**Acceptance of Appointment**

**(Discretionary Distribution Committee)**

{{ company\_name }} (the ***“Trustee”***) has been:

* organized as a close Wyoming limited liability company with the Wyoming Secretary of State;
* registered as a *“private family trust company”* with the Banking Commission in and for the State of Wyoming to serve as a trustee for one or more family trusts organized under Wyoming law; and
* appointed to serve as Trustee for {{ alternate\_company\_name }} (the ***“Trust”***).

The Trustee has, under the authority granted by the instrument establishing the Trust, established for the Trust a “***Discretionary Distribution Committee****”*to serve as ***“Distribution Advisor,”*** the purpose of which is to separate Trust distribution decisions from the Trustee’s other responsibilities (*“****Appointment****”*).

The Trustee hereby irrevocably appoints Wyoming Asset Protection Attorney, LLC, a Wyoming Limited Liability Company (***“WAPA”***), to act as the Discretionary Distribution Committee for the Trust and as such, to serve as its Distribution Advisor. WAPA shall be the exclusive Distribution Advisor to the Trust and shall serve in a non-fiduciary capacity.

WAPA affirms the following:

* WAPA is not the Trust grantor;
* WAPA is an *“independent person”* and is not and has not been related or subordinate (as defined in IRC §672(c)) to any grantor or beneficiary and is, therefore, in compliance with IRS Notice 2008-63.
* WAPA is not a “*family member*,” as defined in the Wyoming Chartered Family Trust Company Act, who will benefit from the Trust, nor is WAPA the spouse of a family member who owes a legal obligation of support to a beneficiary of the Trust.

WAPA hereby accepts its Appointment as sole Distribution Advisor on the Discretionary Distribution Committee of the Trust. The Appointment is predicated on the following:

* The Distribution Advisor has the exclusive authority to direct, consent to or disapprove distributions.
* The Distribution Advisor’s 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 the Distribution Advisor has directed a distribution, the Trustee may not resist any decision to make or to withhold the distribution.
* The Distribution Advisor’s authority has been conferred in a nonfiduciary capacity.
* 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 Distribution 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 Distribution Advisor may direct 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.
* Other than a distribution as described in the foregoing, no other distributions are permitted.
* The Trust itself creates no distribution guidelines other than the foregoing, 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.

The Distribution Advisor will carry out its duties as follows:

* Beneficiaries of the Trust shall submit a signed distribution request (*“****Request****”*) to the Discretionary Distribution Committee in a form specified by the Distribution Advisor.
* Each Request shall contain a brief description of the beneficiary’s needs and how the distribution will meet the beneficiary’s need.
* The beneficiary shall separately list on the Request the amount needed in each of the following areas: health, education, maintenance, and support.
* An attorney representative of the Distribution Advisor shall convene a meeting of the Discretionary Distribution Committee to review the Request.
* The Distribution Advisor shall prepare and deliver to the Trustee on behalf of the Trust minutes of the meeting whether the Request was approved or denied and, if applicable directing the Trustee to make a distribution to a Trust beneficiary.
* The Trustee shall be responsible for advising the beneficiary of the approval or denial of the Request and, if applicable, making the distribution.

The Trustee agrees that WAPA has not been engaged to represent the Trust, the Trustee, beneficiaries, or any other party generally, but rather, that the scope of representation is limited to serving as the Distribution Advisor as specified above.

The parties expressly agree that the Trustee may not terminate WAPA’s Appointment as Distribution Advisor and that WAPA shall have the right to resign as Distribution Advisor at any time for any reason or for no reason at all.

The Trustee on behalf of the Trust and WAPA agree to the terms of the Appointment as noted by their signature below.

WAPA Law Group, P.C.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  {{ today }}

Mark Pierce Date

Title: Partner

***{{ company\_name }}:***

By: {{ signature }}

Name: {{ signature }}  
Title: Manager