before attaining twenty-one years of age (whether adopted before or after the date of this instrument), and the descendants of the person, shall be deemed to be descendants of the adopting parent and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents and shall not be deemed descendants of the person's natural parents, except that a person who is adopted by a spouse of one of the person's natural parents shall be deemed to be a descendant of the natural parent as well as a descendant of the adopting parent.

(B) Code. References to any Section or Chapter of the Code shall mean the specified section (or, as the case may be, chapter) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.

(C) Person. A "person" shall mean an individual and also shall mean and include each type of juristic person including an individual, a trust, an estate, a partnership, a limited liability company, an association, a corporation and each other type of legal entity.

(D) Trustee. "Trustee" with respect to any trust shall mean the one or more trustees of the trust. "Individual Trustee" shall mean the Trustee but shall not include any trustee that is not an individual. "Independent Trustee" shall mean the Trustee but shall not include any trustee that is not an Independent

Person. "NonIndependent Trustee" shall mean the Trustee but shall not include any trustee that is an Independent Person. "Independent Person" at any particular time with respect to any trust shall mean any person that

- (i) has no beneficial interest (other than as a potential appointee under a power of appointment held by another), present or future, vested or contingent, direct or indirect, in the trust,
- (ii) cannot be benefitted, to any extent gratuitously, by the exercise or nonexercise of any power given a trustee by this instrument or by law,
- (iii) is not (a) a contributor, (b) a beneficiary, (c) a spouse, former spouse, ancestor, descendant, sibling or employee of a contributor or beneficiary (or of a spouse or former spouse of a contributor or beneficiary), (d) a corporation or other person, or an employee of a corporation or other person, in which the stock or other holdings of a contributor (or beneficiary, or a spouse or former spouse of a contributor or beneficiary) and the trust are significant from the viewpoint of voting or other control, (e) a subordinate employee of a corporation or other person in which a contributor or beneficiary (or a spouse or former spouse of a contributor or beneficiary) is an executive or (f) any party, not described in (a) through (e) of this clause (iii), that is, or, if nonadverse (within the meaning of Section 672(b) of the Code), would be, a "related or subordinate party," with respect to a contributor or a beneficiary (as if the beneficiary were a contributor), within the meaning of Section 672(c) (after application of Section 672(e)) of the Code,
- (iv) is not controlled, directly or indirectly, within the contemplation of income or any transfer tax, by any person that, according to the portion of this sentence preceding this clause (iv), is ineligible to be an Independent Person and
- (v) under the United States internal revenue laws in effect at such time can alone (as though the only trustee), to such extent as some person (described in the portion of this sentence preceding this clause (v)) could alone (as though the only trustee), possess and exercise each power given a trustee by this instrument or by law
 - (a) without causing any attribution of the trust estate of the trust to any person (whether personally or as deemed transferor or otherwise) for purposes of income or any transfer (including without limitation gift, estate and generation-skipping) tax before the person becomes entitled to receive it outright (or, because of a power granted in or according to this instrument to the person as a beneficiary, the person becomes entitled to pay it to the person or the estate, creditors or creditors of the estate of the person) or it is paid to, or for the benefit of, the person,
 - (b) without otherwise causing any generation-skipping transfer and
 - (c) without causing any deemed sale or exchange, or transfer to a foreign trust, of any of the trust estate.

(E) Trust Estate. The "trust estate" (i) with respect to any trust, shall mean the property (including, regardless of whether stated elsewhere in this instrument, any property that specifically is payable to the Trustee of the trust) that the Trustee of the trust holds according to the trust and (ii) with respect generally to this instrument, shall mean the property that the Trustee holds according to this instrument.

(F) Identification. Andrew L. Jones and Ralph Z. Jones are children of my son, William R. Jones. My husband is James A. Jones.

Section 4.02. Bond. No bond shall be required in any jurisdiction of any fiduciary under this instrument, or, if a bond is required by law, no surety on the bond shall be required.

Section 4.03. Spendthrift Clause. No undistributed interest of any beneficiary shall be transferable or, through legal process or otherwise, be subject to any claim of any creditor or of any spouse or former spouse for maintenance. This Section shall not limit the exercise of any power of appointment or withdrawal.