

LAST WILL AND TESTAMENT

OF

I, _____, of Marion County, Indiana, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I

Executor and Trustee

A. APPOINTMENT OF EXECUTOR. I appoint _____, as Executor of this Will. In the event that she does not desire to qualify, or shall fail to qualify, or having qualified shall resign or for any reason become incapable of acting, then I appoint as Successor Executor _____. In the event that he does not desire to qualify, or shall fail to qualify, or having qualified shall resign or for any reason become incapable of acting, then I appoint _____.

B. APPOINTMENT OF TRUSTEE. I appoint _____, as Trustee of any trust or trusts created hereunder. Upon the resignation, incapacity, removal, or death of the Trustee, I appoint as Successor Trustee _____. In the event that he does not desire to qualify, or shall fail to qualify, or having qualified shall resign or for any reason become incapable of acting, then I appoint _____.

C. BOND. I direct that my Executor serve without bond. I request that the court having jurisdiction of my estate find, if at all practicable and such determination becomes necessary, either upon motion by the court or petition by an interested person, that a bond is not necessary to protect creditors, taxing authorities, heirs, legatees, and devisees. Should a bond be required, I ask the court to only require a minimum bond.

D. POWER OF FIDUCIARIES. In addition to powers conferred upon Executors and Trustees by law, my Executor and Trustee shall have, with respect to all property of my estate and Trust, respectively, full power and authority in their discretion to do all such acts, initiate all such proceedings and exercise all such rights, powers and privileges as an absolute owner of property might do, initiate and exercise, subject, however, to any limitations expressed in this Will. This general grant of authority and power shall be liberally construed and shall be deemed to be applicable even though the parties beneficially interested may be minors or under other legal disability. By way of illustration and not of limitation, my Executor shall have those powers that are given to a personal representative in unsupervised administration without court order under IC 29-1-7.5-3, and my Trustee shall have those powers set forth in the Indiana Trust Code, IC 30-4-3-3, all as amended.

E. ADMINISTRATION. I hereby direct and authorize that my Estate be administered as unsupervised. I also direct that the court approve any reasonable and standard conditions and terms which MERRILL LYNCH TRUST COMPANY, FSB may require if it is selected for appointment.

ITEM II

Payment of Certain Expenses

The expenses of my last illness, my funeral and burial expenses and the costs of administering my estate shall be paid out of my residuary estate as soon as may be done commensurate with sound administration and conservation of my estate. My Executor shall have the right to elect to deduct any administration expenses on any estate income tax returns.

ITEM III

Bequest of Tangible Personal Property

If my spouse, _____, survives me, I give and bequeath to her all and every item of tangible personal property, the essential nature of which is not that of a business asset or financial investment for income or profit, which I may own, in which I may have an interest, or which I shall have the right to dispose of at the time of my death, together with all insurance policies on such property.

If my wife fails to survive me, then I give and bequeath the same tangible personal property to my then living children in equal shares, *per stirpes*, to be divided as they shall agree (after giving respectful consideration to any letter, letters or memoranda left by me with respect to my wishes pertaining to the distribution of those items of tangible personal property having sentimental value to me), or if they fail to agree within three (3) months after my death, then as my Executor shall determine; except that if any beneficiary is a minor at the time of such distribution, my Executor may distribute such share to such

minor, or for such minor's use, to his or her guardian, without further responsibility and the guardian's receipt shall have been sufficient discharge of my Executor.

If I have no surviving wife or descendants, then I give and bequeath the same tangible personal property to _____.

ITEM IV

Family Trust

I give and bequeath to my Trustee, in trust, a pecuniary amount which will impose a tax under Code Section 2001 which is equal to the unified credit available to my estate, which pecuniary amount shall then be reduced by the sum of:

- (1) The aggregate amount of medical and administration expenses not deducted in determining my taxable estate;
- (2) The aggregate pecuniary amount of all property included in my gross estate and not deducted under Code Sections 2055 and 2056 in determining my taxable estate;
- (3) The amount of adjusted taxable gifts; and
- (4) All state death and succession taxes paid from my residuary estate and not reimbursed to my estate; and

the difference shall be the pecuniary amount of this bequest. It is my intention by this Item of my Will to make the maximum pecuniary bequest which will fully utilize the unified credit available to my estate, without incurring federal estate tax, in the event my wife survives me, although this amount may increase if my wife signs a qualified disclaimer.

My Executor shall have the right to satisfy this bequest in cash or in kind, or partly by each. The property distributed in kind in satisfaction of this bequest shall be distributed at estate tax values and may be distributed on a non-pro rata basis without regard to its

income tax basis, and shall be fairly representative of appreciation or depreciation in the value of all property available for distribution in satisfaction of this bequest.

Reference to a "Code Section" shall refer to that section of the 1954 Internal Revenue Code, as amended at my death, or to the section corresponding thereto at my death. The terms "gross estate" and "taxable estate" shall have the same meaning as they do in Code Sections 2031 and 2051, respectively.

The trust estate shall be held, administered and distributed as follows:

1. DURING THE LIFETIME OF MY WIFE.
 - (A) DISTRIBUTION OF INCOME AND PRINCIPAL DURING LIFETIME OF WIFE. During the lifetime of my wife, the Trustee shall pay to or apply for the benefit of my wife, all the net income from the Trust, in quaterly installments. If at any time during the term of this Trust my wife shall not have property and income from all sources sufficient for proper maintenance and health and to support her in her accustomed manner of living, the Trustee shall pay to her or apply for her benefit out of the principal of the Trust such sums as, in the opinion of the Trustee, shall be necessary for such purposes.

2. FOLLOWING MY WIFE'S DEATH, OR UPON MY DEATH IF SHE SHALL NOT SURVIVE ME:
 - (A) TERMINATION. This trust shall terminate upon the death of my spouse, _____.

 - (B) DISTRIBUTION OF CERTAIN TRUST ASSETS UPON TERMINATION. Upon the termination of this Trust, or upon my death if my wife shall not survive me, the Trustee or my Executor as the case may be, shall pay, turn over and deliver the trust property then remaining in its hands to the Trustee of the Childrens' Trust in ITEM VI.

ITEM V

Residuary

If my wife, _____, survives me, I give to her all the remainder of my estate, both real and personal, and wheresoever situated. If she fails to survive me, then to my trustee, in trust, for the benefit of my children to be administered under the provisions of ITEM VI. If I have no surviving spouse or descendants, then I give my estate as follows: _____

ITEM VI

Childrens' Trust

DISTRIBUTIONS:

1. Until my youngest beneficiary attains the age of thirty (30), the Trustee may distribute any income and/or principal needed for any beneficiary's health, education, maintenance or support, taking into consideration all property otherwise available to him or her. My Trustee need not treat any beneficiary equally in making any such discretionary distributions.

2. When my youngest beneficiary attains the age of thirty (30) years, the Trustee shall divide the trust property into separate shares for each beneficiary, and thereafter pay over and distribute to him or her one-third (1/3) of his or her trust share as it then exists, and all net income. Upon each beneficiary attaining the age of forty (40) years, the Trustee shall pay over and distribute to him or her one-half (1/2) of his or her trust share as it then exists. Upon such beneficiary attaining the age of fifty (50) years, the Trustee shall pay over and distribute to him or her the entire balance of his or her trust share as it then exists, and his or her trust share shall terminate.

3. If a beneficiary shall have attained one or more of the ages for distribution mentioned in the above paragraph at the time a trust share is created, then upon the creation of such trust share the Trustee shall pay over and distribute to such beneficiary that portion of the trust share to which he or she would be entitled if he or she had attained such age or ages for distribution subsequent to the creation of his or her trust share.

4. If any beneficiary should die before receiving complete distribution of his or her trust share, the Trustee shall distribute the balance of his or her share outright and free of trust to his or her surviving descendants, *per stirpes*; or if none then equally among all other trust shares.

5. The following provisions shall be applicable to any and all trusts created in my Will:

A. PAYMENTS IN EVENT OF DISABILITY. Should any beneficiary or recipient of any trust property be or become disabled, notwithstanding any provisions in this agreement to the contrary, the Trustee may pay to or for the benefit of the disabled Beneficiary such sums of income and principal as the Trustee in its sole, absolute, complete and unfettered discretion shall determine from time to time for his or her supplementary needs. By "supplementary needs" is meant amounts needed for the Beneficiary's health, education, maintenance and support that are not provided or available to be provided by any governmental assistance or benefit program, the Beneficiary, or from any other source. Payment for such needs shall only be supplemental to any governmental or private assistance or benefit program and shall not supplant such other source. The Trustee may, in the Trustee's discretion, use funds from this trust for the Beneficiary's basic living needs, such as sophisticated mental and diagnostic work and treatment for which there are not funds otherwise available, including plastic surgery or other medical procedures not deemed to be medically necessary, dental care, recreation and transportation, the differential in the cost between housing and shelter for shared and private rooms, supplemental nursing care, and similar care that assistance programs may not otherwise provide. Distribution may be made for such things as a telephone, television service, an electrical wheelchair, mechanical bed, companions for travel, cultural experiences, and periodic outings and payments to third parties to accompany the Beneficiary. These are illustrations of supplemental benefits that the Trustee may wish to consider in deciding to make funds available to or for the benefit of the Beneficiary. The examples are not inclusive or exclusive. The limitations on the purposes for which distributions may be made for the benefit of any disabled Beneficiary and the limitations on the methods of distribution hereunder for the benefit of the Beneficiary are intended to comply with the current regulations of the State of Indiana applicable to the purpose of these trust provisions. In the event that, at any time, the exclusion of the Trust Estate for purposes of the Beneficiary's eligibility for public assistance does not require such limitations, the Trustee shall then have the broadest authority and discretion to make distributions to or for the benefit of the Beneficiary, and for such purposes and uses, as is

allowed under applicable law consistent with the preservation of the Beneficiary's eligibility for public assistance.

During the disability of a beneficiary, or whenever, in the opinion of the Trustee, a beneficiary, by reason of illness or mental or physical disability, shall be unable to use or to disburse any payment wisely, the payments, income and principal for her benefit may be made to the adult or the institution having responsibility for her care and custody, and the receipts of such payee shall discharge the Trustee for such payments. If the Trustee shall at any time be of the opinion that any payments being so made are not being used for the benefit of a beneficiary then the Trustee may discontinue future payments for the use and benefit of a beneficiary in such manner as the Trustee deems will best serve the beneficiary's interests.

- B. NON-ANTICIPATION. Neither the income nor the principal of this Trust, shall be subject to anticipation, pledge, assignment, nor shall any beneficiary have power to charge or encumber any, nor shall any such interest be in any manner liable for, or subject to the debts, contracts, liabilities, engagements, torts or obligations of any beneficiary or claims against any beneficiary.
- C. OCCUPANCY OF RESIDENCE. In the event that the Trust or Trusts created hereunder contain any real estate suitable for occupancy by my wife, then during the term of such Trust or Trusts, the Trustee may permit such occupancy or use without charge to such persons in such manner as my from time to time in the opinion of the Trustee, best serve such person's needs without the necessity of turning said property into cash or gaining an income therefrom, and the Trustee may pay out of the income or principal of the Trust, the taxes, expenses of maintaining said property in suitable repair and condition, and premiums of insurance on said house, or such part thereof as the Trustee deems proper.
- D. TRUSTEE OBLIGATIONS. In making distributions for health, education and support, this includes the Trustee making allowances for any cultural activities, including but not limited to lessons for sports, music, flying, fine arts, or any other activity for which a child shows a particular interest. The decision from time to time of the Trustee with respect to the needs of each beneficiary shall be binding and conclusive on all persons. The Trustee also has discretion to invest the Trust property entirely in equities that produce little if any net income.

ITEM VII

Disclaimer

If my wife makes a qualified disclaimer (as defined in Section 2518 of the Internal Revenue Code of 1986, as amended), with respect to all or any portion of the interests in property given to her under any provision of my Will, or otherwise, then I direct that such disclaimed property interests be distributed to the Trustee of the Trust established in Item IV to be added to such Trust and held and distributed as if it had been an original part of that Trust. Such disclaimer shall not be considered as a disclaimer of any interest of my wife in the property added to the Trust under Item IV, except to the extent my wife disclaims with respect to the Trust under Item IV.

IN WITNESS WHEREOF, I hereby set my hand this _____.

We, the undersigned, certify that _____ signed the foregoing instrument, consisting of ten (10) pages, including this page, on the date and year indicated, in our sight and presence, declaring the same to be his Last Will and Testament, and requesting us to sign our names thereon as attesting witnesses thereto, which we now do, in his sight and presence, and in the sight and presence of each other, believing said Testator be over the age of eighteen (18) years and of sound and disposing mind and memory, under no coercion, compulsion or restraint, and competent to devise his property.

WITNESS _____

ADDRESS

WITNESS

ADDRESS

ACKNOWLEDGMENT AND VERIFICATION OF WILL

UNDER THE PENALTIES FOR PERJURY, we, the undersigned Testator and the undersigned witnesses, respectively, whose names are signed to the attached or foregoing instrument declare:

- (1) That the Testator executed the instrument as his Last Will and Testament;
- (2) That, in the presence of the witnesses, Testator signed or acknowledged his signature already made;
- (3) That Testator executed the Will as his free and voluntary act for the purposes expressed in it;
- (4) That each of the witnesses, in the presence of the Testator and of each other, signed the Will as witnesses;
- (5) That the Testator was of sound mind; and
- (6) That the Testator was at the time eighteen (18) or more years of age.

DATE: _____

TESTATOR

WITNESS

WITNESS