



ATG TRUST C O M P A N Y

Provisions to be Included When ATG Trust Company is Serving as Directed Trustee for Investment Purposes

Definitions:

Excluded Fiduciary

Any fiduciary that by the trust instrument is directed to act in accordance with the exercise of specified powers by a directing party, in which case the specified powers are deemed granted not to the fiduciary but to the directing party and the fiduciary is deemed excluded from exercising the specified powers. If a trust instrument provides that a fiduciary as to one or more specified matters is to act, omit action, or make decisions only with the consent of a directing party, then the fiduciary is an excluded fiduciary with respect to the matters. Notwithstanding any provision of this Section, a person does not fail to qualify as an excluded fiduciary solely by reason of having effectuated, participated in, or consented to a transaction, including, but not limited to, any transaction described in Section 111 or 411 or Article 12 invoking this Section with respect to any new or existing trust.

Fiduciary

Any person expressly given one or more fiduciary duties by the trust instrument, including, but not limited to, a trustee.

Investment Trust Advisor

Any one or more persons given authority by the trust instrument to direct, consent to, veto, or otherwise exercise all or any portion of the investment powers of the trust.

Power

The authority to take or withhold an action or decision, including, but not limited to, an expressly specified power, the implied power necessary to exercise a specified power, and authority inherent in a general grant of discretion.

Powers of Investment Trust Advisor:

The powers of an investment trust advisor may be exercised or not exercised in the sole and absolute discretion of the investment trust advisor, and are binding on all other persons, including, but not limited to, each beneficiary, fiduciary, excluded fiduciary, and any other party having an interest in the trust. The investment trust advisor has the authority to:

- (1) direct the trustee with respect to the retention, purchase, transfer, assignment, sale, or encumbrance of trust property and the investment and reinvestment of principal and income of the trust;
- (2) direct the trustee with respect to all management, control, and voting powers related directly or indirectly to trust assets, including, but not limited to, voting proxies for securities held in trust;
- (3) select and determine reasonable compensation of one or more advisors, managers, consultants, or counselors, including the trustee, and to delegate to them any of the powers of the investment trust advisor in accordance with Section 807; and
- (4) determine the frequency and methodology for valuing any asset for which there is no readily available market value.

Duty and Liability of Investment Trust Advisor:

An Investment Trust Advisor is a fiduciary of the trust subject to the same duties and standards applicable to a trustee of this trust.

Reliance on Counsel:

An excluded fiduciary may, but is not required to, obtain and rely upon an opinion of counsel on any matter relevant to this Section.

Duty and Liability of Excluded Fiduciary:

The excluded fiduciary shall act in accordance with the trust instrument and comply with the directing party's exercise of the powers granted to the directing party by the trust instrument. An excluded fiduciary has no duty to monitor, review, inquire, investigate, recommend, evaluate, or warn with respect to a directing party's exercise or failure to exercise any power granted to the directing party by the trust instrument, including, but not limited to, any power related to the acquisition, disposition, retention, management, or valuation of any asset or investment. Except as otherwise provided in this Section, an excluded fiduciary is not liable, either individually or as a fiduciary, for any action, inaction, consent, or failure to consent by a directing party, including, but not limited to, any of the following:

- (1) if a trust instrument provides that an excluded fiduciary is to follow the direction of a directing party, and such excluded fiduciary acts in accordance with such a direction, then except in cases of willful misconduct on the part of the excluded fiduciary in complying with the direction of the directing party, the excluded fiduciary is not liable for any loss resulting directly or indirectly from following any such direction, including but not limited to compliance regarding the valuation of assets for which there is no readily available market value;
- (2) if a trust instrument provides that an excluded fiduciary is to act or omit to act only with the consent of a directing party, then except in cases of willful misconduct on the part of the excluded fiduciary, the excluded fiduciary is not liable for any loss resulting directly or indirectly from any act taken or omitted as a result of such directing party's failure to provide such consent after having been asked to do so by the excluded fiduciary; or
- (3) if an excluded fiduciary is required to assume the role or responsibilities of a directing party, or if the excluded fiduciary appoints a directing party or successor to a directing party other than in a nonjudicial settlement agreement under Section 111 or in a second trust under Article 12, then the excluded fiduciary shall also assume the same fiduciary and other duties and standards that applied to such directing party.

Duty to Inform Excluded Fiduciary:

Each directing party shall keep the excluded fiduciary and any other directing party reasonably informed regarding the administration of the trust with respect to any specific duty or function being performed by the directing party to the extent that the duty or function would normally be performed by the excluded fiduciary or to the extent that providing such information to the excluded fiduciary or other directing party is reasonably necessary for the excluded fiduciary or other directing party to perform its duties, and the directing party shall provide such information as reasonably requested by the excluded fiduciary or other directing party. Neither the performance nor the failure to perform of a directing party's duty to inform as provided in this subsection affects whatsoever the limitation on the liability of the excluded fiduciary as provided in this Section.

Duty to Inform Others:

A directing party shall:

- (A) within 90 days after becoming a directing party, notify each qualified beneficiary of the acceptance and of the directing party's name, address, and telephone number, except that the notice requirement of this subdivision (A) does not apply with respect to a succession of a business entity by merger or consolidation with another business entity or by transfer between holding company affiliates if there is no change in the contact information for the directing party, in which case the successor entity has discretion to determine what timing and manner of notice is appropriate;
- (B) notify each qualified beneficiary in advance of any change in the rate of or the method of determining the directing party's compensation;
- (C) notify each qualified beneficiary of the directing party's resignation;
- (D) In the event of the incapacity, death, disqualification, or removal of any directing party, a directing party who continues acting as directing party following such an event shall notify each qualified beneficiary of the incapacity, death, disqualification, or removal of any other directing party within 90 days after the event.

Duty to Inform Other (continued):

(C) notify each qualified beneficiary of the directing party's resignation;

(D) In the event of the incapacity, death, disqualification, or removal of any directing party, a directing party who continues acting as directing party following such an event shall notify each qualified beneficiary of the incapacity, death, disqualification, or removal of any other directing party within 90 days after the event.

Reliance on Counsel:

An excluded fiduciary may, but is not required to, obtain and rely upon an opinion of counsel on any matter relevant to this Section.

Our trust officers are available to review trust documents to help determine if it has been drafted in a way in which ATG Trust has the ability to accept office. Contact our offices to schedule a meeting.