

LAST WILL AND TESTAMENT
OF

With A Testamentary Trust

I, _____, a resident of the County of _____, State of _____, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils at any time heretofore made by me.

ITEM I

For information purposes, at the time of this Will, I am married to _____, and have _____ natural born children, namely: _____

_____.

ITEM II

I direct that all my legally enforceable debts, funeral expenses, expenses of my last illness and administrative expenses, be paid by my Personal Representative from the assets of my estate as soon as practicable after my death.

I direct that all inheritance, transfer, succession and other death taxes, which may be payable with respect to any property includible as a part of my gross estate, shall be paid from my residuary estate, without any apportionment thereof.

ITEM III

All the rest, residue and remainder of my estate, of every nature and kind, which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever

nature and wheresoever situated, I give, devise and bequeath to my spouse, _____, providing he/she survives me.

In the event that my spouse shall predecease me, I give
and devise all the rest, residue and remainder of my estate, as aforesaid, to my Trustee,
IN TRUST NEVERTHELESS, to be held

under the terms and conditions hereinafter set forth, for the following purposes:

(A) My Trustee shall divide this property into as many equal parts as there are children of mine living and children of mine who shall have previously died leaving descendants then living and in respect to such parts my Trustee is directed as follows:

(1) To pay over one of such parts to the then living descendants of each of my children who shall have theretofore died leaving descendants then living, in equal shares, per stirpes.

(2) To hold one of such equal parts in trust for the benefit of each of my children then living, to invest and reinvest the same, to collect and receive the income therefrom, until such time as such child for which such part shall be held in trust shall attain the age of _____ (___) years, and then to pay such child the entire principal of the trust created for the benefit of such child absolutely, together with all undistributed income, to be the property of such child absolutely.

(3) In the event that any of my children shall die while a beneficiary under a trust created under this paragraph, that child's trust shall then terminate and the principal thereof, together with any accumulated income thereon, shall be paid in equal shares to such deceased child's descendants then living, per stirpes. If such deceased child shall not be survived by any descendants, such principal, together with any accumulated income thereon, shall be paid to such of my other children or

their descendants as shall then be living, in equal shares, per stirpes.

(B) As to any of my children entitled to the benefit of a trust created hereunder, but who shall then be under the age of _____ (___) years, my Trustee shall

pay to or apply so much of the income from the trust for

such child, or if such income is not sufficient, then such portions of the principal of that child's trust, as in the discretion of my Trustee may be necessary for the care, protection, support, maintenance and education of such child, and to accumulate the remainder until he or she attains the age of _____ (___) years, and thereupon my Trustee shall pay over and distribute all such accumulations of income and all principal as herein above directed.

ITEM IV

If any part or principal of my estate shall become distributable to any beneficiary hereunder who is then under the age of _____ (___) years, my Personal Representative and Trustee named hereinafter is hereby granted a power of trust, without bond or other undertaking, to hold and administer such property for the benefit of such person until such person shall attain the age of _____ (___) years, to invest or reinvest such property, to collect the income therefrom, and, after deducting therefrom all charges properly allocable thereto, to pay to or apply to the use and benefit of such person so much of the net income as, in my Trustee's sole discretion, is deemed appropriate and to accumulate for the benefit of such person any income not so paid or applied. My Trustee is authorized to pay to or apply to the use and benefit of such person so much of the principal amount of such person's property and accumulations as is deemed appropriate in the sole discretion of my Trustee. Any remaining principal and income shall be paid to such person when he or she attains the age of _____ (___) years.

ITEM V

In the investment, administration and distribution of my

estate and any trusts created hereby, except where otherwise restricted, my Personal Representative and Trustee may perform every act in the management of my estate or of the trusts which individuals may perform in the management of like property owned by them free of any trust, without authorization of any court, even though any such act would not be authorized or appropriate for fiduciaries but for this power under any statutory or other rule of law, including in this grant, without impairing its plenary nature, power: to acquire by purchase or otherwise and to retain, temporarily or permanently, any and all kinds of realty and personalty, including corporate shares and unsecured obligations, without diversification as to kind or amount; to sell or otherwise dispose of any such property, publicly or privately, wholly or partly on credit; to delegate discretion; and to distribute in kind or in money, or partly in each, even if shares be composed differently.

ITEM VI

In the event that my spouse, _____, predeceases me, I appoint _____, as Guardian of the person of each of my children during their respective minorities.

ITEM VII

I nominate and appoint my spouse, _____, as Personal Representative of this Will. If my spouse does not survive me or if he/she fails to qualify or, if having qualified should die, resign or become incapacitated, then in that event I nominate and appoint _____ as successor Personal Representative and as Trustee of any trusts created by

this Will. I direct that no Personal Representative or Trustee nominated and appointed by me shall be required to furnish any bond or other security for the faithful performance of his/her duties, notwithstanding any provision of law to the contrary.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at the City of _____, State of _____, this _____ day of _____, 19 _____, in the presence of the subscribing witnesses who I have requested to become attesting witnesses hereto.

_____(SEAL)
Testator/Testatrix

This instrument was, on the date hereof, signed, published and declared by _____, to be his/her Last Will and Testament, in our presence and in the presence of each of us and we, at the same time, at his/her request, in his/her

presence and in the presence of each other, have hereunto signed our names and addresses as attesting witnesses. _____ of

_____ Witness Address

_____ of _____
Witness Address

STATE OF _____

COUNTY OF _____

We, _____, _____,
and _____, the Testator/Testatrix, and the witnesses,
respectively, whose names are signed to the attached and foregoing instrument, being
first duly sworn, do hereby declare to the undersigned officer that the Testator/Testatrix
signed the instrument as his/her Last Will and Testament and that he/she signed
voluntarily and that each of the witnesses, in the presence of the Testator/Testatrix, at
his/her request, and in the presence of each other, signed the Will as a witness and that
to the best of the knowledge of each witness the Testator/Testatrix was at that time
eighteen or more years of age, of sound mind and under no constraint or undue
influence.

Testator/Testatrix

Witness

Witness

Subscribed and acknowledged before me by _____, the
Testator/Testatrix, and subscribed and sworn to before me by
_____ and _____, the
witnesses, on the _____ day of _____, 19 _____.

_____ (SEAL) Notary Public

State of _____

My Commission Expires:
