DE 1931
Commonwealth
TRUST COMPANY

Solvency Letter

Month Day, Year

[Attorney's Name]
[Attorney's Firm]
[Address]

Re: [Name of Trust]

Dear _____:

This letter is written to you in connection with the proposed appointment of Commonwealth Trust Company as successor Trustee of the **[Name of Trust]** (the "Trust"), which was created by me on _____.

I am aware that under certain circumstances assets held in the Trust may not be reached by my personal creditors. I was advised by you prior to the creation of the Trust that, subject to an applicable statute of limitations, a personal creditor of mine could reach assets held in the Trust if the creditor could prove that my transfer of assets to the Trust was a fraudulent transfer. I also understand that no assurance can be given that the law of Delaware would apply to the determination as to whether a transfer of assets to the Trust is a fraudulent transfer. Accordingly, to the extent I deemed advisable, I have consulted with counsel in other states, including my state of residence, regarding the laws pertaining to fraudulent transfers in those states. You have not advised me in any manner with respect to the fraudulent transfer laws, or laws of similar import, in any state.

At the time of the transfer of assets to the Trust:

- I had full right, title and authority to transfer the assets to the Trust.
- I had no intent to hinder, delay or defraud any creditor of mine in connection with the transfer of assets to the Trust or otherwise.
- I was not engaged in, nor did I have any intent or plan to engage in, any business or transaction for which my assets remaining after the completion of the transfer of assets to the Trust would be unreasonably small in relation to the business or transaction.
- I did not intend to incur, nor did I have any belief or reason to believe that I would incur, debts beyond my ability to pay when due.
- I was not involved in, nor was I aware of, any litigation or any administrative proceeding in which any person or entity was seeking, directly or indirectly, damages against me nor, to the best of my knowledge, was any such litigation or proceeding threatened.
- I did not make a transfer to the Trust of substantially all of my assets.
- I had no intent to abscond.
- No part of my intent was to conceal assets.
- I was not in default of a child support obligation by more than 30 days.
- I did not anticipate incurring and had no reason to believe that I would incur any substantial new debts following the completion of the transfer of assets to the Trust.

The assets that were transferred to the Trust were not derived from unlawful activities.

I do not contemplate, nor did I contemplate at the time of the transfer of assets to the Trust, filing relief under the provisions of 11 USC (Bankruptcy Code).

I am not currently insolvent, nor was I insolvent at the time of the 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. When I state that my assets will exceed my debts, I am referring to all of my property that is not encumbered by a valid lien except to the extent it is generally exempt under nonbankruptcy law, and except for property held in tenancies by the entireties when it is not subject to process by a creditor holding a claim against only one tenant.

None of the assets that were transferred to the Trust has been (i) pledged or otherwise promised in satisfaction of any debt or (ii) subject to any lien, encumbrance, or security interest of any type.

I am not aware of any pending or threatened litigation or other proceeding in which any person or entity is seeking, directly or indirectly, damages against the Trust or to have any transfer to the Trust set aside or rendered void.

Whenever in this letter I refer to my "creditors" or my "debts," I mean to include both my direct creditors and direct debts and those creditors to whom, and those debts for which, I am, or may be, jointly and severally liable or indirectly liable such as, for example, those creditors to whom, and 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.

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.

This letter is intended by me to be used by you in advising me. I also intend that each person or entity now or hereafter serving as Trustee of the Trust may rely upon this letter in agreeing to act as a Trustee of the Trust. You, along with any Trustee of the Trust, may rely upon this letter for any purpose including for purposes of assisting in any defense in any legal proceeding that may be brought against you or your firm, or Trust, or the Trustee. 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 Commonwealth Trust Company, the proposed successor Trustee of the Trust.

Very truly yours,

[Name of Grantor]
Grantor of the **[Name of Trust]**

SUBSCRIBED AND SWORN to before me
this ____ day of _____, 20

_____
Notary Public
cc: Commonwealth Trust Company