DE 1931
Commonwealth
TRUST COMPANY

Solvency Letter

Date:

[Please address this letter to your attorney]

RE: [NAME OF TRUST]

Dear [Name of Attorney]:

This letter is written to you in connection with the creation by me of the captioned trust (the "Trust") to be created after delivery of this letter.

I am aware that under certain circumstances assets held in the Trust may be reached by a creditor of mine. To the extent I deemed advisable, I have obtained advice from you and others concerning the circumstances under which assets held in the Trust may not be reached by creditors of mine. However, I acknowledge that I have not obtained or relied on any advice from Commonwealth Trust Company in connection with the Trust or any transfer to the Trust, including but not limited to the fraudulent transfer laws or laws of similar import in any jurisdiction. I affirm that I will not seek or rely on any such advice from Commonwealth Trust Company.

I have full right, title and authority to transfer the assets to the Trust.

I have no intent to hinder, delay or defraud any creditor of mine in connection with the transfer of assets to the Trust or otherwise.

I am not now engaged in, nor do I have any intent or plan to engage in, any business or transaction for which my assets remaining after the completion of my intended transfer of assets to the Trust would be unreasonably small in relation to the business or transaction.

I do not intend to incur, nor do I have any belief or reason to believe that I will incur, any debt or debts beyond my ability to pay when due.

I am not presently involved in, nor am I aware of, any litigation or any administrative proceeding in which any person is directly or indirectly seeking damages against me nor, to the best of my knowledge, is any such litigation or proceeding threatened.

Upon the completion of my intended transfer of assets to the Trust, I will not have made a transfer to the Trust of substantially all of my assets.

I have no intent to abscond.

No part of my intent in creating the Trust is to conceal assets.

At the time of the transfer of the assets to the Trust, I am not currently in default of a child support obligation by more than 30 days.

The assets being transferred to the Trust have not been derived from unlawful activities.

I do not contemplate filing relief under the provisions of 11 USC (Bankruptcy Code).

I am not currently insolvent.

Following the completion of my intended transfer of assets to the Trust, I will remain solvent and the value of my assets will substantially exceed my debts and, to the best of my knowledge, I will remain able to pay my debts as they come due.

I do not anticipate incurring and have no reason to believe that I will incur any substantial new debt or debts following the completion of my intended transfer of assets to the Trust.

None of the assets that I intend to transfer to the Trust have been pledged or otherwise promised in satisfaction of any debt nor are any of those assets subject to any lien, encumbrance, or security interest of any type.

I have never been charged with or convicted of any crimes and to the best of my knowledge I am not under investigation by any local, state or federal authority.

Whenever in this letter I refer to "my assets," I mean all my assets except:

- Any asset of mine that is generally exempt under nonbankruptcy law except to the extent it is subject to a valid lien; and
- Any interest in property owned by my spouse and me as tenants by the entireties except to the extent such interest (i) is subject to process by a creditor holding a current claim against me or (ii) is subject to a valid lien.

Whenever in this letter I refer to a "creditor of mine" or "creditors of mine," I mean to include both my direct creditors and those creditors to whom I am, or may be, jointly and severally liable or indirectly liable such as, for example, those creditors to whom I am, or may be, liable on account of my status as a general partner in a partnership or guarantor of the debt of another.

Whenever in this letter I refer to "my debts" or a "debt" or "debts" of mine, I mean to include both my direct debts and those debts for which I am, or may be, jointly and severally liable or indirectly liable such as, for example, those debts for which I am, or may be, liable on account of my status as a general partner in a partnership or guarantor of the debt of another.

For purposes of the second paragraph of this letter, "Commonwealth Trust Company" shall mean Commonwealth Trust Company, of Wilmington, Delaware, its successors and assigns, and its past and present directors, officers, employees, and agents.

This letter is intended by me to be used by you in advising me. I also intend that each person now or hereafter serving as Trustee or Advisor for the Trust may rely upon this letter in agreeing to act as a fiduciary of the Trust. You, along with any Trustee of the Trust in its corporate and fiduciary capacities, may rely upon it for any purpose including for purposes of assisting in any defense in any legal proceeding that may be brought against you or your firm, the Trust, or the Trustee in its corporate or fiduciary capacity. I waive all claims to the attorney-client privilege or any other claim of confidentiality or privilege regarding this letter. I am accordingly furnishing a copy of this letter to the initial Trustee of the Trust.

Very truly yours

SUBSCRIBED AND SWORN
to before me this day
of , 20

Notary Public

cc: Commonwealth Trust Company