CASCADING CRUMMEY POWER

Power of Withdrawal of Grantor's Children. In the calendar year of establishment of the trust and in any calendar year during which additional property is transferred to the trust whereby the Grantor has made, or is deemed to have made a lifetime gift, each of the Grantor's children [alternate no. 1: Grantor's children and spouses1 of the Grantor's children] [alternate no. 2: Grantor's descendants] [alternate no. 3: Grantor's descendants and spouses of descendants] living at the time of the transfer shall have the power, commencing with the time of creation of the trust or the time of such additional transfer, as the case may be, to withdraw property from the trust, including the property transferred. With respect to all transfers to the trust during any one calendar year by the Grantor, the value of the property subject to a power of withdrawal by each such child shall be the lesser of the following amounts:

1. An amount equal to the product of: (a) the value of the property transferred; and (b) the fraction of which the numerator is one (1) and the denominator is the sum of (i) the number of the Grantor's children [alternate no. 1: Grantor's children and spouses of the Grantor's children] [alternate no. 2: Grantor's descendants] [alternate no. 3: Grantor's descendants and spouses of descendants] living when the property is transferred less (ii) the number of the Grantor's children [alternate no. 1: Grantor's children and spouses of the Grantor's children] [alternate no. 2: Grantor's descendants] [alternate no. 3: Grantor's descendants and spouses of descendants] who have been excluded from having a right of withdrawal with respect to such transfer pursuant to paragraph of this Article; or

2. The maximum federal gift tax exclusion under section 2503(b) of the Code in effect at the time of transfer or twice the maximum federal gift tax exclusion under the time of the transfer and if there is a provision in the Code permitting spouses to split by the Grantor and the Grantor's spouse (if the Grantor is married at the time of the transfer and if there is a provision in the Code permitting spouses to split gifts at the time of the transfer) during such calendar year to or for the benefit of such child [alternate no. 1: child or spouse of a child, as the case may be] [alternate no. 2: descendant] [alternate no. 3: descendant or spouse of a descendant, as the case may be], prior to the transfer; provided that the total amount that any individual may demand with respect to all gifts made to the trust by the Grantor shall lapse on December 31 of each year (whether or not a contribution to the trust has been made that year) by the greater of (a) Five Thousand Dollars ($5,000) or (b) Five Percent (5%) of the value of the trust estate on December 31 of that year. Notwithstanding anything herein to the contrary, if any property has been transferred to the trust estate after October 31, the power to demand such property shall not lapse in accordance with the provisions of this paragraph until the second following December 31 and such child's [alternate no. 1: child's or such spouse's, as the case may be] [alternate no. 2: descendant's] [alternate no. 3: descendant's or such spouse's] power of withdrawal may be exercised without the consent of the Trustee(s) until the second following December 31.

If in any calendar year in which the amount an individual may demand lapses in part pursuant to the foregoing provisions of this paragraph there are beneficiaries of the trust who are skip persons with respect to the Grantor for generation-skipping transfer tax purposes and there are beneficiaries of the trust who are non-skip persons who are in a generation younger than that of the Grantor who have a power of withdrawal over the property transferred to the trust under

this paragraph, the power of withdrawal for the calendar year held by each such non-skip person whose power of withdrawal lapses in part pursuant to the foregoing provisions of this paragraph shall further lapse (the "Additional Lapse") to the extent, if any, of the non-skip person's Excess Unused Annual Exclusion Amounts with respect to all the beneficiaries of the trust who are skip persons with respect to the Grantor. A non-skip person's Excess Unused Annual Exclusion Amounts for any calendar year shall be the sum of the non-skip person's Excess Unused Annual Exclusion Amount for the calendar year with respect to each beneficiary of the trust who is a skip
person with respect to the Grantor. The "Excess Unused Annual Exclusion Amount" for any non-skip person with respect to any such skip person beneficiary shall be the excess, if any, of (1) that amount equal to the sum of the maximum annual exclusion amount (or twice the maximum annual exclusion amount if the non-skip is married and gift-splitting is permitted under the Code) which the non-skip person could transfer (reduced by (i) any prior present interest gifts made during the calendar year by the non-skip person and spouse of the non-skip person if the non-skip person is married and gift-splitting is permitted under the Code, by gift-splitting or otherwise, to the skip person and (ii) any gifts which the non-skip person advises the Trustee(s) prior to the time of the additional lapse that the non-skip person intends to make, to the skip-person by gift splitting or otherwise under the protection of the gift tax annual exclusion during the calendar year) to the skip person under the protection of the annual exclusion over (2) Five Thousand Dollars ($5,000).

Upon such Additional Lapse, each such skip-person shall be entitled to withdraw the amount equal to the Excess Unused Annual Exclusion Amount with respect to such skip-person as determined under the immediate preceding sentence. Each skip-person's power of withdrawal with respect to the Additional Lapse shall lapse (the "Current Lapse") on the thirtieth (30th) day after the date of the Additional Lapse, to the extent not exercised, by the amount equal to the excess of (1) the greater of (a) Five Thousand Dollars ($5,000) or (b) Five Percent (5%) of the value of the trust estate on such thirtieth (30th) day, over (2) the amount of any prior lapse or lapses during the same calendar year as the Current Lapse, of a power of withdrawal held hereunder by such skip-person. The purpose of this and the immediately preceding paragraph is to make the non-skip beneficiaries of the trust who are in a generation younger than the Grantor the transferors for generation-skipping transfer tax purposes of certain property held under this Agreement.

To the extent that any power of withdrawal held by any person has not lapsed in accordance with this paragraph, such person's power of withdrawal shall continue until it lapses as provided herein, but may only be exercised with the consent of the Trustee(s