

I. Revocable Trusts And Wills

FORM #1

[Revocable Trust. Settlor is a widower. Creates (i) GST-exempt, dynasty-style trusts and (ii) GST-nonexempt, management-style trusts until stated ages. Use the variables that are marked "1" if the variables that are marked "2" are not used. Use the variables that are marked "2" to include (i) dynasty-style trusts that serve as receptacles for GST-exempt, appointed property which was subject to the common-law Rule Against Perpetuities at the death of the creator of the exercised powers of appointment and (ii) management-style trusts until stated ages for GST-nonexempt, appointed property which was subject to the common-law Rule Against Perpetuities at the death of the creator of the exercised powers of appointment. Use the variable that is marked "3" to accommodate interests in qualified plans of deferred compensation and individual retirement accounts (§4.08). Use the variables that are marked "4" to accommodate qualification for Code Sections 2032A and 2057.]

DECLARATION OF TRUST

Made February 1, 2010.

ARTICLE I

Purpose

I, JOHN A. SMITH, 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 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 my health, education and support in the manner of living to which accustomed.

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(C) Gifts.

(1) During the time described in subsection (B) of this Section, the Trustee shall pay to any one or more of 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 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 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) The Trustee shall pay to my attorney in fact, for the attorney in fact to make gifts and qualified transfers on my behalf according to specific authority in the power of attorney, so much or all, if any, of the trust estate as, upon the basis of specific authority in the power of attorney and specific reference to the Revocable Trust in the power of attorney, the attorney in fact directs the Trustee to pay.

(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 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. 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. Family Trust. The Trustee shall set apart, in a separate trust to be known as the "Family Trust" and to be administered as provided in this Section, the remainder of the trust estate (after satisfaction of all dispositions and payments under prior provisions of this instrument).

1 [(A) Division Into Portions. The Trustee shall divide the trust estate of the Family Trust into two portions, to be known, respectively, as "Portion One" and "Portion Two."]

2 [(A) Allocation to Portions. The Trustee shall allocate the trust estate of the Family Trust, and other assets, to four portions, to be known, respectively, as "Portion One," "Portion Two," "Portion Three" and "Portion Four," according to this subsection (A).]

(1) Portion One.

(a) Portion One shall consist of a fractional portion of the trust estate of the Family Trust of which I am the transferor for generation-skipping tax purposes and that passes to the Trustee of the Family Trust upon my death. The numerator of the fraction is the amount (if any) of my GST exemption that is unallocated immediately before my death. The denominator is the value (for purposes of determining the United States estate tax payable because of my death) of the trust estate of the Family Trust of which I am the transferor for generation-skipping tax purposes and that passes to the Trustee of the Family Trust upon my death.

(b) Notwithstanding the preceding portion of this subsection (1), if the United States generation-skipping tax is not in effect at my death, Portion One shall consist of such of the trust estate of the Family Trust as is attributable to property that I contributed.

(2) Portion Two. Portion Two shall consist of the balance (if any) of the trust estate of the Family Trust.

2 [(3) Portion Three. Portion Three shall consist of all property distributed to the Trustee of the Portion Three Family Trust pursuant to my exercise according to Section 2.03 of my Will of the power of appointment granted to me at subsection (B) of Section 3.02 of the Declaration of Trust of Matilda V. Smith dated June 10, 1990, and all property distributed to the Trustee of the Portion Three Family Trust pursuant to my exercise according to Section 2.03 of my Will of the power of appointment granted to me at subsection (B) of Section 3.03 of the Declaration of Trust of Matilda V. Smith dated June 10, 1990.

(4) Portion Four. Portion Four shall consist of all property distributed to the Trustee of the Portion Four Family Trust pursuant to my exercise according to Section 2.03 of my Will of the power of appointment granted to me at subsection (B) of Section 3.02 of the Declaration of Trust of Matilda V. Smith dated June 10, 1990.]

(B) Administration of Portions. The Trustee shall administer Portion One as provided in Section 3.03. The Trustee shall administer Portion Two as provided in Section 3.04.

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[The Trustee shall administer Portion Three as provided in Section 3.05. The Trustee shall administer Portion Four as provided in Section 3.06.]

Section 3.03. Portion One. The Trustee shall set apart Portion One of the Family Trust, in a separate trust to be known as the "Portion One Family Trust" and to be administered as provided in this Section. Upon my death, the Trustee shall divide the trust estate of the Portion One Family Trust into shares, and set the shares apart, on a per stirpital basis with respect to my descendants who then are living. Any share so set apart with respect to a descendant of mine shall be held in a separate trust, to be known as the "Portion One Family Trust" preceded by the name of the descendant and to be administered as provided in this Section. Any share inuring to a descendant of mine according to the last sentence of subsection (C) of this Section shall be held in a separate trust, to be known as the "Portion One Family Trust" preceded by the name of the descendant and to be administered as provided in this Section. Each trust is primarily for the benefit of the descendant with respect to whom the trust is created, 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 the descendant. References to "the descendant" in succeeding provisions of this Section are references to my descendant with respect to whom the particular trust is created.

(A) Give-Me-Five. If, after attaining thirty years of age, the descendant is living immediately before the end of a calendar year, the Trustee shall pay to the descendant so much, if any, of the trust estate, not to exceed in value five percent (inclusive of such percent, if any, as at the end of the year creditors of the descendant can obtain) of the value of the trust estate at the end of the year, as the descendant last directs in writing before the end of the year.

(B) Additional Distributions. The Trustee shall pay to the descendant 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 the descendant's health, education and support in the manner of living to which accustomed. Additionally, the Trustee shall pay to the descendant so much or all, if any, of any balance of the trust estate 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. Additionally, the Trustee shall pay so much or all, if any, of the trust estate to such one or more appointees, other than the descendant and the estate, creditors and creditors of the estate of the descendant, in such amounts and portions and subject to such trusts, terms and conditions as the descendant 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 descendant's death, and the Trustee shall distribute the trust estate of the trust to such one or more appointees, other than the estate, creditors and creditors of the estate of the descendant, in such amounts and portions and subject to such trusts, terms and conditions as the descendant 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 descendant's then living descendants, per stirpes, or, if no descendant of the descendant then is living, to the then living descendants, per stirpes, of the descendant's nearest ancestor who is I or a descendant of mine and of whom one or more descendants then are living; provided, any share thus inuring to a descendant of mine shall be held in a separate trust (then or previously created with respect to the descendant under this Section) to be administered as provided in this Section.

(D) Portion One Special Assets Family Trust. Notwithstanding the preceding portion of this Section, the Trustee shall set apart in (or, as the case may be, pay to) a separate trust, to be known as the "Portion One Special Assets Family Trust" preceded by the name of the descendant and to be identical to the Portion One Family Trust named for the descendant, except that the Trustee shall not pay any of the trust estate to other than the descendant during the life of the descendant and that subsection (A) of this Section shall not apply and instead the Trustee shall pay the net income to the descendant quarter-annually during the period that begins at such time (if any) as the Independent Trustee in its sole and absolute discretion determines and ends at such time (if any) as the Independent Trustee in its sole and absolute discretion determines but (if the Independent Trustee makes the former determination) does not end before the end of the calendar year in which the Independent Trustee makes the latter determination, so much or all, if any, of the trust estate (or what absent this subsection (D) would be the trust estate) of the Portion One Family Trust named for the descendant as the Independent Trustee in its sole and absolute discretion determines to be advisable from time to time.

Section 3.04. Portion Two. The Trustee shall set apart Portion Two of the Family Trust, in a separate trust to be known as the "Portion Two Family Trust" and to be administered as provided in this Section. Upon my death, the Trustee shall divide the trust estate of the Portion Two Family Trust into shares, and set the shares apart, on a per stirpital basis with respect to my descendants who then are living. Any share so set apart with respect to a descendant of mine shall be held in a separate trust, to be known as the "Portion Two Family Trust" preceded by the name of the descendant and to be administered as provided in this Section. Any share inuring to a descendant of mine according to the last sentence of subsection (C) of this Section shall be held in a separate trust, to be known as the "Portion Two Family Trust" preceded by the name of the descendant and to be administered as provided in this Section. Each trust is primarily for the benefit of the descendant with respect to whom the trust is created, 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 the descendant. References to "the descendant" in succeeding provisions of this Section are references to my descendant with respect to whom the particular trust is created.

(A) Distributions. The Trustee shall pay to the descendant 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 the descendant's health, education and support in the manner of living to which accustomed. Additionally, the Trustee shall pay to the descendant so much or all, if any, of any balance of the trust estate 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) Right to Withdraw. The Trustee shall pay to the descendant so much or all, if any, of the trust estate as the descendant directs in writing at any time and from time to time after attaining twenty-five years of age, not before the descendant attains thirty years of age to exceed one-third, and not before the descendant attains thirty-five years of age to exceed two-thirds, and, for purposes of determining the fraction that at any particular time is withdrawable and any fraction that at any particular time was withdrawn, the Trustee shall treat as an advancement against the fraction each fraction that a prior withdrawal represented at the time of the prior withdrawal.