**Minutes of {{ alternate\_company\_name }}**

**(Establishment of Original Trust Discretionary Distribution Committee)**

Article Four, Section 4.06 of the {{ alternate\_company\_name }} (*“****Trust****”*) provides for the establishment of a *“****Distribution Advisor****”* for the purpose of separating Trust distribution decisions from the trustee’s other responsibilities. The {{ company\_name }} serves as trustee of the Trust (*“****Trustee****”* or, alternatively, the *“****PTC****”*).

The Trustee has been formed, as set forth in Trust Section 3.01, as a *“****Qualified Trustee****”* under W.S. §4-10-103(a)(xxxv). This has required the Trustee to register with the:

* Wyoming Secretary of State as a limited liability company; and
* Wyoming Banking Commission as an exempt entity in the provision of trustee services for one or more *“****family trusts****.”*

The Distribution Advisor, in this respect, has the exclusive authority to direct, consent to or disapprove distributions. This authority is broad and absolute; further, decisions made by the Distribution Advisor are not subject to review - except for willful neglect or misconduct or bad faith on the part of the Advisor. Once made, the Trustee may not resist any decision to make or to withhold any directed distribution. This authority has been conferred in a nonfiduciary capacity.

Article Six, Section 6.01 of the Trust provides, in relevant part, that the Distribution Adviser may direct the Trustee to distribute to any one or more lifetime beneficiaries as much of the net income and principal of the Trust as the Adviser may determine advisable in its sole and absolute discretion. This discretionary distribution power has been adopted in accordance with and shall be construed in accordance with W.S. §4-10-504. The subsections following this language allow for unequal distributions and mandate distributions be charged against trust corpus as a whole and not against an individual’s interest in keeping with W.S. 4-10-504(g), which provides that no beneficiary under the Trust has a property interest. No other distributions are permitted.

The Trust itself creates no guidelines other than this on distributions, but Wyoming law does follow the Restatement of Trusts, which with the 3rd iteration allows consideration of other sources of income and principal of a beneficiary as a part of a discretionary distribution decision and consultation with beneficiaries is also allowed.

Trust Section 4.07 appoints the Trustee as Distribution Advisor; however, Section 4.08 provides that no Grantor, as defined in the Trust, may serve as the Distribution Advisor at any time and further provides that no Distribution Advisor may be related or subordinate (as defined in IRC §672(c)) to either any Grantor or beneficiary at any time, the purpose of which is to provide compliance with IRS Notice 2008-63 (*“****Notice****”*). Further, the Trustee has determined that it is in the best interests of the Trust that the Distribution Advisor be “independent” from the Trust and its beneficiaries; accordingly, the Distribution Advisor has met this requirement.

The PTC operating agreement in Section 3.01 titled **“Purpose of the Company”** acknowledges that it was organized as a Wyoming Single Family Private Trust Company to serve one family, the family of the Members of the PTC; accordingly, the PTC has all fiduciary powers available to it under W.S. §§4-10-801 through 4-10-817, inclusive; however, it must be noted that these powers may be limited. As provided below, these powers are being limited by the actions set forth in these minutes.

The PTC operating agreement Section 8.07 titled **“Original Discretionary Distribution Committees”** limits the foregoing powers to comply with the Internal Revenue Code and the Treasury Regulations, notices, TAMS, PLRs and the like generated thereunder. The PTC is required to comply under this section with the Notice when, as in this instance, the Grantors intend to exclude assets from their transfer tax estate. Further, the PTC, in compliance with this mandate, must form a Discretionary Distribution Committee (*“DDC”*) and delegate to that committee the exclusive authority to make all decisions regarding discretionary distributions from the Trust.

The DDC may consist of {{ alternate\_company\_name }} family members and non-family members; however, no {{ alternate\_company\_name }} family member may serve on this committee if that family member or his or her spouse is either a Grantor or a beneficiary of the trust being served by the DDC. Further, no {{ alternate\_company\_name }} family member shall serve if any individual to whom that family member or his or her spouse owes a legal obligation of support is a beneficiary of the Trust. Family members are not allowed to enter into reciprocal agreements as to discretionary distribution decisions.

The DDC under Section 8.07 has the authority to amend the PTC’s governing documents to reflect changes in the law in order to continue complying with the intent of minimizing federal estate taxation under the Notice.

The operating agreement for the PTC under Article VIII, Section 8.07. has established the Original Discretionary Distribution Committee, hereinafter the *DDC*, with the members of the PTC serving as its initial members.

The PTC, based upon and subject to the foregoing, hereby creates and populates the DDC for the Trust as of the effective date of the Trust as follows:

* All existing DDC members hereby resign on conclusion of this meeting as acknowledged by their signatures below;
* The DDC shall have exclusive authority to make all decisions regarding discretionary distributions from the Trust;
* Only an “independent person” may serve on the DDC, which term means only those individuals who are not a Grantor or current beneficiary of the Trust, and who are not a related or subordinate party, as defined in IRC §672(c), as to any Grantor or beneficiary of the Trust;
* {{ alternate\_company\_name }} family members may not attend DDC meetings in which discretionary distribution decisions are made;
* Minutes of these meetings must document the individuals present and how the discretionary distribution decisions were decided;
* The PTC, as noted by the signature of all members of the PTC below, may not change the governing provisions regarding the DDC; and
* An attorney representative of Wyoming Asset Protection Attorney, LLC shall serve by unanimous consent to all actions implemented by the DDC.

{{ company\_name }}

*{{ signature }}*

Name: {{ signature }}

Title: Manager