

**Simon L. Bernstein
7020 Lions Head Lane
Boca Raton, Florida 33496**

October 17, 2011

Wilmington Trust Company
Attn: Ms. Carece Rufe, CTFA
1100 North Market Street
Wilmington, DE 19890-0001

Re: Simon L. Bernstein Irrevocable Trust

Dear Ms. Rufe:

I am the settlor and the beneficiary of the above-referenced Trust of which Mr. William Stansbury is named as the Trust Protector. At the time that I established the Trust in 2008, I funded the Trust with my partnership interest in Bernstein Investments, LLLP, for asset protection purposes. Three years have passed since the establishment of the Trust and I am no longer in need of the protections afforded by the Trust. Whereas the primary purpose of the Trust is now obsolete, I formally request that you distribute the assets held by the Trust to my revocable trust and terminate the Simon L. Bernstein Irrevocable Trust immediately thereafter.

As was requested, I have enclosed a copy of the latest brokerage statement for Bernstein Family Investments, LLLP. If you have any questions regarding the distribution from the Trust or the Trust's termination, please do not hesitate to contact me.

Sincerely yours,

Simon L. Bernstein

Enc.

TS000089

Kimberly Moran

From: Diana Banks [diana@lifeinsuranceconcepts.com]
Sent: Thursday, October 20, 2011 5:06 PM
To: Kimberly Moran
Cc: Robert Spallina
Subject: RE: Simon L. Bernstein Irrevocable Trust
Attachments: Bernstein Statements June 2011-Sept 2011.pdf

Statement attached

Diana Banks - Vice President of Administration



Life Insurance Concepts
950 Peninsula Corporate Circle, Suite 3010
Boca Raton, FL 33487
Tel: 561.988.8984
Toll Free: 866.395.8984
Fax: 561.988.0833
Email: Diana@LifeInsuranceConcepts.com

www.LifeInsuranceConcepts.com

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From: Kimberly Moran [mailto:kmoran@tescherspallina.com]
Sent: Monday, October 17, 2011 10:02 AM
To: Diana Banks
Cc: Robert Spallina
Subject: Simon L. Bernstein Irrevocable Trust

Hi Diana –

Attached is the letter for Mr. Bernstein to sign and send to Wilmington Trust Company regarding distribution of the assets held by the above referenced trust.

Robert asked that you please send us the most recent statement for Bernstein Holdings, LLC.

If you have any questions, please do not hesitate to contact us.

Best regards,

10/21/2011

TS000117

Kimberly Moran, Legal Assistant
Tescher & Spallina, P.A.
4855 Technology Way, Suite 720
Boca Raton, FL 33431
Tel: (561) 997-7008
Fax: (561) 997-7308

Kimberly Moran

From: Kimberly Moran
Sent: Friday, October 21, 2011 2:54 PM
To: 'crufe@wilmingtontrust.com'
Cc: Robert Spallina
Subject: Simon L. Bernstein

Attachments: Bernstein ltr to Wilmington Trust Company dtd 10-17-11.pdf; Bernstein - JP Morgan stmt Sept 2011.pdf

Dear Ms. Rufe:

Attached is a letter signed by Simon L. Bernstein with regard to the distribution of the assets of the Simon L. Bernstein Irrevocable Trust, together with a copy of the most recent statement for the Bernstein Family Investments, LLLP account at JP Morgan.

If you have any questions, please do not hesitate to contact us.

Best regards,

Kimberly Moran, Legal Assistant
Tescher & Spallina, P.A.
4855 Technology Way, Suite 720
Boca Raton, FL 33431
Tel: (561) 997-7008
Fax: (561) 997-7308

Kimberly Moran

From: Kimberly Moran
Sent: Monday, October 17, 2011 10:02 AM
To: 'Diana Banks'
Cc: Robert Spallina
Subject: Simon L. Bernstein Irrevocable Trust
Attachments: Bernstein Itr to Wilmington Trust Company dtd 10-17-11.pdf

Hi Diana –

Attached is the letter for Mr. Bernstein to sign and send to Wilmington Trust Company regarding distribution of the assets held by the above referenced trust.

Robert asked that you please send us the most recent statement for Bernstein Holdings, LLC.

If you have any questions, please do not hesitate to contact us.

Best regards,

Kimberly Moran, Legal Assistant
Tescher & Spallina, P.A.
4855 Technology Way, Suite 720
Boca Raton, FL 33431
Tel: (561) 997-7008
Fax: (561) 997-7308

**Simon L. Bernstein
7020 Lions Head Lane
Boca Raton, Florida 33496**

October 17, 2011

Wilmington Trust Company
Attn: Ms. Carece Rufe, CTFA
1100 North Market Street
Wilmington, DE 19890-0001

Re: Simon L. Bernstein Irrevocable Trust

Dear Ms. Rufe:

I am the settlor and the beneficiary of the above-referenced Trust of which Mr. William Stansbury is named as the Trust Protector. At the time that I established the Trust in 2008, I funded the Trust with my partnership interest in Bernstein Investments, LLLP, for asset protection purposes. Three years have passed since the establishment of the Trust and I am no longer in need of the protections afforded by the Trust. Whereas the primary purpose of the Trust is now obsolete, I formally request that you distribute the assets held by the Trust to my revocable trust and terminate the Simon L. Bernstein Irrevocable Trust immediately thereafter.

As was requested, I have enclosed a copy of the latest brokerage statement for Bernstein Family Investments, LLLP. If you have any questions regarding the distribution from the Trust or the Trust's termination, please do not hesitate to contact me.

Sincerely yours,

Simon L. Bernstein

Enc.

TS000121

Simon L. Bernstein
7020 Lions Head Lane
Boca Raton, Florida 33496

August 26, 2011

Wilmington Trust Company
ATTN: Ms. Carece Rufe, CTFA
1100 North Market Street
Wilmington, DE 19890-0001

RE: Simon L. Bernstein Irrevocable Trust

Dear Ms. Rufe:

I am the settlor and the beneficiary of the above-referenced Trust of which Mr. William Stansbury is named as the Trust Protector. At the time that I established the Trust in 2008, I funded the Trust with my partnership interest in Bernstein Family Investments, LLLP, for asset protection purposes. Three years have passed since the establishment of the Trust and I am no longer in need of the protections afforded by the Trust. Whereas the primary purpose of the Trust is now obsolete, I formally request that you distribute the assets held by the Trust to my revocable trust and terminate the Simon L. Bernstein Irrevocable Trust immediately thereafter.

As was requested, I have enclosed a copy of the latest brokerage statement for Bernstein Family Investments, LLLP. If you have any questions regarding the distribution from the Trust or the Trust's termination, please do not hesitate to contact me.

Sincerely yours,

SIMON L. BERNSTEIN

Encl.



- ask Diana or Rachel
Need most recent
LLC Stmt
- retyp HR & send to
Simon Bernstein

TS000122



WILMINGTON
TRUST

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

June 29, 2011

William E. Stansbury
6920 Capiro Lane
Boynton Lane, FL 33437

RE: Simon L. Bernstein Irrevocable Trust

Dear Mr. Stansbury:

In the past year, I took over the administration of the above referenced trust. I am contacting you because you are currently named as the Trust Protector of Mr. Bernstein's Delaware Asset Protection Trust. I am concerned because I have tried on several occasions to contact Mr. Bernstein to no avail. As Trustee there are a few outstanding items that we require to continue to serve as Trustee. Would you be able to help me get in contact with Mr. Bernstein to resolve the outstanding items? Any help that you could provide would be greatly appreciated.

If you need additional information, please do not hesitate to ask. All of my contact information is below.

Kind Regards,

Ms. Carece Rufe, CTFA
Fiduciary Advisor
Wealth Advisory Services
crufe@wilmingtontrust.com
302-651-8248

TS000123

Robert Spallina

From: margaret.brown@bakerbotts.com
Sent: Monday, April 26, 2010 4:22 PM
To: Robert Spallina
Cc: S.Loomis-Price@bakerbotts.com; JCoker@fits-inc.com
Subject: Bernstein/Friedstein/Simon/Iantoni Trusts

Hi, Robert -

Could you please call my colleague, Stephanie Loomis-Price, at 713-229-1801 or me to let us know the status of the proceedings for the appointment of a successor trustee for the various Bernstein/Friedstein/Simon/Iantoni Trusts?

Thank you so much -

Maggie Brown
713-229-1987

IRS Circular 230 Disclaimer: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

**WILMINGTON
FUNDS**



MONEY MARKET FUNDS

PRIME MONEY MARKET
U.S. GOVERNMENT MONEY MARKET
TAX-EXEMPT MONEY MARKET

Institutional Shares

Prospectus
November 1, 2007

**WILMINGTON PRIME MONEY
MARKET FUND**

**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**

**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

**of WT Mutual Fund
Institutional Shares**

PROSPECTUS DATED NOVEMBER 1, 2007

This prospectus gives vital information about these money market mutual funds, including information on investment policies, risks and fees. For your own benefit and protection, please read it before you invest, and keep it on hand for future reference.

Please note that these Funds:

- are not bank deposits
- are not obligations of, or guaranteed or endorsed by Wilmington Trust Company or any of its affiliates
- are not federally insured
- are not obligations of, or guaranteed or endorsed or otherwise supported by the U.S. Government, the Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve Board or any other governmental agency
- are not guaranteed to achieve their goal(s)
- may not be able to maintain a stable \$1.00 share price.

These securities have not been approved or disapproved by the Securities and Exchange Commission nor has the Securities and Exchange Commission determined whether this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

TABLE OF CONTENTS

A look at the goals, strategies, risks and expenses of each Fund.

FUND DESCRIPTIONS

Summary	1
Performance Information	3
Fees and Expenses	6
Example	6
Investment Objective	7
Principal Investment Strategies ..	7
Additional Risk Information ...	9
Financial Highlights	10

Details about the service providers.

MANAGEMENT OF THE FUNDS

Investment Adviser	13
Service Providers	14

Policies and instructions for opening, maintaining and closing an account in any of the Funds.

SHAREHOLDER INFORMATION

Pricing of Shares	15
Purchase of Shares	15
Redemption of Shares	18
Frequent Purchases and Redemptions	20
Exchange of Shares	21
Distributions	22
Taxes	22

Details on the Funds' share classes.

DISTRIBUTION ARRANGEMENTS

Share Classes	24
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FOR MORE INFORMATION 25

**WILMINGTON PRIME
MONEY MARKET FUND**
**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**
**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

Institutional Shares

FUND DESCRIPTIONS

SUMMARY

Investment Objective	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund and Wilmington U.S. Government Money Market Fund each seeks high current income, while preserving capital and liquidity.• The Wilmington Tax-Exempt Money Market Fund seeks high current interest income exempt from Federal income taxes while preserving principal.
Investment Focus	<ul style="list-style-type: none">• Money market instruments
Share Price Volatility	<ul style="list-style-type: none">• Each Fund will strive to maintain a stable \$1.00 share price.
Principal Investment Strategies	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund invests in money market instruments, including bank obligations, high quality commercial paper and U.S. Government obligations.• The Wilmington U.S. Government Money Market Fund invests at least 80% of its assets in U.S. Government obligations and repurchase agreements collateralized by such obligations.• The Wilmington Tax-Exempt Money Market Fund invests in high quality municipal obligations, municipal bonds and other instruments exempt from Federal income tax.• In selecting securities for a Fund, the investment adviser seeks current income, liquidity and safety of principal. The investment adviser may sell securities if the securities are downgraded to a lower ratings category.

- The **Wilmington Prime Money Market Fund** and the **Wilmington Tax-Exempt Money Market Fund** may each invest more than 25% of its total assets in the obligations of banks, finance companies and utilities. The **Wilmington U.S. Government Money Market Fund** may invest up to 20% of its total assets in the obligations of banks, finance companies and utilities.

Principal Risks	<p>The Funds are subject to the risks summarized below, which are further described under "Additional Risk Information."</p> <ul style="list-style-type: none">• An investment in a Fund is not a deposit of Wilmington Trust Company or any of its affiliates and is not insured or guaranteed by the FDIC or any other government agency. Although each Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a Fund.• The obligations in which the Funds invest are subject to credit risk and interest rate risk. Typically, when interest rates rise, the market prices of debt securities go down. Securities issued by government sponsored entities are not insured or guaranteed by the U.S. Government.• The performance of a Fund will depend on whether or not the investment adviser is successful in pursuing its investment strategy.
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Investor Profile • Conservative

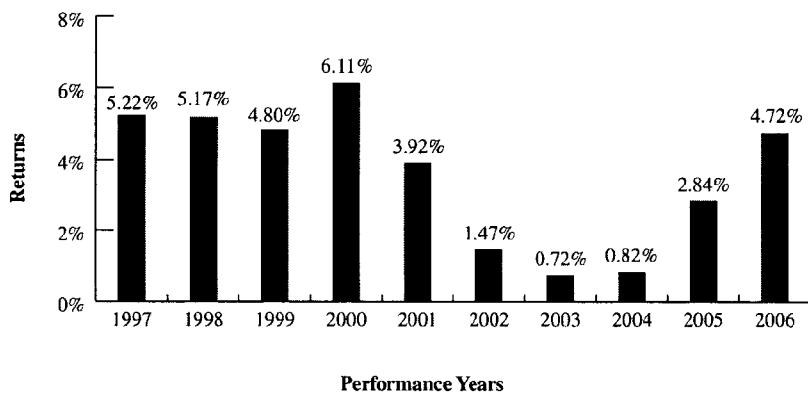
PERFORMANCE INFORMATION

Wilmington Prime Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Calendar Year-to-Date Total Return as of September 30, 2007: 3.77%

Best Quarter

1.57%
(December 31, 2000)

Worst Quarter

0.12%
(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

Prime Money Market Fund — Institutional Shares

1 Year

5 Years

10 Years

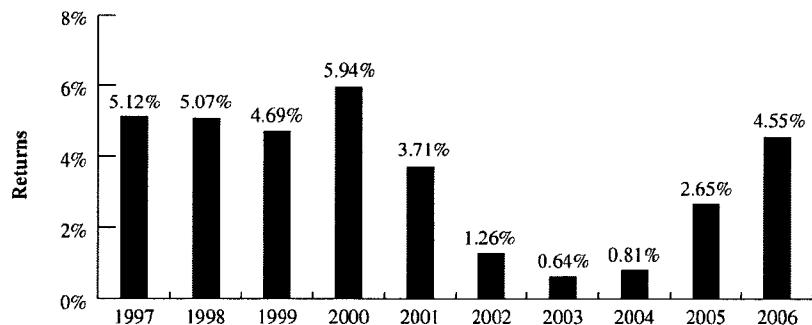
4.72% 2.10% 3.56%

Wilmington U.S. Government Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 3.66%

Best Quarter

1.54%

(December 31, 2000)

Worst Quarter

0.13%

(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

U.S. Government Money Market Fund —
Institutional Shares

1 Year 5 Years 10 Years

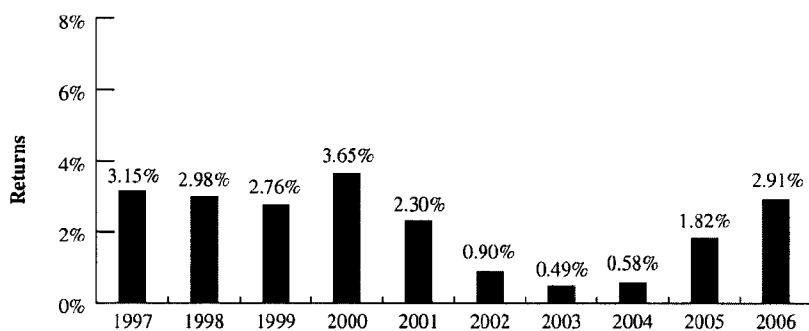
4.55% 1.97% 3.43%

Wilmington Tax-Exempt Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 2.39%

Best Quarter

0.96%

(December 31, 2000)

Worst Quarter

0.09%

(September 30, 2003)

Average Annual Total Returns as of December 31, 2006

1 Year

5 Years

10 Years

Tax-Exempt Money Market Fund —
Institutional Shares

2.91%

1.33%

2.15%

You may call (800) 336-9970 to obtain a Fund's current 7-day yield.

FEES AND EXPENSES

The table below shows the fees and expenses that you may pay if you buy and hold Institutional Shares of a Fund. No sales charges or other fees are paid directly from your investment.

Annual Fund Operating Expenses (expenses that are deducted from Fund assets):

	<i>Prime Money Market Fund</i>	<i>U.S. Government Money Market Fund</i>	<i>Tax-Exempt Money Market Fund</i>
Management fees	0.32%	0.37%	0.37%
Distribution (Rule 12b-1) fees	None	None	None
Other expenses	0.09%	0.12%	0.15%
Total Annual Fund Operating Expenses	0.41%	0.49%	0.52%

EXAMPLE

This Example is intended to help you compare the cost of investing in Institutional Shares of each Fund with the cost of investing in other mutual funds. The Examples below show what you would pay if you invested \$10,000 over the various time periods indicated. The Example assumes that:

- you reinvested all dividends;
- the average annual return was 5%;
- the Fund's total operating expenses are charged and remain the same over the time periods; and
- you redeemed all of your investment at the end of each time period.

Although your actual cost may be higher or lower, based on these assumptions your costs would be:

Institutional Shares	<i>1 Year</i>	<i>3 Years</i>	<i>5 Years</i>	<i>10 Years</i>
Prime Money Market Fund	\$42	\$132	\$230	\$518
U.S. Government Money Market Fund	\$50	\$157	\$274	\$616
Tax-Exempt Money Market Fund	\$53	\$167	\$291	\$653

The above example of Institutional Shares is for comparison purposes only and is not a representation of a Fund's actual expenses and returns, either past or future.

INVESTMENT OBJECTIVE

The **Wilmington Prime Money Market Fund** and the **Wilmington U.S. Government Money Market Fund** each seeks a high level of current income consistent with the preservation of capital and liquidity. The **Wilmington Tax-Exempt Money Market Fund** seeks as high a level of interest income exempt from Federal income tax as is consistent with preservation of principal.

The investment objective for each Fund may not be changed without shareholder approval. Each Fund is a money market fund and intends to maintain a stable \$1.00 share price, although this may not be possible under certain circumstances. There can be no guarantee that any Fund will achieve its investment objective.

PRINCIPAL INVESTMENT STRATEGIES

The **Wilmington Prime Money Market Fund** invests in:

- U.S. dollar-denominated obligations of major U.S. and foreign banks and their branches located outside of the United States, of U.S. branches of foreign banks, of foreign branches of foreign banks, of U.S. agencies of foreign banks and wholly-owned banking subsidiaries of foreign banks;
- commercial paper rated, at the time of purchase, in the highest category of short-term debt ratings of any two nationally recognized statistical rating organizations ("NRSRO") such as Standard & Poor's Corporation ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch IBCA ("Fitch");

- corporate obligations having a remaining maturity of 397 calendar days or less, issued by corporations having outstanding comparable obligations that are (a) rated in the two highest categories of any two NRSROs or (b) rated no lower than the two highest long-term debt ratings categories by any NRSRO;
- U.S. Government obligations (as described below);
- high quality municipal securities; and
- repurchase agreements that are fully collateralized by U.S. Government obligations.

The **Wilmington U.S. Government Money Market Fund** invests at least 80% of its total assets in:

- U.S. Government obligations; and
- repurchase agreements that are fully collateralized by such obligations.

U.S. Government obligations are debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities. U.S. Government obligations include securities issued by government-sponsored entities, such as the Federal Home Loan Mortgage Corporation and Federal National Mortgage Association, which are not issued, insured or guaranteed by the U.S. Treasury or the U.S. Government. Instruments issued by such government-sponsored entities are supported only by the credit of the issuing entity. If an issuer that is not insured or guaranteed by the U.S. Treasury or U.S. Government fails to meet its commitments, the Fund would not be able to assert a claim against the United States.

The **Wilmington Tax-Exempt Money Market Fund** invests in:

- high quality municipal obligations and municipal bonds;
- floating and variable rate obligations;
- participation interests;
- high quality tax-exempt commercial paper; and
- high quality short-term municipal notes.

The Tax-Exempt Money Market Fund has adopted a policy that, under normal circumstances, at least 80% of its annual income will be exempt from Federal income tax. Additionally, at least 80% of its annual income will not be a tax preference item for purposes of the Federal alternative minimum tax.

High quality securities include those that (1) are rated in one of the two highest short-term rating categories by two NRSROs (or by one NRSRO if only one NRSRO has issued a rating), or (2), if unrated, are issued by an issuer with comparable outstanding debt that is rated or are otherwise unrated and determined by the investment adviser to be of comparable quality.

Each Fund also may invest in other securities, use other strategies and engage in other investment practices, which are described in detail in the Funds' Statement of Additional Information ("SAI"), available on the Funds' website at <http://www.wilmingtonfunds.com>.

ADDITIONAL RISK INFORMATION

The following is a list of certain risks that may apply to your investment in a Fund. Further information about investment risks is available in the Funds' SAI:

- **Credit Risk:** The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation.
- **Foreign Security Risk:** The risk of losses due to political, regulatory, economic, social or other uncontrollable forces in a foreign country.
- **Government Obligations Risk:** The risk that government-sponsored entities may default on a financial obligation, since their securities are not insured or guaranteed by the U.S. Treasury or the U.S. Government.
- **Interest Rate Risk:** The risk of market losses attributable to changes in interest rates. With fixed-rate securities, a rise in interest rates typically causes a fall in values, while a fall in rates typically causes a rise in values. The yield paid by a Fund will vary with changes in interest rates.
- **Market Risk:** The risk that the market value of a security may fluctuate, sometimes rapidly and unpredictably.
- **Prepayment Risk:** The risk that a debt security may be paid off and proceeds invested earlier than anticipated. Depending on market conditions, the new investments may or may not carry the same interest rate.

FINANCIAL HIGHLIGHTS

The financial highlights tables are intended to help you understand each Fund's financial performance for the past five years. Certain information reflects financial results for a single Institutional Share of a Fund. The total returns in the tables represent the rate that you would have earned (or lost) on an investment in Institutional Shares of a Fund (assuming reinvestment of all dividends and other distributions). Financial highlights have been audited by Ernst & Young LLP, whose report, along with each Fund's financial statements, is included in the Annual Report, which is available without charge on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

PRIME MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year ..	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Total Return	5.05%	3.82%	1.74%	0.58%	1.07%
Ratios (to Average Net Assets)/ Supplemental Data:^{1,2}					
Expenses	0.41%	0.51%	0.50%	0.53%	0.51%
Net investment income	4.94%	3.70%	1.65%	0.59%	1.10%
Net assets at the end of year (000 omitted)	\$24,400	\$11,986	\$ 6,683	\$14,105	\$28,937

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — Prime Money Market Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

U.S. GOVERNMENT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year ...	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Total Return	4.92%	3.66%	1.63%	0.53%	0.95%
Ratios (to Average Net Assets)/					
Supplemental Data: ^{1,2}					
Expenses	0.49%	0.61%	0.59%	0.58%	0.57%
Net investment income	4.79%	3.58%	1.44%	0.53%	0.93%
Net assets at the end of year (000 omitted).....	\$ 333	\$ 3,480	\$ 3,939	\$33,892	\$34,252

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — U.S. Government Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

TAX-EXEMPT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Investment Operations:					
Net investment income	0.03	0.02	0.01	— ¹	0.01
Distributions:					
From net investment income....	(0.03)	(0.02)	(0.01)	— ¹	(0.01)
Net Asset Value — End of Year ...	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Total Return	3.14%	2.39%	1.16%	0.41%	0.73%
Ratios (to Average Net Assets)/					
Supplemental Data:^{2,3}					
Expenses	0.52%	0.63%	0.64%	0.58%	0.57%
Net investment income	3.06%	2.30%	0.98%	0.42%	0.72%
Net assets at the end of year (000 omitted).....	\$ 793	\$13,210	\$13,084	\$46,990	\$23,382

¹ Less than \$0.01 per share.

² Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

³ For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I – Tax-Exempt Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

MANAGEMENT OF THE FUNDS

The Board of Trustees of WT Mutual Fund (the "Trust") supervises the management, activities and affairs of the Funds and has approved contracts with various organizations to provide, among other services, the day-to-day management required by a Fund and its shareholders.

INVESTMENT ADVISER

Rodney Square Management Corporation ("RSMC"), the Funds' investment adviser, is located at 1100 North Market Street, Wilmington, Delaware 19890. RSMC is a wholly owned subsidiary of Wilmington Trust Corporation, which is a publicly held financial services holding company. Wilmington Trust Investment Management, LLC ("WTIM"), 3455 Peachtree Road, Suite 2000, Atlanta, Georgia 30326, also a wholly owned subsidiary of Wilmington Trust Corporation and under common control with RSMC, provides certain investment services, information, advice, assistance and facilities and performs research, statistical and investment services pursuant to a sub-advisory agreement among the Trust, RSMC and WTIM. RSMC, subject to the general oversight of the Board of Trustees, has overall responsibility for directing the investments of each Fund in accordance with its investment objective, policies and limitations. RSMC provides its services exclusively to investment companies sponsored by it or its affiliates. As of September 30, 2007, RSMC had approximately \$7.9 billion in assets under management.

For the fiscal year ended June 30, 2007, RSMC received the following advisory fees as a percentage of each Fund's average daily net assets:

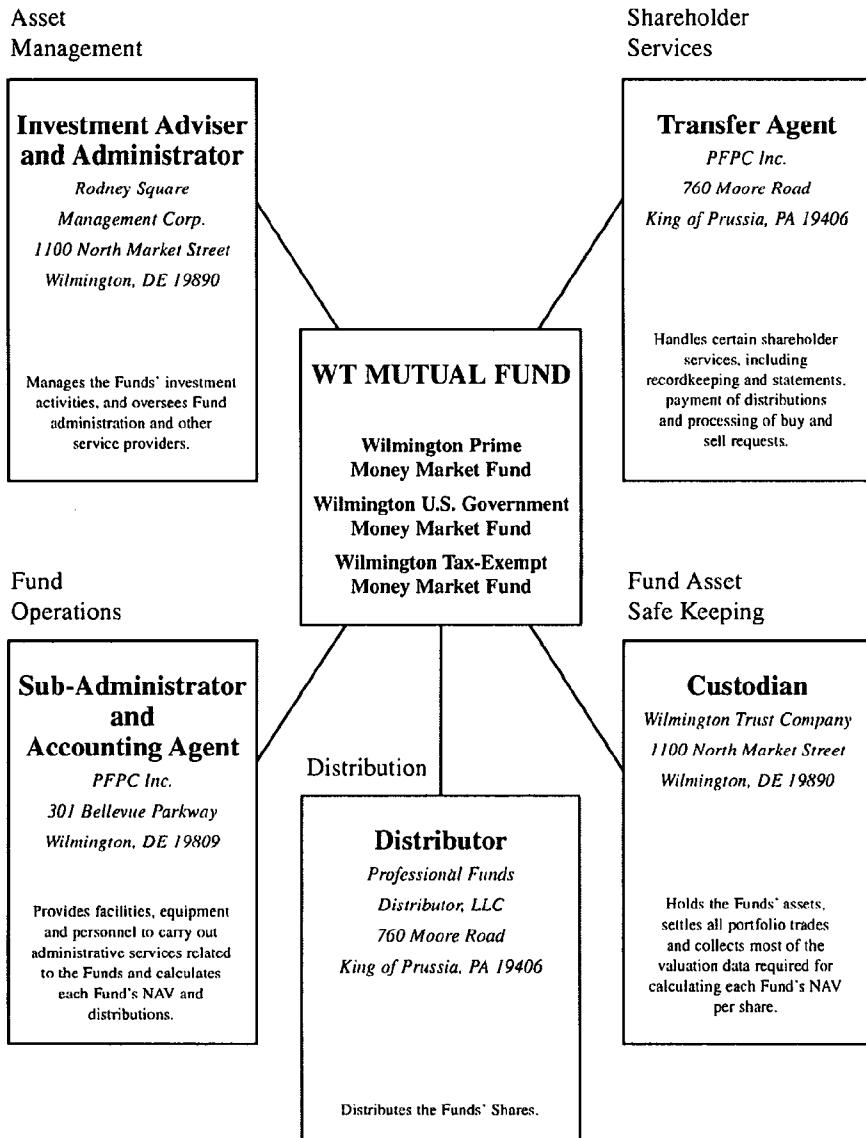
Prime Money Market Fund	0.32%
U.S. Government Money Market Fund	0.37%
Tax-Exempt Money Market Fund	0.37%

WTIM receives a sub-advisory fee from RSMC as agreed to from time to time with RSMC. Such fee paid to WTIM will not exceed the contractual amount of RSMC's fee.

A discussion of the basis for the Board of Trustees approval of the investment advisory and sub-advisory agreements for each of the Funds is included in the semi-annual report to shareholders for the period ended December 31.

SERVICE PROVIDERS

The chart below provides information on the primary service providers.



SHAREHOLDER INFORMATION

PRICING OF SHARES

The price of each Fund's shares is based on the Fund's net asset value ("NAV"). Each Fund uses its best effort to maintain its \$1.00 constant share price and values its securities at amortized cost. This involves valuing a security initially at its cost and thereafter assuming a constant amortization to maturity of any discount or premium, regardless of fluctuating interest rates on the market value of the security. All cash, receivables and current payables are carried at their face value. Other assets, if any, are valued at fair value as determined in good faith by, or under the direction of, the Board of Trustees.

PFPC Inc. ("PFPC"), the Funds' sub-administrator and accounting agent, determines the NAV per share of the Tax-Exempt Money Market Fund as of 12:00 Noon Eastern time on each "business day" (i.e., a day that the New York Stock Exchange (the "Exchange") or the Federal Reserve Bank of Philadelphia and the transfer agent are open for business). PFPC determines the NAV per share of the Prime Money Market Fund and U.S. Government Money Market Fund as of 2:00 p.m. and 5:00 p.m. Eastern time on each business day. The NAV per share is calculated by adding the value of all securities and other assets in a Fund, deducting its liabilities and dividing the balance by the number of outstanding shares in that Fund. The price at which a purchase, redemption or exchange is effected is based on the next calculation of NAV after the order is received by an authorized financial institution or the transfer agent.

PURCHASE OF SHARES

Fund shares are offered on a continuous basis and are sold without any sales charges. The minimum initial investment in Institutional Shares of each Fund is \$5,000,000. This minimum initial investment amount has been waived for shareholders of the Funds on June 23, 2006, trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

You may purchase shares if you are a client of Wilmington Trust through your trust or corporate cash management accounts. You may also purchase shares of a Fund through a financial intermediary which may charge additional fees and may require higher minimum investments or impose other limitations on buying and selling shares. "Financial intermediaries" include brokers, dealers, banks (including

bank trust departments), insurance companies, investment advisers, financial advisers, financial planners, retirement or 401(k) plan administrators, their designated intermediaries, and any other firm having a selling, administration or similar agreement. If you purchase shares through a financial intermediary, that party is responsible for promptly transmitting orders and may have an earlier cut-off time for purchase and redemption requests. Purchase and redemption orders placed through a financial intermediary will be deemed to have been received and accepted by the Fund when the financial intermediary accepts the order. Customer orders will be priced at the Fund's NAV next computed after they are accepted by an authorized intermediary or its authorized designee. A financial intermediary may also designate another intermediary to accept purchase and redemption orders on the Fund's behalf. Consult your investment representative for specific information.

Networking and Sub-Transfer Agency Fees: The Fund may directly enter into agreements with financial intermediaries pursuant to which the Fund will pay the financial intermediary for services such as networking or sub-transfer agency, including the maintenance of "street name" or omnibus accounts and related sub-accounting, record-keeping and administrative services provided to such accounts. Payments made pursuant to such agreements are generally based on either (1) a percentage of the average daily net assets of clients serviced by such financial intermediary, or (2) the number of accounts serviced by such financial intermediary. Any payments made pursuant to such agreements are in addition to, rather than in lieu of, Rule 12b-1 or shareholder service fees the financial intermediary may also receive. From time to time, RSMC or its affiliates may pay a portion of the fees for networking or sub-transfer agency at its or their own expense and out of its or their legitimate profits. These payments may be material to financial intermediaries relative to other compensation paid by the Funds and/or the Distributor, RSMC and their affiliates. The payments described above may differ depending on the Fund and may vary from amounts paid to the Trust's transfer agent for providing similar services to other accounts. The financial intermediaries are not audited by the Funds, RSMC or its service providers to determine whether such intermediary is providing the services for which they are receiving such payments.

In order for a financial intermediary to purchase shares of a Fund for an omnibus account, in nominee name or on behalf of another person, the Trust will enter into a shareholder information agreement with such financial intermediary or its agent. This agreement requires each financial intermediary to provide the Funds access, upon request, to information about underlying shareholder transaction activity in these accounts. If a shareholder information agreement has not been entered into by a financial intermediary, such financial intermediary will be prohibited from purchasing Fund shares for an omnibus account, in nominee name or on behalf of another person.

By Mail: You may purchase shares by sending a check drawn on a U.S. bank payable to Wilmington Money Market Funds, indicating the name and class of the Fund, along with a completed application (included at the end of this prospectus). If a subsequent investment is being made, the check should also indicate your Fund account number. When you make purchases by check, each Fund may withhold payment on redemptions until it is reasonably satisfied that the funds are collected (which can take up to 10 days). If you purchase shares with a check that does not clear, your purchase will be canceled and you will be responsible for any loss or fees incurred in that transaction. Send the check and application to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Wire: You may purchase shares by wiring federal funds. Please call PFPC at (800) 336-9970 for instructions and to make specific arrangements before making a purchase by wire, and if making an initial purchase, to also obtain an account number.

Additional Information Regarding Purchases: For the Tax-Exempt Money Market Fund orders placed and payments which are received in or converted into federal funds by 12:00 Noon Eastern time will be accepted at the price determined at 12:00 Noon Eastern time. Your shares will begin to accrue dividends on that business day. If your order is placed and payments are received in or converted into federal funds for your account after 12:00 Noon Eastern time your shares will begin to accrue dividends on the following business day.

For both the Prime Money Market Fund and the U.S. Government Money Market Fund orders placed and payments which are received in or converted into federal funds by 2:00 p.m. Eastern time will be accepted at the price determined at 2:00 p.m. Eastern time. Orders placed and payments which are received or converted into federal funds after 2:00 p.m. and up to 5:00 p.m. will be accepted at the price determined at 5:00 p.m. In each case, shares purchased on or before 5:00 p.m. will receive the dividend declared on that business day. If your order is placed and payments are received in or converted into federal funds after 5:00 p.m. your shares will begin to accrue dividends on the following business day. Any purchase order may be rejected if a Fund determines that accepting the order would not be in the best interest of the Fund or its shareholders. It is the responsibility of Wilmington Trust or the financial intermediary to transmit orders for the purchase of shares by its customers to the transfer agent and to deliver required funds on a timely basis, in accordance with the procedures stated above.

REDEMPTION OF SHARES

You may sell your shares on any business day, as described below. Redemptions are effected at the NAV next determined after the transfer agent has received your redemption request. There is no fee when Fund shares are redeemed. It is the responsibility of Wilmington Trust or the financial intermediary to transmit redemption orders and credit their customers' accounts with redemption proceeds on a timely basis. Redemption checks are normally mailed on the next business day following receipt by the transfer agent of redemption instructions. Transmission of wires for redemption proceeds and eligibility with respect to dividends declared on the day of redemption are as follows (all times are Eastern time):

WILMINGTON TAX-EXEMPT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>		
	<i>On or Before 12:00 Noon</i>	<i>After 12:00 Noon</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	Yes

WILMINGTON PRIME MONEY MARKET FUND AND WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>			
	<i>On or Before 2:00 P.M.</i>	<i>After 2:00 P.M. and Up to 5:00 P.M.</i>	<i>After 5:00 P.M.</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	No	Yes

If you purchased your shares through an account at Wilmington Trust or through a financial intermediary, you should contact Wilmington Trust or the financial intermediary for information relating to redemptions. The Fund's name and your account number should accompany any redemption requests.

By Mail: If you redeem your shares by mail, you must submit written instructions accompanied with a medallion signature guarantee by a guarantor institution that is acceptable to the transfer agent, such as a domestic bank or trust company, broker, dealer, clearing agency or savings association, participating in a recognized signature guarantee program such as the Securities Transfer Agents Medallion Program (STAMP), Stock Exchanges Medallion Program (SEMP) and New York Stock Exchange, Inc. Medallion Signature Program (MSP). Signature guarantees that are not part of these programs will not be accepted.

Your written instructions must include the Fund name, your account number, your printed name, and your signature. You should mail your written instructions with a medallion signature guarantee to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Telephone: If you prefer to redeem your shares by telephone you may elect to do so. However there are risks. The Funds have implemented certain safeguards and procedures to confirm the identity of callers and to confirm that the instructions communicated are genuine. If such procedures are followed, you will bear the risk of any loss.

By Check: You may use the checkwriting option to redeem Fund shares by drawing a check for \$500 or more against a Fund account. When the check is presented for payment, a sufficient number of shares will be redeemed from your account to cover the amount of the check. This procedure enables you to continue receiving dividends on those shares until the check is presented for payment. Because the aggregate amount of Fund shares owned is likely to change each day, you should not attempt to redeem all shares held in your account by using the checkwriting procedure. Charges will be imposed for specially imprinted checks, business checks, copies of canceled checks, stop payment orders, checks returned due to "nonsufficient funds" and other returned checks. These charges will be paid by automatically redeeming an appropriate number of Fund shares. Each Fund and the transfer agent reserve the right to terminate or alter the checkwriting service at any time. The transfer agent also reserves the right to impose a service charge in connection with the checkwriting service. If you are interested in the checkwriting service, contact the transfer agent for further information. This service is generally not available for clients of Wilmington Trust through their trust or corporate cash management accounts, since it is already provided for these customers through Wilmington Trust. The service may also not be available for financial intermediary clients who are provided a similar service by those organizations.

Additional Information Regarding Redemptions: The processing of redemptions and the delivery of the proceeds may be delayed beyond the same or next business day. Among the reasons for this are days when the Exchange may be closed, when an emergency exists that makes it difficult to execute portfolio transactions or by the order of the Securities and Exchange Commission for the protection of Fund shareholders. Other events could cause a delay as well.

Redemption proceeds may be wired to your predesignated bank account in any commercial bank in the United States if the amount is \$1,000 or more. The receiving bank may charge a fee for this service. For amounts exceeding \$10,000, proceeds may be mailed to your bank.

In order to authorize the transfer agent to mail redemption proceeds to your Fund account address of record, complete the appropriate section of the Application for Telephone Redemption Option or include your Fund account address of record when you submit written instructions. You may change the account that you have designated to receive amounts redeemed at any time. Any request to change the account designated to receive redemption proceeds should be accompanied by a guarantee of your signature by an eligible institution. A signature and a medallion signature guarantee are required for each person in whose name the account is registered. Further documentation will be required to change the designated account when a corporation, other organization, trust, fiduciary or other institutional investor holds the Fund shares.

If the shares to be redeemed represent a recent investment made by a check, each Fund reserves the right not to send the redemption proceeds until it believes that the check has been collected (which could take up to 10 days).

Small Accounts: If the value of your Fund account falls below \$2,500,000, the Fund may ask you to increase your balance. If after 60 days the account value is still below \$2,500,000, your account may be closed and the proceeds sent to you. The Fund will not close your account if it falls below \$2,500,000 solely as a result of a reduction in your account's market value. The minimum account balance requirement may be waived for trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

FREQUENT PURCHASES AND REDEMPTIONS

Money market funds such as the Funds generally are used by investors for short-term investments, often in place of bank checking or savings accounts or for cash management purposes. Investors value the ability to add and withdraw their funds quickly, without restriction. For this reason, although the Trust discourages excessive

trading and other abusive trading practices, it has not adopted policies and procedures, or imposed redemption fees or other restrictions such as minimum holding periods, to deter frequent purchases and redemptions of the Funds' shares. The Trust also believes that money market funds, such as the Funds, are not targets of abusive trading practices, because money market funds seek to maintain a \$1.00 per share price and typically do not fluctuate in value based on market prices. However, frequent purchases and redemptions of the Funds' shares could increase the Funds' transaction costs, such as market spreads and custodial fees, and may interfere with the efficient management of the Funds, which could detract from their performance. Accordingly, the Funds reserve the right to refuse any purchase or exchange request. Other Wilmington Funds that are not money market mutual funds have adopted policies and procedures that are intended to discourage and prevent abusive trading practices in those mutual funds which may apply to exchanges from or into the Funds. If you plan to exchange your Fund shares for shares of another Wilmington Fund, please read the prospectus of that other fund for more information. Prospectuses for the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

EXCHANGE OF SHARES

You may exchange all or a portion of your shares in a Fund for Institutional Shares of the following funds ("Wilmington Funds"):

Wilmington Aggressive Asset Allocation Fund
Wilmington Moderate Asset Allocation Fund
Wilmington Conservative Asset Allocation Fund
Wilmington ETF Allocation Fund
Wilmington Prime Money Market Fund
Wilmington U.S. Government Money Market Fund
Wilmington Tax-Exempt Money Market Fund
Wilmington Short/Intermediate-Term Bond Fund
Wilmington Broad Market Bond Fund
Wilmington Municipal Bond Fund
Wilmington Large-Cap Core Fund
Wilmington Large-Cap Value Fund
Wilmington Large-Cap Growth Fund
Wilmington Small-Cap Core Fund
Wilmington Small Cap Value Fund
Wilmington Small Cap Growth Fund
Wilmington Multi-Manager Large-Cap Fund
Wilmington Multi-Manager Small-Cap Fund
Wilmington Multi-Manager International Fund

Wilmington Multi-Manager Real Asset Fund
Wilmington Fundamentally Weighted Large Company Fund
Wilmington Fundamentally Weighted Small Company Fund

Redemption of shares through an exchange will be effected at the NAV per share next determined after the transfer agent receives your request. A purchase of shares through an exchange will be effected at the NAV per share determined at that time or as next determined thereafter.

Exchange transactions will be subject to the minimum initial investment and other requirements of the Wilmington Fund into which the exchange is made. Unless a waiver of the minimum account balance has been granted, an exchange may not be made if the exchange would leave a balance of less than \$500 in a shareholder's account.

Prospectuses of the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970. To obtain more information about exchanges, or to place exchange orders, contact the transfer agent, or, if your shares are held in a trust account with Wilmington Trust or in an account with a financial intermediary, contact Wilmington Trust or the financial intermediary. The Wilmington Funds may terminate or modify the exchange offer described here and will give you 60 days notice of such termination or modification.

DISTRIBUTIONS

Distributions from the net investment income of each Fund are declared daily as a dividend and paid monthly to you. Any net capital gain realized by a Fund will be distributed annually.

All distributions are reinvested in additional shares, unless you elect to receive the distributions in cash. Shares become entitled to receive distributions on the day after the shares are issued.

TAXES

As long as a Fund meets the requirements for being a "regulated investment company," it pays no Federal income tax on the earnings and gains it distributes to shareholders. The Funds' distributions of net investment income (which include net short-term capital gains), whether received in cash or reinvested in additional Fund shares, are generally taxable to you as ordinary income. Each Fund will notify you following the end of the calendar year of the amount of dividends paid that year.

You will not recognize any gain or loss on the sale (redemption) or exchange of shares of a Fund so long as that Fund maintains a stable price of \$1.00 a share. Dividend distributions by the Tax-Exempt Money Market Fund of the excess of its interest income on tax-exempt securities over certain amounts disallowed as deductions (“exempt-interest dividends”) may be treated by you as interest excludable from your gross income. The Tax-Exempt Money Market Fund intends to distribute income that is exempt from Federal income tax, though it may invest a portion of its assets in securities that generate taxable income. Income exempt from Federal income tax may be subject to state and local income tax. Additionally, any capital gains distributed by the Tax-Exempt Money Market Fund may be taxable.

State and Local Income Taxes: You should consult your tax adviser concerning state and local taxes, which may have different consequences from those of the Federal income tax law.

This section is only a summary of some important income tax considerations that may affect your investment in a Fund. More information regarding those considerations appears in our SAI. You are urged to consult your tax adviser regarding the effects of an investment on your tax situation.

DISTRIBUTION ARRANGEMENTS

Professional Funds Distributor, LLC manages the Funds' distribution efforts and provides assistance and expertise in developing marketing plans and materials, enters into dealer agreements with broker-dealers to sell shares and provides shareholder support services, directly or through affiliates. The Funds do not charge any sales loads, deferred sales loads or other fees in connection with the purchase of shares.

SHARE CLASSES

The Funds issue Institutional and W Shares. The Prime Money Market Fund and the U.S. Government Money Market Fund also issue Service Shares. Each class of shares bears a pro-rata portion of the Fund's common expenses in addition to expenses directly attributable to that class. Institutional Shares are offered to retirement plans and other institutional investors. Service Shares are offered to investors who use a financial intermediary to process transactions and pay a Rule 12b-1 distribution fee and a shareholder service fee. Any investor may purchase W Shares which are subject to a shareholder service fee.

FOR MORE INFORMATION

FOR INVESTORS WHO WANT MORE INFORMATION ON THE FUNDS, THE FOLLOWING DOCUMENTS ARE AVAILABLE FREE UPON REQUEST:

Annual/Semi-Annual Reports: Additional information about the Funds' investments is available in the Funds' annual and semi-annual reports to shareholders. These reports contain performance data and information on the Funds' portfolio holdings and operating results for the most recently completed fiscal year or half-year. The annual report will also include a discussion of the market conditions and investment strategies that significantly affected each Fund's performance during its last fiscal year.

Statement of Additional Information (SAI): The SAI provides additional technical and legal descriptions of a Fund's policies, investment restrictions, risks, and business structure, including a description of the Funds' policies and procedures with respect to the disclosure of the Funds' securities holdings. The information in the SAI is incorporated into this prospectus by this reference.

Copies of these documents and answers to questions about the Funds may be obtained without charge by contacting:

WT Mutual Fund
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427
(800) 336-9970
9:00 a.m. to 5:00 p.m., Eastern time

The Funds' SAI, annual and semi-reports are accessible, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com>. Reports and information about the Funds (including the SAI and annual and semi-annual reports) also may be viewed or downloaded, free of charge, from the EDGAR database on the SEC's website at <http://www.sec.gov>. Such information can also be reviewed and copied at the Public Reference Room of the Securities and Exchange Commission in Washington, D.C. Copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the Public Reference Room of the SEC, Washington, D.C., 20549-0102. Information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 942-8090.

FOR MORE INFORMATION ON OPENING A NEW ACCOUNT, MAKING CHANGES TO EXISTING ACCOUNTS, PURCHASING, EXCHANGING OR REDEEMING SHARES, OR OTHER INVESTOR SERVICES, PLEASE CALL (800) 336-9970.

The investment company registration number is 811-08648.

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WILMINGTON
FUNDS
Money Market
Funds

11/07

INSTITUTIONAL SHARES

APPLICATION & NEW ACCOUNT REGISTRATION

INSTRUCTIONS: RETURN THIS COMPLETED FORM TO:
FOR WIRING INSTRUCTIONS OR WILMINGTON MONEY MARKET
FOR ASSISTANCE IN COMPLETING FUNDS — INSTITUTIONAL SHARES
THIS FORM CALL (800) 336-9970 C/O PFPC Inc.
P.O. Box 9828
PROVIDENCE, RI 02940

FUND SELECTION (\$5,000,000 MINIMUM)

- WILMINGTON PRIME MONEY MARKET FUND-(FSR 1) \$ _____
 WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND-(FSR 2) \$ _____
 WILMINGTON TAX-EXEMPT MONEY MARKET FUND-(FSR 3) \$ _____

TOTAL AMOUNT TO BE INVESTED \$ _____

____ By check. (Make payable to the applicable Fund.)

____ By wire. Call 1-800-336-9970 for Instructions.

____ Bank from which funds will be wired _____ wire date _____

ACCOUNT REGISTRATION

1. Individual

First Name MI Last Name Date of Birth*

1st Owner's Social Security Number*

2. Joint Tenancy

First Name MI Last Name Date of Birth*

("Joint Tenants with Rights of Survivorship" unless otherwise Specified)

Joint Owner's Social Security Number*

3. Gifts to Minors

Minor's Name Minor's Date of Birth* under the _____ State _____

Uniform
Gifts/
Transfers
to Minors
Act

Minor's Social Security Number*

4. Other Registration

Customer Date of Birth Customer Tax ID No.*

5. If Trust, Date of Trust Instrument:

As joint tenants use Lines 1 and 2; as custodian for a minor, use Lines 1 and 3.

In the name of a corporation, trust or other organization or any fiduciary capacity, use Line 4.

* Customer Tax Identification No.: (a) for an individual, joint tenants, or a custodial account under the Uniform Gifts/Transfers to Minors Act, supply the Social Security number of all of the registered account owners; (b) for a trust, a corporation, a partnership, an organization, a fiduciary, etc., supply the Employer Identification number of the legal entity or organization that will report income and/or gains.

MONEY-INST-APPL-11/07

TS000154

ADDRESS OF RECORD Must be a street address. If a post office box is preferred, please provide a mailing address on an additional sheet of paper.

Street _____

City _____

State _____

Zip Code _____

DISTRIBUTION OPTIONS — If these boxes are not checked, all distributions will be invested in additional shares.

Pay Cash for:

Income	Dividends	Other
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

WILMINGTON PRIME MONEY MARKET FUND

WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND

WILMINGTON TAX-EXEMPT MONEY MARKET FUND

CERTIFICATIONS AND SIGNATURE(S) — Please sign exactly as registered under "Account Registration."

I have received and read the Prospectus for the Wilmington Money Market Funds and agree to its terms; I am of legal age. I understand that the shares offered by this Prospectus are not deposits of, or guaranteed by, Wilmington Trust Company, or any other bank, nor are the shares insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other agency. I further understand that investment in these shares involves investment risks, including possible loss of principal. If a corporate customer, I certify that appropriate corporate resolutions authorizing investment in the Wilmington Money Market Funds have been duly adopted.

I hereby represent that I am not and am not acting on behalf of: (1) a foreign financial institution or foreign intermediary, (2) a non-U.S. person, or (3) a foreign political official;

OR CHECK BOX

I am making this investment for or on behalf of one or more non-U.S. persons or entities.

Under the Interest and Dividend Tax Compliance Act of 1983, the Funds are required to have the following certification:

Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. person (Including a U.S. resident alien).

Note: You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature _____ Date _____

Signature _____ Date _____

Joint Owner/Trustee

Check one: Owner Trustee Custodian Other _____

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

What this means for you: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

**WILMINGTON
FUNDS
Money Market
Funds**

11/07

INSTITUTIONAL SHARES

APPLICATION for TELEPHONE REDEMPTION OPTION

Telephone redemption permits redemption of Fund shares by telephone, with proceeds directed only to the Fund account address of record or to the bank account designated below. For investments by check, telephone redemption is available only after these shares have been on the Fund's books for 10 days.

This form is to be used to add or change the telephone redemption option on your account(s).

ACCOUNT INFORMATION

Fund Name(s): _____

Fund Account Number(s): _____

(Please provide if you are a current account holder:)

Registered in the Name(s) of: _____

Registered Address: _____

Note: If this form is not submitted together with the application, a corporate resolution must be included for accounts registered to other than an individual, a fiduciary or partnership.

REDEMPTION INSTRUCTIONS

Add Change

Check one or more:

- Mail proceeds to my Fund account address of record (must be \$10,000 or less and address must be established for a minimum of 60 days)
- Mail proceeds to my bank
- Wire proceeds to my bank (minimum \$1,000)
- All of the above

Telephone redemption by wire can be used only with financial institutions that are participants in the Federal Reserve Bank Wire System. If the financial institution you designate is not a Federal Reserve participant, telephone redemption proceeds will be mailed to the named financial institution. In either case, it may take a day or two, upon receipt for your financial institution to credit your bank account with the proceeds, depending on its internal crediting procedures.

MONEY-INST-APPL-11/07

BANK INFORMATION

Please complete the following information only if proceeds mailed/wired to your bank was selected. **A voided bank check must be attached to this application.**

Name of Bank _____

Bank Routing Transit # _____

Bank Address _____

City/State/Zip _____

Bank Account Number _____

Name(s) on Bank Account _____

AUTHORIZATIONS

By electing the telephone redemption option, I appoint the transfer agent my agent to redeem shares of any designated fund when so instructed by telephone. This power will continue if I am disabled or incapacitated. I understand that a request for telephone redemption may be made by anyone, but the proceeds will be sent only to the account address of record or to the bank listed above. Proceeds in excess of \$10,000 will only be sent to my predesignated bank. By signing below, I agree on behalf of myself, my assigns, and successors, not to hold the transfer agent and any of its affiliates, or any Fund responsible for acting under the powers I have given the transfer agent. I also agree that all account and registration information I have given will remain the same unless I instruct the transfer agent otherwise in a written form, including a signature guarantee. If I want to terminate this agreement, I will give the transfer agent at least ten days notice in writing. If the transfer agent or the Fund wants to terminate this agreement, they will give me at least ten days notice in writing.

All owners on the account must sign below and obtain signature guarantee(s).

Signature of Individual Owner

Signature of Joint Owner (if any)

Signature of Corporate Officer, Trustee or other — please include your title

You must have a signature(s) guaranteed by an eligible institution acceptable to the Fund's transfer agent, such as a bank or trust company, broker/dealer, clearing agency or savings association who are participants in a medallion program recognized by the Securities Transfer Association. A Notary Public is not an acceptable guarantor. For more information on signature guarantees, see "Redemption of Shares" in the prospectus.

SIGNATURE GUARANTEE(S) (stamp)

TRUSTEES

Nicholas A. Giordano
Chairman of the Board

Robert H. Arnold

Dr. Eric Brucker

Ted T. Cecala

Robert J. Christian

Louis Klein Jr.

John J. Quindlen

Mark A. Sargent

OFFICERS

Neil Wolfson
President & Chief Executive Officer

John J. Kelley
Vice President & Chief Financial Officer

Charles D. Curtis
Vice President & Treasurer

Edward W. Diffin Jr.
Vice President & Secretary

Anna M. Bencrowsky
Chief Compliance Officer

Joseph M. Fahey Jr.
Vice President

Clayton M. Albright
Vice President

CUSTODIAN

Wilmington Trust Company
1100 North Market Street, Wilmington, DE 19890

INVESTMENT ADVISER AND ADMINISTRATOR

Rodney Square Management Corporation
1100 North Market Street, Wilmington, DE 19890

SUB-ADMINISTRATOR, TRANSFER AGENT, AND ACCOUNTING AGENT

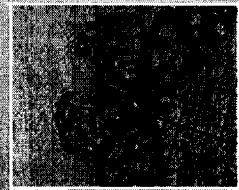
PFPC Inc.
301 Bellevue Parkway, Wilmington, DE 19809

WILMINGTON
FUNDS

MONEY_Inst_Proc_11/07



**WILMINGTON
FUNDS**



MONEY MARKET FUNDS

PRIME MONEY MARKET
U.S. GOVERNMENT MONEY MARKET
TAX-EXEMPT MONEY MARKET

Institutional Shares

Prospectus
November 1, 2007

**WILMINGTON PRIME MONEY
MARKET FUND**

**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**

**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

**of WT Mutual Fund
Institutional Shares**

PROSPECTUS DATED NOVEMBER 1, 2007

This prospectus gives vital information about these money market mutual funds, including information on investment policies, risks and fees. For your own benefit and protection, please read it before you invest, and keep it on hand for future reference.

Please note that these Funds:

- are not bank deposits
- are not obligations of, or guaranteed or endorsed by Wilmington Trust Company or any of its affiliates
- are not federally insured
- are not obligations of, or guaranteed or endorsed or otherwise supported by the U.S. Government, the Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve Board or any other governmental agency
- are not guaranteed to achieve their goal(s)
- may not be able to maintain a stable \$1.00 share price.

These securities have not been approved or disapproved by the Securities and Exchange Commission nor has the Securities and Exchange Commission determined whether this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

TABLE OF CONTENTS

A look at the goals, strategies, risks and expenses of each Fund.

FUND DESCRIPTIONS

Summary	1
Performance Information	3
Fees and Expenses	6
Example	6
Investment Objective	7
Principal Investment Strategies ..	7
Additional Risk Information ...	9
Financial Highlights	10

Details about the service providers.

MANAGEMENT OF THE FUNDS

Investment Adviser	13
Service Providers	14

Policies and instructions for opening, maintaining and closing an account in any of the Funds.

SHAREHOLDER INFORMATION

Pricing of Shares	15
Purchase of Shares	15
Redemption of Shares	18
Frequent Purchases and Redemptions	20
Exchange of Shares	21
Distributions	22
Taxes	22

Details on the Funds' share classes.

DISTRIBUTION ARRANGEMENTS

Share Classes	24
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FOR MORE INFORMATION 25

**WILMINGTON PRIME
MONEY MARKET FUND**
**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**
**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

Institutional Shares

FUND DESCRIPTIONS

SUMMARY

Investment Objective	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund and Wilmington U.S. Government Money Market Fund each seeks high current income, while preserving capital and liquidity.• The Wilmington Tax-Exempt Money Market Fund seeks high current interest income exempt from Federal income taxes while preserving principal.
Investment Focus	<ul style="list-style-type: none">• Money market instruments
Share Price Volatility	<ul style="list-style-type: none">• Each Fund will strive to maintain a stable \$1.00 share price.
Principal Investment Strategies	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund invests in money market instruments, including bank obligations, high quality commercial paper and U.S. Government obligations.• The Wilmington U.S. Government Money Market Fund invests at least 80% of its assets in U.S. Government obligations and repurchase agreements collateralized by such obligations.• The Wilmington Tax-Exempt Money Market Fund invests in high quality municipal obligations, municipal bonds and other instruments exempt from Federal income tax.• In selecting securities for a Fund, the investment adviser seeks current income, liquidity and safety of principal. The investment adviser may sell securities if the securities are downgraded to a lower ratings category.

- The **Wilmington Prime Money Market Fund** and the **Wilmington Tax-Exempt Money Market Fund** may each invest more than 25% of its total assets in the obligations of banks, finance companies and utilities. The **Wilmington U.S. Government Money Market Fund** may invest up to 20% of its total assets in the obligations of banks, finance companies and utilities.

Principal Risks	<p>The Funds are subject to the risks summarized below, which are further described under “Additional Risk Information.”</p> <ul style="list-style-type: none">• An investment in a Fund is not a deposit of Wilmington Trust Company or any of its affiliates and is not insured or guaranteed by the FDIC or any other government agency. Although each Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a Fund.• The obligations in which the Funds invest are subject to credit risk and interest rate risk. Typically, when interest rates rise, the market prices of debt securities go down. Securities issued by government sponsored entities are not insured or guaranteed by the U.S. Government.• The performance of a Fund will depend on whether or not the investment adviser is successful in pursuing its investment strategy.
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Investor Profile Conservative

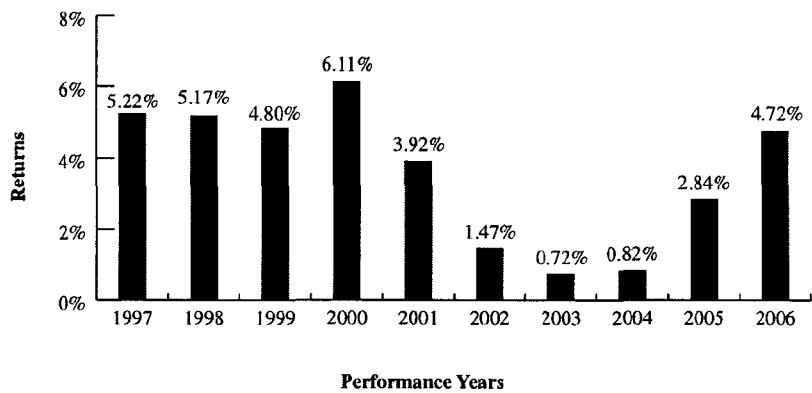
PERFORMANCE INFORMATION

Wilmington Prime Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Calendar Year-to-Date Total Return as of September 30, 2007: 3.77%

Best Quarter

1.57%
(December 31, 2000)

Worst Quarter

0.12%
(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

Prime Money Market Fund — Institutional Shares

1 Year

5 Years

10 Years

4.72%

2.10%

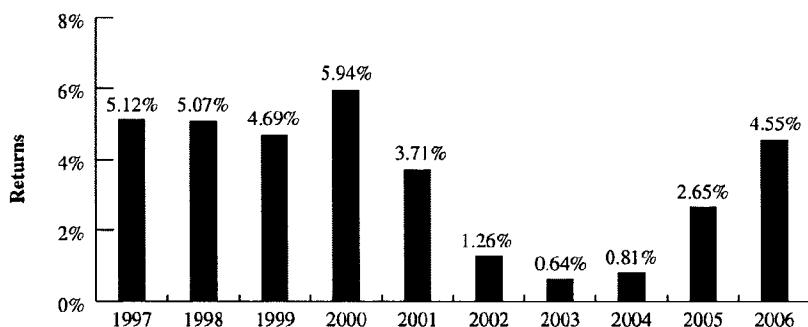
3.56%

Wilmington U.S. Government Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 3.66%

Best Quarter

1.54%

(December 31, 2000)

Worst Quarter

0.13%

(June 30, 2004)

Average Annual Total Returns as of December 31, 2006 1 Year 5 Years 10 Years

U.S. Government Money Market Fund —
Institutional Shares

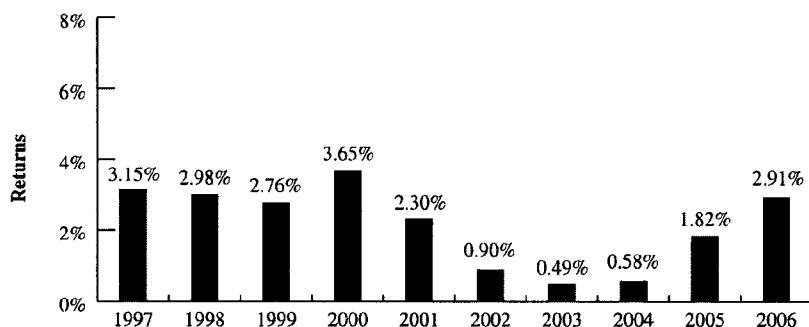
4.55% 1.97% 3.43%

Wilmington Tax-Exempt Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 2.39%

Best Quarter

0.96%

(December 31, 2000)

Worst Quarter

0.09%

(September 30, 2003)

Average Annual Total Returns as of December 31, 2006

1 Year

5 Years

10 Years

Tax-Exempt Money Market Fund —
Institutional Shares

2.91%

1.33%

2.15%

You may call (800) 336-9970 to obtain a Fund's current 7-day yield.

FEES AND EXPENSES

The table below shows the fees and expenses that you may pay if you buy and hold Institutional Shares of a Fund. No sales charges or other fees are paid directly from your investment.

Annual Fund Operating Expenses (expenses that are deducted from Fund assets):

	<i>Prime Money Market Fund</i>	<i>U.S. Government Money Market Fund</i>	<i>Tax-Exempt Money Market Fund</i>
Management fees	0.32%	0.37%	0.37%
Distribution (Rule 12b-1) fees	None	None	None
Other expenses	0.09%	0.12%	0.15%
Total Annual Fund Operating Expenses	0.41%	0.49%	0.52%

EXAMPLE

This Example is intended to help you compare the cost of investing in Institutional Shares of each Fund with the cost of investing in other mutual funds. The Examples below show what you would pay if you invested \$10,000 over the various time periods indicated. The Example assumes that:

- you reinvested all dividends;
- the average annual return was 5%;
- the Fund's total operating expenses are charged and remain the same over the time periods; and
- you redeemed all of your investment at the end of each time period.

Although your actual cost may be higher or lower, based on these assumptions your costs would be:

Institutional Shares	<i>1 Year</i>	<i>3 Years</i>	<i>5 Years</i>	<i>10 Years</i>
Prime Money Market Fund	\$42	\$132	\$230	\$518
U.S. Government Money Market Fund	\$50	\$157	\$274	\$616
Tax-Exempt Money Market Fund	\$53	\$167	\$291	\$653

The above example of Institutional Shares is for comparison purposes only and is not a representation of a Fund's actual expenses and returns, either past or future.

INVESTMENT OBJECTIVE

The **Wilmington Prime Money Market Fund** and the **Wilmington U.S. Government Money Market Fund** each seeks a high level of current income consistent with the preservation of capital and liquidity. The **Wilmington Tax-Exempt Money Market Fund** seeks as high a level of interest income exempt from Federal income tax as is consistent with preservation of principal.

The investment objective for each Fund may not be changed without shareholder approval. Each Fund is a money market fund and intends to maintain a stable \$1.00 share price, although this may not be possible under certain circumstances. There can be no guarantee that any Fund will achieve its investment objective.

PRINCIPAL INVESTMENT STRATEGIES

The **Wilmington Prime Money Market Fund** invests in:

- U.S. dollar-denominated obligations of major U.S. and foreign banks and their branches located outside of the United States, of U.S. branches of foreign banks, of foreign branches of foreign banks, of U.S. agencies of foreign banks and wholly-owned banking subsidiaries of foreign banks;
- commercial paper rated, at the time of purchase, in the highest category of short-term debt ratings of any two nationally recognized statistical rating organizations ("NRSRO") such as Standard & Poor's Corporation ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch IBCA ("Fitch");

- corporate obligations having a remaining maturity of 397 calendar days or less, issued by corporations having outstanding comparable obligations that are (a) rated in the two highest categories of any two NRSROs or (b) rated no lower than the two highest long-term debt ratings categories by any NRSRO;
- U.S. Government obligations (as described below);
- high quality municipal securities; and
- repurchase agreements that are fully collateralized by U.S. Government obligations.

The **Wilmington U.S. Government Money Market Fund** invests at least 80% of its total assets in:

- U.S. Government obligations; and
- repurchase agreements that are fully collateralized by such obligations.

U.S. Government obligations are debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities. U.S. Government obligations include securities issued by government-sponsored entities, such as the Federal Home Loan Mortgage Corporation and Federal National Mortgage Association, which are not issued, insured or guaranteed by the U.S. Treasury or the U.S. Government. Instruments issued by such government-sponsored entities are supported only by the credit of the issuing entity. If an issuer that is not insured or guaranteed by the U.S. Treasury or U.S. Government fails to meet its commitments, the Fund would not be able to assert a claim against the United States.

The **Wilmington Tax-Exempt Money Market Fund** invests in:

- high quality municipal obligations and municipal bonds;
- floating and variable rate obligations;
- participation interests;
- high quality tax-exempt commercial paper; and
- high quality short-term municipal notes.

The Tax-Exempt Money Market Fund has adopted a policy that, under normal circumstances, at least 80% of its annual income will be exempt from Federal income tax. Additionally, at least 80% of its annual income will not be a tax preference item for purposes of the Federal alternative minimum tax.

High quality securities include those that (1) are rated in one of the two highest short-term rating categories by two NRSROs (or by one NRSRO if only one NRSRO has issued a rating), or (2), if unrated, are issued by an issuer with comparable outstanding debt that is rated or are otherwise unrated and determined by the investment adviser to be of comparable quality.

Each Fund also may invest in other securities, use other strategies and engage in other investment practices, which are described in detail in the Funds' Statement of Additional Information ("SAI"), available on the Funds' website at <http://www.wilmingtonfunds.com>.

ADDITIONAL RISK INFORMATION

The following is a list of certain risks that may apply to your investment in a Fund. Further information about investment risks is available in the Funds' SAI:

- **Credit Risk:** The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation.
- **Foreign Security Risk:** The risk of losses due to political, regulatory, economic, social or other uncontrollable forces in a foreign country.
- **Government Obligations Risk:** The risk that government-sponsored entities may default on a financial obligation, since their securities are not insured or guaranteed by the U.S. Treasury or the U.S. Government.
- **Interest Rate Risk:** The risk of market losses attributable to changes in interest rates. With fixed-rate securities, a rise in interest rates typically causes a fall in values, while a fall in rates typically causes a rise in values. The yield paid by a Fund will vary with changes in interest rates.
- **Market Risk:** The risk that the market value of a security may fluctuate, sometimes rapidly and unpredictably.
- **Prepayment Risk:** The risk that a debt security may be paid off and proceeds invested earlier than anticipated. Depending on market conditions, the new investments may or may not carry the same interest rate.

FINANCIAL HIGHLIGHTS

The financial highlights tables are intended to help you understand each Fund's financial performance for the past five years. Certain information reflects financial results for a single Institutional Share of a Fund. The total returns in the tables represent the rate that you would have earned (or lost) on an investment in Institutional Shares of a Fund (assuming reinvestment of all dividends and other distributions). Financial highlights have been audited by Ernst & Young LLP, whose report, along with each Fund's financial statements, is included in the Annual Report, which is available without charge on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

PRIME MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income....	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Total Return	5.05%	3.82%	1.74%	0.58%	1.07%
Ratios (to Average Net Assets)/ Supplemental Data:^{1,2}					
Expenses	0.41%	0.51%	0.50%	0.53%	0.51%
Net investment income	4.94%	3.70%	1.65%	0.59%	1.10%
Net assets at the end of year (000 omitted).....	\$24,400	\$11,986	\$ 6,683	\$14,105	\$28,937

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — Prime Money Market Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

U.S. GOVERNMENT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income . . .	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year . . .	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Total Return	4.92%	3.66%	1.63%	0.53%	0.95%
Ratios (to Average Net Assets)/					
Supplemental Data:^{1,2}					
Expenses	0.49%	0.61%	0.59%	0.58%	0.57%
Net investment income	4.79%	3.58%	1.44%	0.53%	0.93%
Net assets at the end of year (000 omitted).....	\$ 333	\$ 3,480	\$ 3,939	\$33,892	\$34,252

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — U.S. Government Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

TAX-EXEMPT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Investment Operations:					
Net investment income	<u>0.03</u>	<u>0.02</u>	<u>0.01</u>	<u>—¹</u>	<u>0.01</u>
Distributions:					
From net investment income	<u>(0.03)</u>	<u>(0.02)</u>	<u>(0.01)</u>	<u>—¹</u>	<u>(0.01)</u>
Net Asset Value — End of Year ...	<u><u>\$ 1.00</u></u>	<u><u>\$ 1.00</u></u>	<u><u>\$ 1.00</u></u>	<u><u>\$ 1.00</u></u>	<u><u>\$ 1.00</u></u>
Total Return	<u>3.14%</u>	<u>2.39%</u>	<u>1.16%</u>	<u>0.41%</u>	<u>0.73%</u>
Ratios (to Average Net Assets)/ Supplemental Data:^{2,3}					
Expenses	0.52%	0.63%	0.64%	0.58%	0.57%
Net investment income	3.06%	2.30%	0.98%	0.42%	0.72%
Net assets at the end of year (000 omitted)	\$ 793	\$13,210	\$13,084	\$46,990	\$23,382

¹ Less than \$0.01 per share.

² Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

³ For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I – Tax-Exempt Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

MANAGEMENT OF THE FUNDS

The Board of Trustees of WT Mutual Fund (the "Trust") supervises the management, activities and affairs of the Funds and has approved contracts with various organizations to provide, among other services, the day-to-day management required by a Fund and its shareholders.

INVESTMENT ADVISER

Rodney Square Management Corporation ("RSMC"), the Funds' investment adviser, is located at 1100 North Market Street, Wilmington, Delaware 19890. RSMC is a wholly owned subsidiary of Wilmington Trust Corporation, which is a publicly held financial services holding company. Wilmington Trust Investment Management, LLC ("WTIM"), 3455 Peachtree Road, Suite 2000, Atlanta, Georgia 30326, also a wholly owned subsidiary of Wilmington Trust Corporation and under common control with RSMC, provides certain investment services, information, advice, assistance and facilities and performs research, statistical and investment services pursuant to a sub-advisory agreement among the Trust, RSMC and WTIM. RSMC, subject to the general oversight of the Board of Trustees, has overall responsibility for directing the investments of each Fund in accordance with its investment objective, policies and limitations. RSMC provides its services exclusively to investment companies sponsored by it or its affiliates. As of September 30, 2007, RSMC had approximately \$7.9 billion in assets under management.

For the fiscal year ended June 30, 2007, RSMC received the following advisory fees as a percentage of each Fund's average daily net assets:

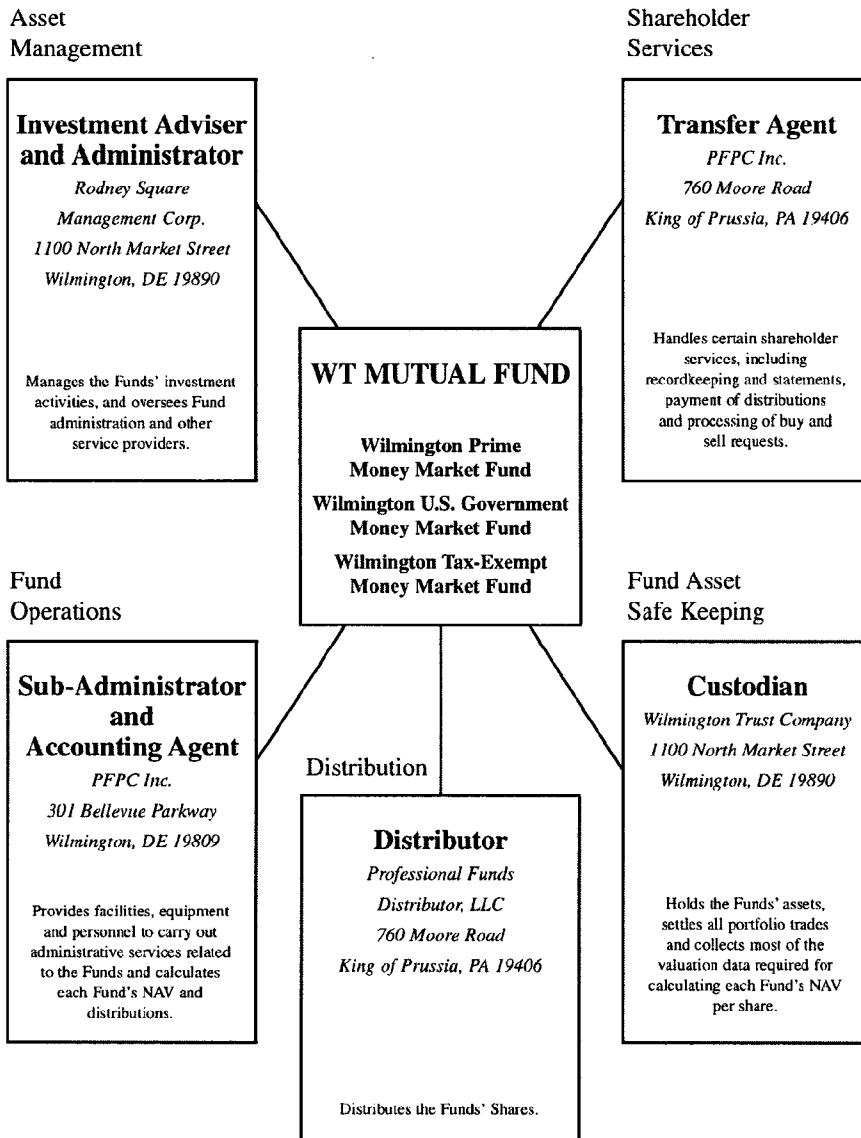
Prime Money Market Fund	0.32%
U.S. Government Money Market Fund	0.37%
Tax-Exempt Money Market Fund	0.37%

WTIM receives a sub-advisory fee from RSMC as agreed to from time to time with RSMC. Such fee paid to WTIM will not exceed the contractual amount of RSMC's fee.

A discussion of the basis for the Board of Trustees approval of the investment advisory and sub-advisory agreements for each of the Funds is included in the semi-annual report to shareholders for the period ended December 31.

SERVICE PROVIDERS

The chart below provides information on the primary service providers.



SHAREHOLDER INFORMATION

PRICING OF SHARES

The price of each Fund's shares is based on the Fund's net asset value ("NAV"). Each Fund uses its best effort to maintain its \$1.00 constant share price and values its securities at amortized cost. This involves valuing a security initially at its cost and thereafter assuming a constant amortization to maturity of any discount or premium, regardless of fluctuating interest rates on the market value of the security. All cash, receivables and current payables are carried at their face value. Other assets, if any, are valued at fair value as determined in good faith by, or under the direction of, the Board of Trustees.

PFPC Inc. ("PFPC"), the Funds' sub-administrator and accounting agent, determines the NAV per share of the Tax-Exempt Money Market Fund as of 12:00 Noon Eastern time on each "business day" (i.e., a day that the New York Stock Exchange (the "Exchange") or the Federal Reserve Bank of Philadelphia and the transfer agent are open for business). PFPC determines the NAV per share of the Prime Money Market Fund and U.S. Government Money Market Fund as of 2:00 p.m. and 5:00 p.m. Eastern time on each business day. The NAV per share is calculated by adding the value of all securities and other assets in a Fund, deducting its liabilities and dividing the balance by the number of outstanding shares in that Fund. The price at which a purchase, redemption or exchange is effected is based on the next calculation of NAV after the order is received by an authorized financial institution or the transfer agent.

PURCHASE OF SHARES

Fund shares are offered on a continuous basis and are sold without any sales charges. The minimum initial investment in Institutional Shares of each Fund is \$5,000,000. This minimum initial investment amount has been waived for shareholders of the Funds on June 23, 2006, trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

You may purchase shares if you are a client of Wilmington Trust through your trust or corporate cash management accounts. You may also purchase shares of a Fund through a financial intermediary which may charge additional fees and may require higher minimum investments or impose other limitations on buying and selling shares. "Financial intermediaries" include brokers, dealers, banks (including

bank trust departments), insurance companies, investment advisers, financial advisers, financial planners, retirement or 401(k) plan administrators, their designated intermediaries, and any other firm having a selling, administration or similar agreement. If you purchase shares through a financial intermediary, that party is responsible for promptly transmitting orders and may have an earlier cut-off time for purchase and redemption requests. Purchase and redemption orders placed through a financial intermediary will be deemed to have been received and accepted by the Fund when the financial intermediary accepts the order. Customer orders will be priced at the Fund's NAV next computed after they are accepted by an authorized intermediary or its authorized designee. A financial intermediary may also designate another intermediary to accept purchase and redemption orders on the Fund's behalf. Consult your investment representative for specific information.

Networking and Sub-Transfer Agency Fees: The Fund may directly enter into agreements with financial intermediaries pursuant to which the Fund will pay the financial intermediary for services such as networking or sub-transfer agency, including the maintenance of "street name" or omnibus accounts and related sub-accounting, record-keeping and administrative services provided to such accounts. Payments made pursuant to such agreements are generally based on either (1) a percentage of the average daily net assets of clients serviced by such financial intermediary, or (2) the number of accounts serviced by such financial intermediary. Any payments made pursuant to such agreements are in addition to, rather than in lieu of, Rule 12b-1 or shareholder service fees the financial intermediary may also receive. From time to time, RSMC or its affiliates may pay a portion of the fees for networking or sub-transfer agency at its or their own expense and out of its or their legitimate profits. These payments may be material to financial intermediaries relative to other compensation paid by the Funds and/or the Distributor, RSMC and their affiliates. The payments described above may differ depending on the Fund and may vary from amounts paid to the Trust's transfer agent for providing similar services to other accounts. The financial intermediaries are not audited by the Funds, RSMC or its service providers to determine whether such intermediary is providing the services for which they are receiving such payments.

In order for a financial intermediary to purchase shares of a Fund for an omnibus account, in nominee name or on behalf of another person, the Trust will enter into a shareholder information agreement with such financial intermediary or its agent. This agreement requires each financial intermediary to provide the Funds access, upon request, to information about underlying shareholder transaction activity in these accounts. If a shareholder information agreement has not been entered into by a financial intermediary, such financial intermediary will be prohibited from purchasing Fund shares for an omnibus account, in nominee name or on behalf of another person.

By Mail: You may purchase shares by sending a check drawn on a U.S. bank payable to Wilmington Money Market Funds, indicating the name and class of the Fund, along with a completed application (included at the end of this prospectus). If a subsequent investment is being made, the check should also indicate your Fund account number. When you make purchases by check, each Fund may withhold payment on redemptions until it is reasonably satisfied that the funds are collected (which can take up to 10 days). If you purchase shares with a check that does not clear, your purchase will be canceled and you will be responsible for any loss or fees incurred in that transaction. Send the check and application to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Wire: You may purchase shares by wiring federal funds. Please call PFPC at (800) 336-9970 for instructions and to make specific arrangements before making a purchase by wire, and if making an initial purchase, to also obtain an account number.

Additional Information Regarding Purchases: For the Tax-Exempt Money Market Fund orders placed and payments which are received in or converted into federal funds by 12:00 Noon Eastern time will be accepted at the price determined at 12:00 Noon Eastern time. Your shares will begin to accrue dividends on that business day. If your order is placed and payments are received in or converted into federal funds for your account after 12:00 Noon Eastern time your shares will begin to accrue dividends on the following business day.

For both the Prime Money Market Fund and the U.S. Government Money Market Fund orders placed and payments which are received in or converted into federal funds by 2:00 p.m. Eastern time will be accepted at the price determined at 2:00 p.m. Eastern time. Orders placed and payments which are received or converted into federal funds after 2:00 p.m. and up to 5:00 p.m. will be accepted at the price determined at 5:00 p.m. In each case, shares purchased on or before 5:00 p.m. will receive the dividend declared on that business day. If your order is placed and payments are received in or converted into federal funds after 5:00 p.m. your shares will begin to accrue dividends on the following business day. Any purchase order may be rejected if a Fund determines that accepting the order would not be in the best interest of the Fund or its shareholders. It is the responsibility of Wilmington Trust or the financial intermediary to transmit orders for the purchase of shares by its customers to the transfer agent and to deliver required funds on a timely basis, in accordance with the procedures stated above.

REDEMPTION OF SHARES

You may sell your shares on any business day, as described below. Redemptions are effected at the NAV next determined after the transfer agent has received your redemption request. There is no fee when Fund shares are redeemed. It is the responsibility of Wilmington Trust or the financial intermediary to transmit redemption orders and credit their customers' accounts with redemption proceeds on a timely basis. Redemption checks are normally mailed on the next business day following receipt by the transfer agent of redemption instructions. Transmission of wires for redemption proceeds and eligibility with respect to dividends declared on the day of redemption are as follows (all times are Eastern time):

WILMINGTON TAX-EXEMPT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>		
	<i>On or Before 12:00 Noon</i>	<i>After 12:00 Noon</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	Yes

WILMINGTON PRIME MONEY MARKET FUND AND WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>			
	<i>On or Before 2:00 P.M.</i>	<i>After 2:00 P.M. and Up to 5:00 P.M.</i>	<i>After 5:00 P.M.</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	No	Yes

If you purchased your shares through an account at Wilmington Trust or through a financial intermediary, you should contact Wilmington Trust or the financial intermediary for information relating to redemptions. The Fund's name and your account number should accompany any redemption requests.

By Mail: If you redeem your shares by mail, you must submit written instructions accompanied with a medallion signature guarantee by a guarantor institution that is acceptable to the transfer agent, such as a domestic bank or trust company, broker, dealer, clearing agency or savings association, participating in a recognized signature guarantee program such as the Securities Transfer Agents Medallion Program (STAMP), Stock Exchanges Medallion Program (SEMP) and New York Stock Exchange, Inc. Medallion Signature Program (MSP). Signature guarantees that are not part of these programs will not be accepted.

Your written instructions must include the Fund name, your account number, your printed name, and your signature. You should mail your written instructions with a medallion signature guarantee to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Telephone: If you prefer to redeem your shares by telephone you may elect to do so. However there are risks. The Funds have implemented certain safeguards and procedures to confirm the identity of callers and to confirm that the instructions communicated are genuine. If such procedures are followed, you will bear the risk of any loss.

By Check: You may use the checkwriting option to redeem Fund shares by drawing a check for \$500 or more against a Fund account. When the check is presented for payment, a sufficient number of shares will be redeemed from your account to cover the amount of the check. This procedure enables you to continue receiving dividends on those shares until the check is presented for payment. Because the aggregate amount of Fund shares owned is likely to change each day, you should not attempt to redeem all shares held in your account by using the checkwriting procedure. Charges will be imposed for specially imprinted checks, business checks, copies of canceled checks, stop payment orders, checks returned due to "nonsufficient funds" and other returned checks. These charges will be paid by automatically redeeming an appropriate number of Fund shares. Each Fund and the transfer agent reserve the right to terminate or alter the checkwriting service at any time. The transfer agent also reserves the right to impose a service charge in connection with the checkwriting service. If you are interested in the checkwriting service, contact the transfer agent for further information. This service is generally not available for clients of Wilmington Trust through their trust or corporate cash management accounts, since it is already provided for these customers through Wilmington Trust. The service may also not be available for financial intermediary clients who are provided a similar service by those organizations.

Additional Information Regarding Redemptions: The processing of redemptions and the delivery of the proceeds may be delayed beyond the same or next business day. Among the reasons for this are days when the Exchange may be closed, when an emergency exists that makes it difficult to execute portfolio transactions or by the order of the Securities and Exchange Commission for the protection of Fund shareholders. Other events could cause a delay as well.

Redemption proceeds may be wired to your predesignated bank account in any commercial bank in the United States if the amount is \$1,000 or more. The receiving bank may charge a fee for this service. For amounts exceeding \$10,000, proceeds may be mailed to your bank.

In order to authorize the transfer agent to mail redemption proceeds to your Fund account address of record, complete the appropriate section of the Application for Telephone Redemption Option or include your Fund account address of record when you submit written instructions. You may change the account that you have designated to receive amounts redeemed at any time. Any request to change the account designated to receive redemption proceeds should be accompanied by a guarantee of your signature by an eligible institution. A signature and a medallion signature guarantee are required for each person in whose name the account is registered. Further documentation will be required to change the designated account when a corporation, other organization, trust, fiduciary or other institutional investor holds the Fund shares.

If the shares to be redeemed represent a recent investment made by a check, each Fund reserves the right not to send the redemption proceeds until it believes that the check has been collected (which could take up to 10 days).

Small Accounts: If the value of your Fund account falls below \$2,500,000, the Fund may ask you to increase your balance. If after 60 days the account value is still below \$2,500,000, your account may be closed and the proceeds sent to you. The Fund will not close your account if it falls below \$2,500,000 solely as a result of a reduction in your account's market value. The minimum account balance requirement may be waived for trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

FREQUENT PURCHASES AND REDEMPTIONS

Money market funds such as the Funds generally are used by investors for short-term investments, often in place of bank checking or savings accounts or for cash management purposes. Investors value the ability to add and withdraw their funds quickly, without restriction. For this reason, although the Trust discourages excessive

trading and other abusive trading practices, it has not adopted policies and procedures, or imposed redemption fees or other restrictions such as minimum holding periods, to deter frequent purchases and redemptions of the Funds' shares. The Trust also believes that money market funds, such as the Funds, are not targets of abusive trading practices, because money market funds seek to maintain a \$1.00 per share price and typically do not fluctuate in value based on market prices. However, frequent purchases and redemptions of the Funds' shares could increase the Funds' transaction costs, such as market spreads and custodial fees, and may interfere with the efficient management of the Funds, which could detract from their performance. Accordingly, the Funds reserve the right to refuse any purchase or exchange request. Other Wilmington Funds that are not money market mutual funds have adopted policies and procedures that are intended to discourage and prevent abusive trading practices in those mutual funds which may apply to exchanges from or into the Funds. If you plan to exchange your Fund shares for shares of another Wilmington Fund, please read the prospectus of that other fund for more information. Prospectuses for the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

EXCHANGE OF SHARES

You may exchange all or a portion of your shares in a Fund for Institutional Shares of the following funds ("Wilmington Funds"):

Wilmington Aggressive Asset Allocation Fund
Wilmington Moderate Asset Allocation Fund
Wilmington Conservative Asset Allocation Fund
Wilmington ETF Allocation Fund
Wilmington Prime Money Market Fund
Wilmington U.S. Government Money Market Fund
Wilmington Tax-Exempt Money Market Fund
Wilmington Short/Intermediate-Term Bond Fund
Wilmington Broad Market Bond Fund
Wilmington Municipal Bond Fund
Wilmington Large-Cap Core Fund
Wilmington Large-Cap Value Fund
Wilmington Large-Cap Growth Fund
Wilmington Small-Cap Core Fund
Wilmington Small Cap Value Fund
Wilmington Small Cap Growth Fund
Wilmington Multi-Manager Large-Cap Fund
Wilmington Multi-Manager Small-Cap Fund
Wilmington Multi-Manager International Fund

Wilmington Multi-Manager Real Asset Fund
Wilmington Fundamentally Weighted Large Company Fund
Wilmington Fundamentally Weighted Small Company Fund

Redemption of shares through an exchange will be effected at the NAV per share next determined after the transfer agent receives your request. A purchase of shares through an exchange will be effected at the NAV per share determined at that time or as next determined thereafter.

Exchange transactions will be subject to the minimum initial investment and other requirements of the Wilmington Fund into which the exchange is made. Unless a waiver of the minimum account balance has been granted, an exchange may not be made if the exchange would leave a balance of less than \$500 in a shareholder's account.

Prospectuses of the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970. To obtain more information about exchanges, or to place exchange orders, contact the transfer agent, or, if your shares are held in a trust account with Wilmington Trust or in an account with a financial intermediary, contact Wilmington Trust or the financial intermediary. The Wilmington Funds may terminate or modify the exchange offer described here and will give you 60 days notice of such termination or modification.

DISTRIBUTIONS

Distributions from the net investment income of each Fund are declared daily as a dividend and paid monthly to you. Any net capital gain realized by a Fund will be distributed annually.

All distributions are reinvested in additional shares, unless you elect to receive the distributions in cash. Shares become entitled to receive distributions on the day after the shares are issued.

TAXES

As long as a Fund meets the requirements for being a "regulated investment company," it pays no Federal income tax on the earnings and gains it distributes to shareholders. The Funds' distributions of net investment income (which include net short-term capital gains), whether received in cash or reinvested in additional Fund shares, are generally taxable to you as ordinary income. Each Fund will notify you following the end of the calendar year of the amount of dividends paid that year.

You will not recognize any gain or loss on the sale (redemption) or exchange of shares of a Fund so long as that Fund maintains a stable price of \$1.00 a share. Dividend distributions by the Tax-Exempt Money Market Fund of the excess of its interest income on tax-exempt securities over certain amounts disallowed as deductions ("exempt-interest dividends") may be treated by you as interest excludable from your gross income. The Tax-Exempt Money Market Fund intends to distribute income that is exempt from Federal income tax, though it may invest a portion of its assets in securities that generate taxable income. Income exempt from Federal income tax may be subject to state and local income tax. Additionally, any capital gains distributed by the Tax-Exempt Money Market Fund may be taxable.

State and Local Income Taxes: You should consult your tax adviser concerning state and local taxes, which may have different consequences from those of the Federal income tax law.

This section is only a summary of some important income tax considerations that may affect your investment in a Fund. More information regarding those considerations appears in our SAI. You are urged to consult your tax adviser regarding the effects of an investment on your tax situation.

DISTRIBUTION ARRANGEMENTS

Professional Funds Distributor, LLC manages the Funds' distribution efforts and provides assistance and expertise in developing marketing plans and materials, enters into dealer agreements with broker-dealers to sell shares and provides shareholder support services, directly or through affiliates. The Funds do not charge any sales loads, deferred sales loads or other fees in connection with the purchase of shares.

SHARE CLASSES

The Funds issue Institutional and W Shares. The Prime Money Market Fund and the U.S. Government Money Market Fund also issue Service Shares. Each class of shares bears a pro-rata portion of the Fund's common expenses in addition to expenses directly attributable to that class. Institutional Shares are offered to retirement plans and other institutional investors. Service Shares are offered to investors who use a financial intermediary to process transactions and pay a Rule 12b-1 distribution fee and a shareholder service fee. Any investor may purchase W Shares which are subject to a shareholder service fee.

FOR MORE INFORMATION

FOR INVESTORS WHO WANT MORE INFORMATION ON THE FUNDS, THE FOLLOWING DOCUMENTS ARE AVAILABLE FREE UPON REQUEST:

Annual/Semi-Annual Reports: Additional information about the Funds' investments is available in the Funds' annual and semi-annual reports to shareholders. These reports contain performance data and information on the Funds' portfolio holdings and operating results for the most recently completed fiscal year or half-year. The annual report will also include a discussion of the market conditions and investment strategies that significantly affected each Fund's performance during its last fiscal year.

Statement of Additional Information (SAI): The SAI provides additional technical and legal descriptions of a Fund's policies, investment restrictions, risks, and business structure, including a description of the Funds' policies and procedures with respect to the disclosure of the Funds' securities holdings. The information in the SAI is incorporated into this prospectus by this reference.

Copies of these documents and answers to questions about the Funds may be obtained without charge by contacting:

WT Mutual Fund
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427
(800) 336-9970
9:00 a.m. to 5:00 p.m., Eastern time

The Funds' SAI, annual and semi-reports are accessible, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com>. Reports and information about the Funds (including the SAI and annual and semi-annual reports) also may be viewed or downloaded, free of charge, from the EDGAR database on the SEC's website at <http://www.sec.gov>. Such information can also be reviewed and copied at the Public Reference Room of the Securities and Exchange Commission in Washington, D.C. Copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the Public Reference Room of the SEC, Washington, D.C., 20549-0102. Information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 942-8090.

FOR MORE INFORMATION ON OPENING A NEW ACCOUNT, MAKING CHANGES TO EXISTING ACCOUNTS, PURCHASING, EXCHANGING OR REDEEMING SHARES, OR OTHER INVESTOR SERVICES, PLEASE CALL (800) 336-9970.

The investment company registration number is 811-08648.

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**WILMINGTON
FUNDS
Money Market
Funds**

11/07

INSTITUTIONAL SHARES

APPLICATION & NEW ACCOUNT REGISTRATION

INSTRUCTIONS: RETURN THIS COMPLETED FORM TO:
 FOR WIRING INSTRUCTIONS OR WILMINGTON MONEY MARKET
 FOR ASSISTANCE IN COMPLETING FUNDS — INSTITUTIONAL SHARES
 THIS FORM CALL (800) 336-9970 C/O PFPC Inc.
 _____ P.O. Box 9828
 _____ PROVIDENCE, RI 02940

FUND SELECTION (\$5,000,000 MINIMUM)

WILMINGTON PRIME MONEY MARKET FUND-(FSR 1) \$ _____

WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND-(FSR 2) \$ _____

WILMINGTON TAX-EXEMPT MONEY MARKET FUND-(FSR 3) \$ _____

TOTAL AMOUNT TO BE INVESTED \$ _____

_____ By check. (Make payable to the applicable Fund.)

_____ By wire. Call 1-800-336-9970 for Instructions.

Bank from which funds will be wired _____ wire date _____

ACCOUNT REGISTRATION

1. Individual

First Name MI Last Name Date of Birth*

1st Owner's Social Security Number*

2. Joint Tenancy

First Name MI Last Name Date of Birth*

("Joint Tenants with Rights of Survivorship" unless otherwise Specified)

Joint Owner's Social Security Number*

3. Gifts to Minors _____ under the _____ Uniform
 Minor's Name Minor's Date of Birth* Gifts/
 _____ State Transfers
 _____ to Minors
 _____ Act

Minor's Social Security Number*

4. Other Registration

Customer Date of Birth Customer Tax ID No.*

5. If Trust, Date of Trust Instrument: _____

As joint tenants use Lines 1 and 2; as custodian for a minor, use Lines 1 and 3.

In the name of a corporation, trust or other organization or any fiduciary capacity, use Line 4.

* Customer Tax Identification No.: (a) for an individual, joint tenants, or a custodial account under the Uniform
 Gifts/Transfers to Minors Act, supply the Social Security number of all of the registered account owners; (b) for a trust,
 a corporation, a partnership, an organization, a fiduciary, etc., supply the Employer Identification number of the legal
 entity or organization that will report income and/or gains.

MONEY-INST-APPL-11/07

TS000188

ADDRESS OF RECORD Must be a street address. If a post office box is preferred, please provide a mailing address on an additional sheet of paper.

Street		
City	State	Zip Code

DISTRIBUTION OPTIONS — If these boxes are not checked, all distributions will be invested in additional shares.

	Pay Cash for:		
	Income	Dividends	Other
WILMINGTON PRIME MONEY MARKET FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
WILMINGTON TAX-EXEMPT MONEY MARKET FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CERTIFICATIONS AND SIGNATURE(S) — Please sign exactly as registered under "Account Registration."

I have received and read the Prospectus for the Wilmington Money Market Funds and agree to its terms; I am of legal age. I understand that the shares offered by this Prospectus are not deposits of, or guaranteed by, Wilmington Trust Company, or any other bank, nor are the shares insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other agency. I further understand that investment in these shares involves investment risks, including possible loss of principal. If a corporate customer, I certify that appropriate corporate resolutions authorizing investment in the Wilmington Money Market Funds have been duly adopted.

I hereby represent that I am not and am not acting on behalf of: (1) a foreign financial institution or foreign intermediary, (2) a non-U.S. person, or (3) a foreign political official;

OR CHECK BOX

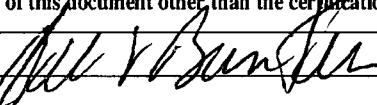
I am making this investment for or on behalf of one or more non-U.S. persons or entities.

Under the Interest and Dividend Tax Compliance Act of 1983, the Funds are required to have the following certification:

Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. person (Including a U.S. resident alien).

Note: You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature  Date _____

Signature _____ Date _____

Joint Owner/Trustee

Check one: Owner Trustee Custodian Other _____

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

What this means for you: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

What date is Ted signing this?

**WILMINGTON
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11/07

INSTITUTIONAL SHARES

APPLICATION for TELEPHONE REDEMPTION OPTION

Telephone redemption permits redemption of Fund shares by telephone, with proceeds directed only to the Fund account address of record or to the bank account designated below. For investments by check, telephone redemption is available only after these shares have been on the Fund's books for 10 days.

This form is to be used to add or change the telephone redemption option on your account(s).

ACCOUNT INFORMATION

Fund Name(s): _____

Fund Account Number(s): _____

(Please provide if you are a current account holder:)

Registered in the Name(s) of: _____

Registered Address: _____

Note: If this form is not submitted together with the application, a corporate resolution must be included for accounts registered to other than an individual, a fiduciary or partnership.

REDEMPTION INSTRUCTIONS

Add Change

Check one or more:

- Mail proceeds to my Fund account address of record (must be \$10,000 or less and address must be established for a minimum of 60 days)
- Mail proceeds to my bank
- Wire proceeds to my bank (minimum \$1,000)
- All of the above

Telephone redemption by wire can be used only with financial institutions that are participants in the Federal Reserve Bank Wire System. If the financial institution you designate is not a Federal Reserve participant, telephone redemption proceeds will be mailed to the named financial institution. In either case, it may take a day or two, upon receipt for your financial institution to credit your bank account with the proceeds, depending on its internal crediting procedures.

MONEY-INST-APPL-11/07

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BANK INFORMATION

Please complete the following information only if proceeds mailed/wired to your bank was selected. A **voided bank check must be attached to this application.**

Name of Bank _____

Bank Routing Transit # _____

Bank Address _____

City/State/Zip _____

Bank Account Number _____

Name(s) on Bank Account _____

AUTHORIZATIONS

By electing the telephone redemption option, I appoint the transfer agent my agent to redeem shares of any designated fund when so instructed by telephone. This power will continue if I am disabled or incapacitated. I understand that a request for telephone redemption may be made by anyone, but the proceeds will be sent only to the account address of record or to the bank listed above. Proceeds in excess of \$10,000 will only be sent to my predesignated bank. By signing below, I agree on behalf of myself, my assigns, and successors, not to hold the transfer agent and any of its affiliates, or any Fund responsible for acting under the powers I have given the transfer agent. I also agree that all account and registration information I have given will remain the same unless I instruct the transfer agent otherwise in a written form, including a signature guarantee. If I want to terminate this agreement, I will give the transfer agent at least ten days notice in writing. If the transfer agent or the Fund wants to terminate this agreement, they will give me at least ten days notice in writing.

All owners on the account must sign below and obtain signature guarantee(s).

Signature of Individual Owner

Signature of Joint Owner (if any)

Signature of Corporate Officer, Trustee or other — please include your title

You must have a signature(s) guaranteed by an eligible institution acceptable to the Fund's transfer agent, such as a bank or trust company, broker/dealer, clearing agency or savings association who are participants in a medallion program recognized by the Securities Transfer Association. A Notary Public is not an acceptable guarantor. For more information on signature guarantees, see "Redemption of Shares" in the prospectus.

SIGNATURE GUARANTEE(S) (stamp)

TRUSTEES	OFFICERS
Nicholas A. Giordano Chairman of the Board	Neil Wolfson President & Chief Executive Officer
Robert H. Arnold	John J. Kelley Vice President & Chief Financial Officer
Dr. Eric Brucker	Charles D. Curtis Vice President & Treasurer
Ted T. Cecala	Edward W. Diffin Jr. Vice President & Secretary
Robert J. Christian	Anna M. Bencrowsky Chief Compliance Officer
Louis Klein Jr.	Joseph M. Fahey Jr. Vice President
John J. Quindlen	Clayton M. Albright Vice President
Mark A. Sargent	

CUSTODIAN

Wilmington Trust Company
1100 North Market Street, Wilmington, DE 19890

INVESTMENT ADVISER AND ADMINISTRATOR

Rodney Square Management Corporation
1100 North Market Street, Wilmington, DE 19890

SUB-ADMINISTRATOR, TRANSFER AGENT, AND ACCOUNTING AGENT

PFPC Inc.
301 Bellevue Parkway, Wilmington, DE 19809

**WILMINGTON
FUNDS**

MONEY_Inst_Proc_11/07

Robert Spallina

From: Robert Spallina
Sent: Tuesday, April 29, 2008 9:08 AM
To: 'Wolken, Jeffrey'
Cc: Donald R. Tescher; Fritz, David S.
Subject: RE: Bernstein Family - document review/due diligence request

Jeff - the likelihood of the revocable trust not being in existence is remote, but your point is well taken. We will modify the language accordingly and move forward with the due diligence you will need to open accounts.

Best regards,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
TESCHER & SPALLINA, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

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From: Wolken, Jeffrey [mailto:JWolken@WilmingtonTrust.com]
Sent: Monday, April 28, 2008 2:00 PM
To: Robert Spallina
Cc: Donald R. Tescher; Fritz, David S.
Subject: RE: Bernstein Family - document review/due diligence request

Good Afternoon:

I completed our review of the draft trust agreement and have only one item that I would like to raise with you. At the end of Section 1, paragraph B, the remaining property is distributed to the Personal Representative of the Trustor's estate if the designated trust is not then in existence. The question I have is whether pouring the assets back into the probate estate would potentially subject them to claims that arose during life which a creditor presented to the estate upon death?

A lifetime creditor who could not access the assets in the Irrevocable Trust could wait for the

trustor's death and present the claim to the personal representative. If these assets pass back to the PR, they could become subject to this claim where they were shielded during life. Consequently, you may consider having the default be individually designated beneficiaries or classes of beneficiaries, or another standby trust to avoid the possibility that the assets could become subject to claims by passing through the estate.

Other than this question/issue, we do not have any other comments related to the draft trust and we would be able to administer this trust.

In an earlier message, I mentioned that we have an account opening process that requires us to complete a due diligence process in order to comply with various banking and trust laws/regulations such as the Patriot Act, etc. For this purpose, we require the following information/documentation (I apologize if you have already received this request. I just wanted to keep things moving in case you do not already have this information):

A. For the settlor and the settlor's wife (who are each permissible current beneficiaries) and the person given the power to replace trustees, William Stansbury, we will need the following information in order to process mandatory background checks:

Full name
 HOME mailing address
 HOME telephone number
 Social Security number
 Date of Birth
 Driver's license or passport number with expiration date and state/office of issuance
 Citizenship

B. I attach a copy of a pre-printed form document titled "Trusteeship Disclosures and Waivers Form". This document is a combination of our privacy policy and other mandatory disclosures we are required to make to new clients prior to creating a trust account on their behalf. The settlor would review this document and mark any appropriate elections on pages 4-5 (these elections relate to sharing of information, selection of money market sweep vehicle for any cash held in the account, etc.). Finally, the settlor would sign the form on the top left line of page 5 as the Trustor of his trust.

C. We will need to receive a signed W-9 from each adult who is a potential recipient of distributions from the trust (Simon and Shirley). Both of these potential beneficiaries should fill in their own form with his/her personal information and Social Security number and then sign it to verify that the information is correct.

D. Since the trust is structured as an asset protection trust, we will require that the settlor provides us with a signed solvency letter in a format similar to the attached form letter. The purpose of the letter is to confirm the facts surrounding the funding of the trust in order to support the fact that the funding is not a fraudulent conveyance.

E. Finally, we will need Mr. Stansbury, who is named as an advisor to the trust, to accept his appointment under the trust agreement. In addition, the trust agreement requires that Mr. Bernstein must accept in writing his appointment as the Investment Advisor. Attached are form acceptance letters.

Please do not hesitate in contacting me if you have any questions regarding this information or our trust acceptance process. Please forward the requested information/documentation as it becomes available so that we can process it and contact you if any follow-up is necessary.

Regards,
Jeff

Jeffrey C. Wolken
Vice President
Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890
Phone: 302-651-8192
Fax: 302-427-4624
email: jwolken@wilmingtontrust.com

From: Robert Spallina [mailto:RSpallina@tescherlaw.com]
Sent: Friday, April 25, 2008 10:16 AM
To: Wolken, Jeffrey
Cc: Fritz, David S.; Donald R. Tescher
Subject: RE: Bernstein Family

Dear Jeff - attached is a draft of the DAPT we propose establishing for our client. We have limited its duration to the client's lifetime, and have provided for a pour-over of its assets to the client's estate (rev trust) at death. As discussed, the trust will likely hold only one asset, a limited partnership interest. Please review and contact us to discuss at your earliest convenience. We are looking to finalize matters for the client and his son, who would also have a similar trust. Thanks for your help.

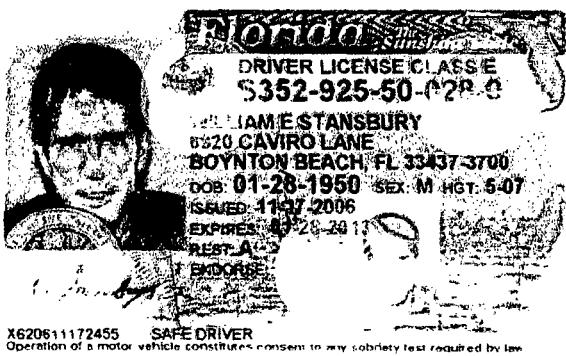
Best regards,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
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TS000196

Solvency Letter

_____ , 200_

Attention:

Re:

Ladies and Gentlemen:

This letter is written to you in connection with my creation of the above-captioned trust (the "Trust"), which I will create after delivery of this letter.

I am aware that under certain circumstances assets held in the Trust may not be reached by my personal creditors. I have been advised by you that 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, I have, to the extent I deem advisable, consulted with counsel in Delaware and 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 law of similar import, in any state.

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.

* Under Delaware law, a transfer is fraudulent if (i) made by the debtor with actual intent to hinder, delay or defraud a creditor, (ii) the debtor engages in a business or transaction for which his assets remaining thereafter are unreasonably small in relation to the business or transaction, or (iii) the debtor intended or should have known that he would incur debts beyond his ability to pay when due. See 6 Del. C. § 1304(a). The fraudulent transfer laws of other states may be more or less restrictive.

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

I am not presently involved in, nor am I aware of, any pending or threatened litigation in which any person is directly or indirectly seeking damages against me [, except for those matters or court actions identified in Exhibit "A"]. I am not involved in any administrative proceeding under the jurisdiction of a federal, state or municipal government as of this date [, except as set forth in Exhibit "A"].

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.

[Except as described in Exhibit "B" attached hereto, to] OR [To] the best of my knowledge, I am not liable for, or indebted to, any person who suffered death, personal injury or property damage on or before the date upon which I create and fund the Trust, whose death, personal injury or property damage may be determined at any time to have been caused in whole or in part either by my act or omission or by the act or omission of another person for whom I am vicariously liable.

[Except as described in Exhibit "C" attached hereto,] I am not presently in arrears on account of any agreement or court order for the payment of support or alimony in favor of my spouse, my former spouse or my children, nor have I failed to comply with any agreement or court order providing for the division of property in favor of my spouse or former spouse.

I have no intent to abscond.

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

I am not currently insolvent, nor have I incurred debts I am unable to pay when due. I do not currently contemplate filing for relief under the provisions of the U.S. Bankruptcy Code, nor am I involved in any situation that I reasonably anticipate would cause me to file for relief thereunder in the future.

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. 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 entirety when it is not subject to process by a creditor holding a claim against only one tenant.

I am not about to incur substantial debt, nor have I already incurred a substantial debt in relation to the value of my assets.

I have full right, title and authority to make the 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.

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

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 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 other Trustee of the Trust, may rely upon it for any purpose including assisting in any defense in any legal proceeding that may be brought against you in your corporate or fiduciary capacity.

Very truly yours,

SUBSCRIBED AND SWORN to before me

This ____ day of _____, 200_

Notary Public

TRUSTEESHIP DISCLOSURES AND WAIVERS

*Wilmington Trust
Company*

This document contains various disclosures that we, the Wilmington Trust entity indicated at left, make in connection with our agreement to serve as trustee or co-trustee.

1. Account and Investment Activity

You understand and agree that:

- a) We will provide periodic statements of account activity, (at least quarterly), asset values, tax reporting information, and any other legally required information.
- b) We may hold trust account assets in nominee name.
- c) In managing the trust account, we may provide advice or exercise investment responsibilities differently, either in nature or in timing, than we do for other accounts we manage, provided we act in good faith.
- d) We may invest, for ourselves or others, in the same security we purchase for the trust account.
- e) We may combine trading orders for the trust account with trading orders for other accounts to effect transactions, and, if a particular transaction is not filled completely, the trust account will share in the results on a pro rata basis.
- f) We may complete any transaction in the trust account as a cross-transaction with another account at Wilmington Trust, so long as the cost and quality of execution is comparable to that available at that time through channels we might have used had no cross-transaction opportunity been available.
- g) We are not responsible for the accuracy of information, including asset valuations, furnished by you, anyone on your behalf, the issuer of any security or any reputable third party.
- h) We may charge the trust account a customary fee for any overdrafts.
- i) Any mutual funds in which the trust account is invested, including our own Wilmington Trust family of mutual funds, are legally separate from Wilmington Trust's corporate affiliates. Shares of mutual funds (including money market funds) and other investment funds are not bank obligations or deposits, are not insured by the FDIC, and may fluctuate in value.

2. Parties Performing Various Services

You understand and agree that:

- a) We may hire subcustodians (including our affiliates) and depositories.
- b) We may use our affiliates to perform services on behalf of the trust (for example, brokerage services and services to mutual funds.).
- c) Any investment management services we provide may be performed by Wilmington Trust Investment Management, LLC, a registered investment advisor, as sub-advisor, and that trust and custody services are performed by the Wilmington Trust entity indicated above. We also may engage the services of one or more other sub-advisors, including affiliates, and we will periodically monitor the performance of sub-advisors.
- d) Wilmington Trust receives additional fees beyond those described in the applicable fee schedule or fee agreement whenever we:
 - invest trust account assets in a mutual fund or other investment fund to which we or an affiliate provides services (this may include both affiliated and unaffiliated funds)
 - use one of our affiliates (such as a brokerage firm) to perform services for the trust account

The fund disclosure documents show which third parties, and which of our affiliates, provide which services and how they are paid.

3. Our Privacy Policy APPLIES TO REVOCABLE TRUSTS ONLY

Purpose of the Policy

In providing financial services, we accumulate personal information about our clients that is not publicly available ("personal information").

We mainly use your personal information to do business with you. However, we may also share this information with companies within the Wilmington Trust family and with carefully selected companies outside of our family in order to help you meet your financial goals, such as when we believe that you could benefit from a product or service offered by us or another company with whom we have a trusted business relationship. If you do not want us to share your personal information for this purpose, you can so indicate on the signature page of this agreement.

Security of Personal Information

We restrict access to your personal information to those staff members who need to know that information to provide products and services to you. In addition, we diligently maintain physical, electronic, and procedural safeguards that comply with federal standards to guard the security of your information, and we require other entities that have access to personal information as described in this policy to maintain similar safeguards.

Sharing of Information Within the Wilmington Trust Corporate Family

From time to time, such as for responding to client inquiries and for risk control purposes, we may share personal information about you with companies that are part of the Wilmington Trust corporate family.

Unless you request otherwise, we may also share personal information about you within our corporate family when we think it may help you to meet your financial goals and objectives. These companies all provide financial services, including, but not limited to, loans, leases, credit cards, family office services, brokerage services and insurance services.

Sharing of Information Outside of the Wilmington Trust Corporate Family

We may share some or all of your personal information with outside companies that perform marketing services on our behalf, or with other financial institutions with which we have joint marketing arrangements (such as financial service providers with which we offer products such as credit cards). We also may share some or all of your personal information with other companies that assist us in servicing your accounts, preparing monthly statements and/or processing and printing of checks; government agencies in response to subpoenas or regulatory requirements; credit reporting agencies to which we report information about your transactions with us; and otherwise as permitted by law.

Unless you request otherwise, we may also share your personal information with outside companies that we believe will be able to help us to help you meet your financial goals by providing additional financial products and services.

Your Privacy Choices

You have two choices: one concerning companies within the Wilmington Trust family, the other concerning outside companies. Where we have indicated above that you can request that we not share your personal information, you can check the appropriate box(es) on the signature page with respect to one, both, or neither.

If you have no objection to our sharing of personal information about you with other financial service providers, both within and outside of the Wilmington Trust corporate family, to help you meet your financial goals, you do not have to do anything. However, if you do nothing and you have previously submitted your privacy choices to us in connection with other relationships you may have with us, we will continue to honor those elections for all of your relationships.

Unless we receive indication to the contrary, your choices will apply to all individuals with whom you hold joint accounts, unless the joint accountholder(s) submits to us privacy choices that are different from your own choices.

Once indicated, a choice will remain in effect until you change it by notifying us in writing.

Policy Updates

This notice supersedes any previous Privacy Policy notice from us. We may amend our privacy policy at any time, and will inform you of changes as required by law.

4. Signatures

By signing below:

- a) You represent that you are authorized to execute this document.
- b) You indicate that you understand and acknowledge the terms of this document.
- c) You agree to comply with all laws and regulations that apply to you and your trust's relationship with us.
- d) You agree to provide us with your name, date of birth, address, and other identifying information or documents we request in order for us to verify and record your identity as required by Federal laws designed to fight the funding of terrorism and money-laundering activities. We may also ask for identifying documents such as your driver's license or passport.
- e) You agree to accept our periodic statements as sufficient information concerning transactions in the trust account and you waive your right to receive transaction confirmations, unless you indicate otherwise below or in subsequent notice to us.
- You wish to exercise your right to start receiving copies of individual transaction confirmations, at no expense to you other than a reasonable fee, as permitted by law, that Wilmington Trust may charge if it has investment responsibility for the trust account.
- f) You agree to notify us promptly in writing of any discrepancy in an account statement.
- g) If the trust agreement is governed by the California law, you waive your right to receive written notice from us of our initial investment of the trust account in any Wilmington Trust-sponsored mutual funds and to receive the related prospectuses within the time stipulated by California law.
- h) You request that idle cash be invested in the following money market fund, and you acknowledge that you have received a prospectus for that fund:
 Wilmington Prime Money Market Portfolio (Service Class) **Wilmington US Government Portfolio (Service Class)** **Wilmington Tax Exempt Portfolio (Service Class)**
If no choice is indicated,
this fund will be selected.
- i) You understand that we are obligated to provide the name(s), address(es), and share positions of those persons or entities with authority for voting proxies to issuers of securities held in the trust account (or to other parties an issuer may designate), unless you indicate otherwise below or through subsequent notice to us in writing.
- You request that we withhold the identifying information of those responsible for voting proxies relating to the trust account from issuers and their designates.

TERMS THAT APPLY TO REVOCABLE TRUST ACCOUNTS ONLY

j) You acknowledge that you have read Part II of our Form ADV. If you have not received that document more than 48 hours before you sign this document, you have the right to cancel our investment services, if any, without penalty, within five business days after you sign this agreement.

k) With respect to your Privacy Policy choices, you indicate that we have your permission to disclose personal information about you to members of the Wilmington Trust corporate family as well as persons and companies outside the Wilmington Trust corporate family unless you indicate otherwise by checking below:

- do not disclose personal information to members of the Wilmington Trust corporate family do not disclose personal information to persons and companies outside the Wilmington Trust corporate family

If you have already indicated your privacy choices to us earlier, and do not check either box here, your prior choices will remain in effect.

Acknowledged and Agreed to by:

TRUSTOR SIGNATURE

DATE

Wilmington Trust:

BY

All Trusts (if Applicable)

CO-TRUSTEE SIGNATURE

DATE

TITLE

SIGNATURE

CO-TRUSTEE SIGNATURE

DATE

CONSENT/DIRECTION ADVISOR SIGNATURE

DATE

Irrevocable Trusts Only

INCOME BENEFICIARY SIGNATURE

DATE

INCOME BENEFICIARY SIGNATURE

DATE

April , 2008

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Attn: Jeffrey C. Wolken

Re: Acceptance of Appointment as the Investment Advisor for the
Simon L. Bernstein Irrevocable Trust Agreement.

Dear Mr. Wolken:

Please know that I hereby accept my appointment as the Investment Advisor of The Simon L. Bernstein Irrevocable Trust Agreement under Section 7 of said Trust. I agree that all powers conferred upon me as the Investment Advisor will be exercised in a fiduciary capacity for the exclusive interest of the beneficiaries.

Regards,

Simon L. Bernstein, Investment Advisor

W-9

Form (Rev. January 2005)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

Give form to the requester. Do not send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return)				
	Business name, if different from above				
	Check appropriate box: <input type="checkbox"/> Individual/ Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other ►				
	Address (number, street, and apt. or suite no.)			Requester's name and address (optional)	
	City, state, and ZIP code				
	List account number(s) here (optional)				

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number				

or

Employer identification number				

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here	Signature of U.S. person ►	Date ►
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Purpose of Form

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

U.S. person. Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

For federal tax purposes you are considered a person if you are:

- An individual who is a citizen or resident of the United States,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, or

- Any estate (other than a foreign estate) or trust. See Regulations sections 301.7701-6(a) and 7(a) for additional information.

Foreign person. If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien.

Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester the appropriate completed Form W-8.

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments (after December 31, 2002). This is called "backup withholding." Payments that may be subject to backup withholding include interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester, or
2. You do not certify your TIN when required (see the Part II instructions on page 4 for details), or
3. The IRS tells the requester that you furnished an incorrect TIN, or
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See the instructions below and the separate Instructions for the Requester of Form W-9.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Name

If you are an individual, you must generally enter the name shown on your social security card. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

Sole proprietor. Enter your individual name as shown on your social security card on the "Name" line. You may enter your business, trade, or "doing business as (DBA)" name on the "Business name" line.

Limited liability company (LLC). If you are a single-member LLC (including a foreign LLC with a domestic owner) that is disregarded as an entity separate from its owner under Treasury regulations section 301.7701-3, enter the owner's name on the "Name" line. Enter the LLC's name on the "Business name" line. Check the appropriate box for your filing status (sole proprietor, corporation, etc.), then check the box for "Other" and enter "LLC" in the space provided.

Other entities. Enter your business name as shown on required Federal tax documents on the "Name" line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the "Business name" line.

Note. You are requested to check the appropriate box for your status (individual/sole proprietor, corporation, etc.).

Exempt From Backup Withholding

If you are exempt, enter your name as described above and check the appropriate box for your status, then check the "Exempt from backup withholding" box in the line following the business name, sign and date the form.

Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends.

Note. If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

Exempt payees. Backup withholding is not required on any payments made to the following payees:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2),

2. The United States or any of its agencies or instrumentalities,

3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,

4. A foreign government or any of its political subdivisions, agencies, or instrumentalities, or

5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation,

7. A foreign central bank of issue,
8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States,
9. A futures commission merchant registered with the Commodity Futures Trading Commission,
10. A real estate investment trust,
11. An entity registered at all times during the tax year under the Investment Company Act of 1940,
12. A common trust fund operated by a bank under section 584(a),
13. A financial institution,
14. A middleman known in the investment community as a nominee or custodian, or
15. A trust exempt from tax under section 664 or described in section 4947.

The chart below shows types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 13. Also, a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker
Barter exchange transactions and patronage dividends	Exempt recipients 1 through 5
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt recipients 1 through 7 ²

¹See Form 1099-MISC, Miscellaneous Income, and its instructions.

²However, the following payments made to a corporation (including gross proceeds paid to an attorney under section 6045(f), even if the attorney is a corporation) and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees; and payments for services paid by a Federal executive agency.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-owner LLC that is disregarded as an entity separate from its owner (see *Limited liability company (LLC)* on page 2), enter your SSN (or EIN, if you have one). If the LLC is a corporation, partnership, etc., enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at www.socialsecurity.gov/online/ss-5.pdf. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses/ and clicking on Employer ID Numbers under Related Topics. You can get Forms W-7 and SS-4 from the IRS by visiting www.irs.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Writing "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, and 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). Exempt recipients, see *Exempt From Backup Withholding* on page 2.

Signature requirements. Complete the certification as indicated in 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ¹
5. Sole proprietorship or single-owner LLC	The actual owner ¹
	The owner ³
For this type of account:	Give name and EIN of:
6. Sole proprietorship or single-owner LLC	The owner ³
7. A valid trust, estate, or pension trust	Legal entity ⁴
8. Corporate or LLC electing corporate status on Form 8832	The corporation
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership or multi-member LLC	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or "DBA" name on the second name line. You may use either your SSN or EIN (if you have one). If you are a sole proprietor, IRS encourages you to use your SSN.

⁴ List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons who must file information returns with the IRS to report interest, dividends, and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA, or Archer MSA or HSA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, and the District of Columbia to carry out their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 28% of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.



WILMINGTON
TRUST

New Account Opening Information

IMPORTANT INFORMATION ABOUT NEW ACCOUNT OPENING PROCEDURES

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person or institution that opens a new account.

Please be prepared to provide your name, address, date of birth, tax identification number, phone number, or other information that will enable us to confirm your identity when you open a new account at Wilmington Trust. Wilmington Trust may also ask to see your driver's license or other documents to verify your identity. Thank you for your cooperation.

April , 2008

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Attn: Jeffrey C. Wolken

**Re: Acceptance of Appointment as the Protector for the
Simon L. Bernstein Irrevocable Trust Agreement.**

Dear Mr. Wolken:

Please know that I hereby accept my appointment as the protector of The Simon L. Bernstein Irrevocable Trust Agreement under Section 14 of said Trust. Under this Section, I am given the power to remove and replace the trustee of said Trust.

Regards,

William E. Stansbury, Investment Advisor

TS000211

SIMON L. BERNSTEIN

IRREVOCABLE TRUST AGREEMENT

THIS AGREEMENT, made this 26 day of May, 2008, between SIMON L. BERNSTEIN, of Palm Beach County, Florida hereafter called "Trustor," and WILMINGTON TRUST COMPANY, a Delaware corporation, hereafter called "Trustee," WITNESSETH:

WHEREAS, Trustor desires to establish a trust of the property described in the attached "Schedule A" and other property which may be added from time to time, all of which is hereafter called the "trust fund;" and

WHEREAS, Trustee accepts such trust and agrees to administer it in accordance with the terms and conditions of this agreement;

NOW, THEREFORE, Trustor hereby gives Trustee the property described in "Schedule A," in trust, for the following purposes:

SECTION 1: DISTRIBUTION.

A. During Trustor's Lifetime. During Trustor's lifetime, Trustee may, from time to time and subject to Subsection D of this Section 1, distribute all, some, or none, of the net income and principal to Trustor and Trustor's wife, SHIRLEY BERNSTEIN, as Trustee deems appropriate. Trustee shall take into account other sources of funds available to them. Trustee shall accumulate any net income not so distributed and add it to principal, to be disposed of as a part of it.

B. On Trustor's Death. On Trustor's death, Trustee shall distribute the trust fund to such person or persons, other than Trustor, Trustor's creditors, Trustor's estate, and the creditors of Trustor's estate, in such manner and amounts, and on such terms, whether in trust or otherwise, as Trustor effectively appoints by specific reference hereto in his Will. However, Trustor may, from time to time, release this special power of appointment, in whole or in part, by a written instrument delivered to Trustee during his lifetime. On Trustor's death, Trustee shall distribute the remaining assets of this Trust to the then serving Trustee of the SIMON L. BERNSTEIN TRUST AGREEMENT dated May 13, 2008, as may be amended and restated from time to time, to be held and administered as provided thereunder.

C. Contingent Gift. If at any time Trustee holds any portion of the principal of any trust not disposed of effectively under the previous provisions, then at such time Trustee shall distribute such principal, free from trust, to such then living person or persons as are then determined to be Trustor's distributees by the application of the intestacy laws of the State of Delaware governing the distribution of intestate personal property then in effect, as though Trustor had died at that particular time, intestate, a resident of the State of Delaware and owning such property then so distributable.

2
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D. Distribution Adviser. Trustee shall exercise its discretionary power to distribute income and/or principal to Trustor's wife pursuant to Subsection A of this Section 1 only with the written consent of the distribution adviser who shall be Trustor, so long as he is willing and able to act in such capacity. If at any time there is no distribution adviser, or if such adviser fails to express in writing to Trustee consent or disapproval as to the exercise of any discretionary power within fifteen (15) calendar days after Trustee has sent a written request for such consent to such adviser's last known address by certified mail (or by any other means for which the sender shall have evidence of receipt by the addressee), Trustee may act in the matter as it deems appropriate. The distribution adviser shall act in a fiduciary capacity and conform to the purposes of this agreement. Such adviser shall have no duty to inquire into or see to the performance by Trustee of its duties under this agreement. The distribution adviser shall receive no compensation and shall not be reimbursed for expenses incurred while acting as such adviser.

SECTION 2: MERGER WITH SIMILAR TRUSTS.

If at any time a trust is set aside for any person or persons under the terms of this agreement which is substantially the same as any other trust established for that person or persons by Trustor or Trustor's wife, Trustee may, in its sole discretion, merge the trust created hereunder with the other trust for such person or persons, and the two trusts shall thereafter be held, administered, and distributed as one.

SECTION 3: ALTERNATIVE METHODS OF DISTRIBUTION.

Trustee may take any reasonable steps to disburse funds to or for a beneficiary, including: (i) distribution, either by hand or mail, to the beneficiary or the guardian of the person or property (whether the guardian is formally appointed or a natural guardian), (ii) distribution to a custodian for the beneficiary under the Uniform Transfers to Minors Act (or similar statute) of any state, (iii) deposit to the account of the beneficiary in any federally insured depository, or (iv) direct application for the benefit of the beneficiary.

SECTION 4: SPENDTHRIFT PROVISION.

No beneficiary (including Trustor) may alienate or in any other manner, whether voluntary or involuntary, assign, transfer, pledge, or mortgage his or her interest in any trust hereunder, and no one (including a spouse or former spouse) may attach or otherwise reach any interest of any beneficiary hereunder to satisfy a claim against that beneficiary, whether the claim is legal or equitable in origin. The provisions of this Section shall not limit or otherwise affect any power of appointment conferred upon a beneficiary or the right of a beneficiary to disclaim or release any interest created hereunder. This Section constitutes a restriction on the transfer of Trustor's beneficial interest in the trust fund that is enforceable under applicable non-bankruptcy laws within the meaning of Section 541(c)(2) of the Bankruptcy Code (11 U.S.C. § 541(c)(2)) or any other similar or successor statute.

SECTION 5: PAYMENT OF DEATH TAXES, DEBTS, AND EXPENSES OF ADMINISTRATION.

On the death of the Trustor, Trustee shall, unless otherwise directed by the beneficiary's Will or Revocable Trust Agreement, distribute to the Personal Representative of the beneficiary's estate an amount equal to the sum of all additional transfer taxes and costs of administration payable by such Personal Representative as a result of the inclusion of the trust in the Trustor's estate. Certification of such Personal Representative as to the amount of such additional taxes and costs will be determinative for all purposes. Trustee shall make such distributions directly to the appropriate payee, if so directed by such Personal Representative.

SECTION 6: TRUSTEE'S POWERS.

In addition to those powers granted by law, Trustee is specifically authorized and empowered, in its sole discretion, but subject to the provisions of Section 7:

A. To sell at public or private sale, exchange for like or unlike property, convey, lease for terms longer or shorter than the trust, and otherwise dispose of any or all property held hereunder, for such price and upon such terms and credits as it deems proper.

B. To invest in any kind of property, real, personal, or mixed, regardless of the laws governing investments by fiduciaries, without any duty to diversify investments.

C. Unless otherwise directed by the investment adviser named in Section 7 hereof, to execute securities transactions, without necessity of providing written confirmation thereof to such adviser at the time of settlement, and to execute securities transactions through any brokerage service, whether discount or full service, including Wilmington Brokerage Services at its normal rates of compensation, without diminution of compensation otherwise payable to Trustee, even if Wilmington Trust Company is serving as Trustee.

D. To vote directly or by proxy at any election or stockholders' meeting any shares of stock, excluding stock of Wilmington Trust Corporation.

E. To participate in any plan or proceeding, including any voting trust plan for liquidating, protecting, or enforcing any interest in any property, or for reorganizing, consolidating, merging, or adjusting the finances of any corporation issuing any such interest; to accept in lieu thereof any new or substituted stocks, bonds, notes, or securities, whether of the same or a different kind or class, or with different priorities, rights, or privileges; to pay any assessment or any expense incident thereto; and to do any other act or thing that it deems necessary or advisable in connection therewith.

F. To deposit, or arrange for the deposit of, securities at Depository Trust Company (DTC) and/or at any other securities depository or clearing corporation.

4
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G. To make any division or distribution in cash or in kind, or partly in cash and partly in kind; and to elect to recognize taxable gain or loss resulting from a distribution. Trustee may consider the income tax basis of the property then available for division or distribution, as well as the circumstances of the beneficiaries, and need not make division or distribution on a pro rata, asset-by-asset basis. Trustee shall not adjust the interest of any beneficiary as a result of any action taken or forborne under the provisions of this Subsection G.

H. To make loans, against adequate collateral, to any person including the Personal Representative of the estate of Trustor or any beneficiary and/or to purchase any property at its then fair market value from any person including such Personal Representative.

I. To borrow money from any person or corporation, including Trustee, and to pledge or mortgage as security any real or personal property.

J. To litigate, submit to arbitration, compromise, or settle any claim in favor of or against any trust hereunder, and to execute all agreements, deeds, and releases necessary or proper in connection therewith.

K. To retain attorneys-at-law, accountants, investment counsel, agents, and other advisers without diminution of compensation otherwise payable to Trustee.

L. To pay the taxes and expenses of maintaining, repairing, improving, and insuring any real property held hereunder.

M. To receipt for the proceeds of any life insurance made payable to Trustee, to institute any suit or proceedings, and to take any action necessary to collect such proceeds. However, Trustee need not institute any suit or proceeding unless its expenses, including counsel fees and costs, are available in the trust fund or are advanced or guaranteed in an amount and in a manner reasonably satisfactory to it.

N. To renounce, in whole or in part, any property or interest in property which may become payable to any trust hereunder, except to the extent that the distribution of such property resulting from such renunciation is fundamentally inconsistent with the provisions of this agreement.

O. To divide any trust hereunder into separate trusts if the purposes for which the trust was created are better served thereby.

P. To consider gains from the sale of capital assets in the trust to be part of a mandatory or discretionary distribution of principal to a beneficiary.

SECTION 7: INVESTMENT ADVISER.

Trustee shall exercise the powers hereinbefore granted to it in Subsections A, B,

5
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D, E, H and I of Section 6 with respect to each trust hereunder only with the written consent or on the written direction of the investment adviser of such trust, provided that: (i) Trustee shall sell any Wilmington Trust Corporation stock held by it hereunder unless specifically directed to do otherwise by such adviser; (ii) the purchase, sale, and voting of Wilmington Trust Corporation stock shall be solely on the direction of the investment adviser; (iii) Trustee shall manage and invest the otherwise uninvested cash in each such trust in its sole discretion; (iv) the investment adviser may at any time, or from time to time, delegate to Trustee the authority to exercise in its sole discretion the power to buy or sell any property (or, having delegated the authority to do so, revoke such authority); and (v) if at any time during the continuance of any such trust there shall be no investment adviser of such trust, or if the investment adviser of such trust shall fail to communicate in writing to Trustee his or her consent, disapproval, or direction as to the exercise of any of the aforesaid powers for which exercise the consent or direction of such adviser shall be necessary, within twenty (20) days after Trustee shall have sent to such adviser, by certified mail (or by any other means for which the sender shall have evidence of receipt by the addressee), at his or her last known address, a written request for such consent or direction (notwithstanding that Trustee shall be under no obligation to request any such direction), then Trustee is hereby authorized and empowered to take such action in the premises as it, in its sole discretion, shall deem to be for the best interest of the beneficiaries of such trust. The investment adviser hereunder shall be Trustor and Trustor's wife, in the order named, while willing and able to act in such capacity. Initially, Trustee shall exercise such powers on the direction of the investment adviser, but the investment adviser may establish from time to time whether the Trustee shall exercise such powers with the consent or on the direction of such adviser. To qualify, any person appointed investment adviser of a trust hereunder shall deliver a written instrument to Trustee indicating acceptance and agreement that all powers conferred upon such adviser will be exercised in a fiduciary capacity for the exclusive interest of the beneficiaries. The investment adviser need not inquire into the Trustee's performance of its duties and shall not be held liable for any loss whatsoever to any trust hereunder, unless it results from actions taken in bad faith. The investment adviser shall serve without compensation, but the investment adviser (other than Trustor) may be reimbursed for out-of-pocket expenses, including investment counsel fees.

SECTION 8: ADDITIONS TO THE TRUST FUND.

With the consent of Trustee, any person may add property to any trust hereunder, and such property shall thereafter be held by Trustee as a part thereof.

SECTION 9: IRREVOCABILITY.

This trust shall be irrevocable and not subject to amendment by Trustor or any other person. However, Trustee is authorized to modify or amend the provisions of this agreement to ensure that this agreement is a qualified disposition under the Act. Trustee may rely upon the advice of counsel in taking any action pursuant to the authority given to Trustee, and Trustee shall be without liability therefor.

6
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SECTION 10: PAYMENT OF INCOME.

Except where otherwise provided, the payment of the net income of any trust hereunder shall be made at such times as are convenient to the beneficiary and agreed to by Trustee.

SECTION 11: NON-ACCUMULATION OF INCOME.

Notwithstanding any statute or rule of law to the contrary, any income accrued or on hand and not actually distributed to a beneficiary upon the termination of his or her interest shall be treated as though it had, in fact, accrued thereafter. Any income accrued upon shares of stock or interest-bearing property when delivered to Trustee shall be treated as though such income had, in fact, accrued after such delivery.

SECTION 12: THIRD PARTIES NOT OBLIGED TO FOLLOW FUNDS.

No person or corporation dealing with Trustee shall be obliged to see to the application of money paid or property delivered to Trustee, to inquire into the propriety of Trustee's exercising its powers, or to determine the existence of any fact upon which Trustee's power to perform any act hereunder may be conditioned.

SECTION 13: TRUSTEE'S COMPENSATION.

Trustee shall receive compensation for its services hereunder from time to time in accordance with the current rates then charged by it for trusts of similar size and character. If Trustee renders any extraordinary services, it may receive additional compensation therefor.

SECTION 14: RESIGNATION AND REMOVAL OF TRUSTEE.

At any time during the remainder of Trustor's life, Trustee may resign by written notice delivered to Trustor, and WILLIAM E. STANSBURY may remove Trustee by written notice delivered to it. In either case, WILLIAM E. STANSBURY may appoint another bank or trust company that is described in Section 3570(9) of the Act, as successor Trustee by written notice delivered to Trustee. During Trustor's lifetime, Trustee shall be deemed to have resigned on the date on which: (i) it ceases to be a Trustee described in Section 3570(9) of the Act; or (ii) a court takes any action whereby such court declines to apply Delaware law in determining the validity, construction, or administration of any trust hereunder or of the effect of the spendthrift provision hereunder in any action brought against trustee. Unless objections are filed as provided below, Trustee shall, within ninety (90) days after it resigns or is removed, deliver any assets held hereunder to the successor Trustee. If WILLIAM E. STANSBURY does not appoint such a successor Trustee, Trustee may petition the appropriate court to appoint such a successor Trustee. Upon resignation or removal, Trustee shall deliver a statement of its activities to the

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date of such resignation or removal for which it has not reported to the person to whom Trustee was directed to give notice of resignation or who was authorized to remove Trustee. Such person shall have sixty (60) days from receipt of such statement to file with Trustee any objections to its actions as Trustee. If no such objections are filed, Trustee shall be without any further liability or responsibility to any past, present, or future beneficiaries. No successor Trustee shall be required to examine into the acts of its predecessor Trustee, and each successor Trustee shall have responsibility only with respect to the property actually delivered to it by its predecessor Trustee.

SECTION 15: SIMULTANEOUS DEATH.

If Trustor and Trustor's wife die under circumstances where the order of deaths cannot be determined, and if any of the principal is includable in Trustor's estate for transfer tax purposes, then for the purposes of this agreement with respect to such principal, Trustor's wife shall be deemed to have survived Trustor and died immediately thereafter.

SECTION 16: TRUST SITUS.

This agreement creates a Delaware trust, and all matters pertaining to the validity, construction, and application of this agreement or to the administration of the trusts created by it shall be governed by Delaware law.

SECTION 17: DEFINITIONS.

A. "Trustor's wife" refers to SHIRLEY BERNSTEIN.

B. "Code" means the Internal Revenue Code of 1986, as amended, or any corresponding federal tax statute enacted after the date of this agreement. A reference to a specific section of the Code refers not only to that section but also to any corresponding provision of any federal tax statute enacted after the date of this agreement, as in effect on the date of application.

C. "Transfer taxes" means all applicable federal estate taxes (except additional estate taxes imposed under Section 2032A of the IRC), state estate or inheritance taxes, and generation-skipping transfer taxes imposed on any "direct skip" (as defined in Chapter 13 of the Code) other than a direct skip from a trust or resulting from a disclaimer, and any interest and penalties thereon. The term does not include federal or state gift taxes, generation-skipping transfer taxes imposed on a "taxable termination," a "taxable distribution," or a "direct skip" from a trust or resulting from a disclaimer, income taxes, real estate transfer taxes, or any tax or duty imposed by a foreign country or political subdivision thereof. In addition, the term does not include any tax imposed by Section 2056A of the Code or any corresponding provision of applicable state law.

8
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D. "Act" means the Delaware Qualified Dispositions in Trust Act (12 Delaware Code Section 3570, et seq.), as amended, or any corresponding Delaware statute enacted after the date of this agreement. A reference to a specific section of the Act refers not only to that section but also to any corresponding provision of any Delaware statute enacted after the date of this agreement, as in effect on the date of application.

E. Use of any gender in this agreement includes the masculine, feminine and neuter genders as appropriate. Use of the singular number includes the plural and vice versa unless the context clearly requires otherwise.

F. "Personal Representative" means the executor or administrator of a decedent's estate and shall include all persons serving in such capacity from time to time.

G. Use of the verb "shall" in this agreement indicates a mandatory direction, and use of the verb "may" indicates authorization to take action.

H. Captions, headings and sub-headings, as used herein, are for convenience only and have no legal or dispositive effect.

IN WITNESS WHEREOF, SIMON L. BERNSTEIN, Trustor, has set his Hand and Seal the 20 day of May, 2008, and WILMINGTON TRUST COMPANY, Trustee, has caused this agreement to be signed in its name by one of its ^{Asst.} Vice Presidents and its corporate seal to be affixed by one of its Assistant Secretaries, the 20 day of May, 2008, all done in duplicate as of the date of execution by Trustor, which date shall be the effective date of this instrument.

WITNESS:


(SEAL)
SIMON L. BERNSTEIN, Trustor

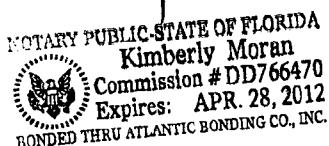
WILMINGTON TRUST COMPANY, Trustee

By: Nicole A. McClelland
ASST. Vice President
Attest: Laura Borne
Assistant Secretary

9
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STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS.
)

The foregoing instrument was acknowledged before me this 20th day of
May, 2008, by SIMON L. BERNSTEIN.



Kimberly Moran
Notary Public

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS.
)

The foregoing instrument was acknowledged before me this 2nd day of
June, 2008, by Nicole A. McClelland, ^{Asst} Vice President of Wilmington Trust
Company, a Delaware corporation, on behalf of the corporation.

Laura D. Barone
Notary Public

LAURA D. BARONE
Notary Public - State of Delaware
My Comm. Expires April 3, 2012

10
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“SCHEDULE A”
Consisting of One Page
of
SIMON L. BERNSTEIN
Irrevocable Trust Agreement
Dated May 20, 2008
Between
SIMON L. BERNSTEIN
and
WILMINGTON TRUST COMPANY

* * *

CASH in the amount of One Dollar (\$1.00)

* * *

TESCHER & ¹¹SPALLINA, P.A.

11187.

Robert Spallina

From: White, Kelly A. [KWhite@WilmingtonTrust.com]
Sent: Tuesday, October 21, 2008 2:47 PM
To: Lashmit, Sandra J.; Robert Spallina
Cc: Simon Bernstein (simonbernstein@lifeinsuranceconcepts.com); Diana Banks; Prindle, Christopher R.; Roraff, Victoria G.; Rufe, Carece
Subject: RE: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Many thanks Sandy. This is confirmation that the wire has been received and posted to the account.
Regards,
Kelly

Kelly A. White, CTFA
Assistant Vice President
Wealth Advisory Services
Wilmington Trust Company
1100 North Market Street |Rodney Square North
Wilmington, Delaware 19890-1000
Direct Ph: 302.651.8980 ~~ Fax: 302.427.4624
Toll free: 1.800.441.7120 (x8980)
kwhite@wilmingtontrust.com

From: Lashmit, Sandra J. [mailto:slashmit@StanfordEagle.com]
Sent: Tuesday, October 21, 2008 1:57 PM
To: White, Kelly A.; Robert Spallina
Cc: Simon Bernstein (simonbernstein@lifeinsuranceconcepts.com); Diana Banks; Prindle, Christopher R.; Roraff, Victoria G.; Rufe, Carece
Subject: FW: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Hello Kelly and Robert ~ We have wired \$6,375 from Bernstein Family Investments, LLLP to the account at Wilmington Trust: **Wilmington Trust Company Trustee U/A Dtd. 6/2/08 - Simon L. Bernstein Irrevocable Trust** today per instructions.

Have a good day!

Sandy

Sandra Lashmit
Registered Client Service Associate

Stanford Group Company
5200 Town Center Circle, 6th Floor
Boca Raton, FL 33486

(561) 544-8234 Direct
(561) 544-8200 Main
(877) 544-8230 Toll Free
(561) 544-8222 Fax
slashmit@stanfordeagle.com

10/21/2008

TS003238



From: Prindle, Christopher R.
Sent: Monday, October 20, 2008 3:39 PM
To: Lashmit, Sandra J.; Roraff, Victoria G.
Subject: FW: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Please process accordingly with approvals – thanks.

From: Robert Spallina [mailto:RSpallina@tescherlaw.com]
Sent: Monday, October 20, 2008 2:34 PM
To: Prindle, Christopher R.
Cc: Diana Banks; Simon Bernstein
Subject: FW: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Chris - see below. I spoke to Kelly and told her that Si's trust would pay the fees on an annual basis. Please have have a check drawn (or wire transfer) in the amount of \$6,375 from the LLLP account. Wilmington has an account open on their end that they will pay the trustee fees from once funded.

Thanks,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
TESCHER & SPALLINA, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

If you would like to learn more about TESCHER & SPALLINA, P.A., please visit our website at www.tescherlaw.com.

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From: White, Kelly A. [mailto:KWhite@WilmingtonTrust.com]
Sent: Monday, October 20, 2008 11:49 AM
To: Robert Spallina
Cc: Rufe, Carece
Subject: RE: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Robert – Thanks very much. The check should be made payable to the Simon L. Bernstein Irrevocable Trust – or if preferred, the funds may be wired – per the instructions I list below. Just to let you know, the funds are deposited to the trust and then fees are deducted on a monthly basis from the cash portion of the trust -(our fees aren't actually being prepaid).

Many thanks for your help with this!
-Kelly

Wire instructions:

Wilmington Trust Company
1100 N Market Street
Wilmington, DE 19809-0001
ABA # 031100092
Account Name: Wilmington Trust Company Trustee U/A Dtd. 6/2/08 - Simon L. Bernstein
Irrevocable Trust
Account # 088949-000

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Visit our website at www.wilmingtontrust.com

Investment products are not insured by the FDIC or any other governmental agency, ar

Robert Spallina

From: Lashmit, Sandra J. [slashmit@StanfordEagle.com]
Sent: Tuesday, October 21, 2008 1:57 PM
To: White, Kelly A.; Robert Spallina
Cc: Simon Bernstein (simonbernstein@lifeinsuranceconcepts.com); Diana Banks; Prindle, Christopher R.; Roraff, Victoria G.; crufe@WilmingtonTrust.com
Subject: FW: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Hello Kelly and Robert ~ We have wired \$6,375 from Bernstein Family Investments, LLLP to the account at Wilmington Trust: ***Wilmington Trust Company Trustee U/A Dtd. 6/2/08 - Simon L. Bernstein Irrevocable Trust*** today per instructions.

Have a good day!

Sandy

*Sandra Lashmit
Registered Client Service Associate*

*Stanford Group Company
5200 Town Center Circle, 6th Floor
Boca Raton, FL 33486*

*(561) 544-8234 Direct
(561) 544-8200 Main
(877) 544-8230 Toll Free
(561) 544-8222 Fax
slashmit@stanfordeagle.com*



From: Prindle, Christopher R.
Sent: Monday, October 20, 2008 3:39 PM
To: Lashmit, Sandra J.; Roraff, Victoria G.
Subject: FW: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Please process accordingly with approvals – thanks.

From: Robert Spallina [mailto:RSpallina@tescherlaw.com]
Sent: Monday, October 20, 2008 2:34 PM
To: Prindle, Christopher R.
Cc: Diana Banks; Simon Bernstein
Subject: FW: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Chris - see below. I spoke to Kelly and told her that Si's trust would pay the fees on an annual basis. Please

TESCHER & SPALLINA, P.A.

10/21/2008

TS003241

have have a check drawn (or wire transfer) in the amount of \$6,375 from the LLLP account. Wilmington has an account open on their end that they will pay the trustee fees from once funded.

Thanks,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.

TESCHER & SPALLINA, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

If you would like to learn more about TESCHER & SPALLINA, P.A., please visit our website at www.tescherlaw.com.

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From: White, Kelly A. [mailto:KWhite@WilmingtonTrust.com]
Sent: Monday, October 20, 2008 11:49 AM
To: Robert Spallina
Cc: Rufe, Carece
Subject: RE: Simon L. Bernstein Irrevocable Trust - WTC a/c #

Robert – Thanks very much. The check should be made payable to the Simon L. Bernstein Irrevocable Trust – or if preferred, the funds may be wired – per the instructions I list below. Just to let you know, the funds are deposited to the trust and then fees are deducted on a monthly basis from the cash portion of the trust -(our fees aren't actually being prepaid).

Many thanks for your help with this!
-Kelly

Wire instructions:

Wilmington Trust Company
1100 N Market Street
Wilmington, DE 19809-0001
ABA # 031100092

Account Name: Wilmington Trust Company Trustee U/A Dtd. 6/2/08 - Simon L. Bernstein

TESCHER & SPALLINA, P.A.

10/21/2008

TS003242

Irrevocable Trust
Account # 088949-000

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TESCHER & SPALLINA, P.A.

10/21/2008

TS003243

Robert Spallina

From: Robert Spallina
Sent: Monday, October 06, 2008 11:16 AM
To: 'Diana Banks'
Cc: 'Prindle, Christopher R.'; 'kwhite@wilmingtontrust.com'; 'Fritz, David S.'; Simon Bernstein
Subject: Si's LLLP Account at Stanford

Diana - Wilmington Trust as Trustee of the Delaware Trust is looking for Stanford to provide cost basis information and market values of the LLLP account as of 9/30/08 so that they can book these entries in their system. Si's limited partnership interest is 49.5% of the total account value. Please have Si give Chris Prindle a call or email him authorization to do this. Si should have received a letter last week regarding same. If you have any questions, please give me a call.

Best regards,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
 TESCHER & SPALLINA, P.A.
 2101 Corporate Blvd., Suite 107
 Boca Raton, Florida 33431
 Telephone: 561-998-7847
 Facsimile: 561-998-2642
 E-mail: rspallina@tescherlaw.com

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Governmental Center - First Floor
301 North Olive Avenue
West Palm Beach, Florida 33401
Tel: (561) 355-2866 Fax: (561) 355-4416

Gary R. Nikolits, CFA
Palm Beach County
Property Appraiser



SEP 02, 2008

00-42-46-33-11-000-7810
BERNSTEIN SHIRLEY
7020 LIONS HEAD LN
BOCA RATON FL 33498

NO FURTHER REQUEST WILL BE MAILED IN
REFERENCE TO COMPLETION OF THIS DOCUMENT:

RE: CERTIFICATE OF TRUST - HOMESTEAD EXEMPTION

Dear Homeowner(s):

Our office has received a recorded document that transfers the title of your homesteaded property into a Trust. This transfer may affect your homestead exemption status. In order to continue the homestead exemption, it will be necessary for you to complete the attached **Certificate of Trust**, certifying entitlement to the use and occupancy of the property.

This **Certificate of Trust** form needs to be completed, notarized, and returned to this office. The form should be completed by the person(s) who is/are entitled to the use and occupancy of the property, as to an equitable life estate. This would also be the person(s) benefiting from the trust in his/her/their lifetime.

Homestead exemption is granted to permanent Florida residents only. You must live on the property and have established permanent Florida residency to be eligible for homestead exemption. If you are unsure as to whether or not you qualify for the exemption, please contact one of our offices listed above or below. If you are unsure about filling out the form, please contact your attorney or your estate planner.

**THE CERTIFICATE OF TRUST FORM MUST BE RETURNED TO THE PROPERTY APPRAISERS
OFFICE NO LATER THAN 30 DAYS FROM THE DATE OF THIS LETTER**

Our office cannot continue the homestead exemption on your property without receipt of this certificate. Please do not delay in returning this form as it may result in the denial of your homestead exemption.

PLEASE RETURN THE COMPLETED AND NOTARIZED CERTIFICATE TO:

Palm Beach County Property Appraisers Office
Exemption Services Department - Trust processing
301 N. Olive Avenue - 1st Floor Governmental Center
West Palm Beach, FL 33401

If our office can be of further assistance, please call (561) 355-2866.

Mid-Western Communities Service Center
200 Civic Center Way - suite 200
Royal Palm Beach, FL 33411
Tel:(561) 784-1220
Fax:(561) 784-1241

North County Service Center
3188 PGA Blvd.
Palm Beach Gardens, FL 33410
Tel:(561) 624-6521
Fax:(561) 624-6565

South County Service Center
501 S. Congress Ave.
Delray Beach, FL 33445
Tel:(561) 276-1250
Fax:(561) 276-1278

Western County Service Center
2976 State Road 15
Belle Glade, FL 33430
Tel:(561) 996-4890
Fax:(561) 996-1661

CERTIFICATE OF TRUST

I/WE HEREBY CERTIFY THAT _____

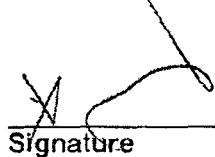
is/are entitled to the use and occupancy of the following real property for my/our lifetime(s) under the terms of the _____
(Name of Trust)

trust dated _____; and therefore have sufficient equitable title to claim an entitlement to homestead exemption pursuant to Section 196.041(2) of the Florida State Statutes and Regulation 12D-7.011 of the Department of Revenue, State of Florida.

PARCEL IDENTIFICATION NUMBER AND LEGAL DESCRIPTION:

00-42-46-33-11-000-7810
ST ANDREWS COUNTRY CLUB PL 14 LT 781

SOCIAL SECURITY #:


Signature

Print Name _____

SOCIAL SECURITY #:


Signature

Print Name _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____

20_____, by _____, who is/are personally known
by me or who has/have produced _____
as identification, and who did take an Oath.

Notary Public _____

Print Name _____

PREPARED BY AND RETURN TO:
Robert L. Spallina, Esquire
Tescher & Spallina, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847

CFN 20080203511
OR BK 22668 PG 0446
RECORDED 05/30/2008 09:05:38
Palm Beach County, Florida
AMT 10.00
Doc Stamp 0.70
Sharon R. Bock, CLERK & COMPTROLLER
Pgs 0446 - 447; (2pgs)

Parcel Control No. 06-43-47-32-38-002-0035

QUIT CLAIM DEED

THIS QUIT CLAIM DEED, is made this 20 day of May, 2008, between SIMON BERNSTEIN and SHIRLEY BERNSTEIN, a married couple, as Grantors, and SHIRLEY BERNSTEIN, Trustee of the SHIRLEY BERNSTEIN TRUST AGREEMENT dated May 20, 2008, whose mailing address is 7020 Lions Head Lane, Boca Raton, Florida 33498, as Grantee.

(WHEREVER used herein, the terms "*Grantor*" and "*Grantee*" include all the parties to this instrument and their heirs, legal representatives and assigns of such individuals, and the successors and assigns of corporations.)

WITNESSETH, that said Grantor, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim to Grantee and Grantee's heirs and assigns forever, the following described real property situated, lying and being in Palm Beach County, Florida, to-wit:

Condominium Parcel Number C5 of the Center Building of ARAGON CONDOMINIUM according to the Declaration of Condominium thereof recorded in Official Records Book 8921, Page 1267 of the Public Records of Palm Beach County, Florida.

This conveyance is subject to the following:

1. Taxes and assessments for the year 2008 and subsequent years.
2. Conditions, restrictions, limitations, dedications, reservations, existing zoning ordinances, and easements of record including, but not limited to, water, sewer, gas, electric and other utility agreements of record.

Grantor hereby certifies that said property is not the grantor's homestead and that grantor resides elsewhere.

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

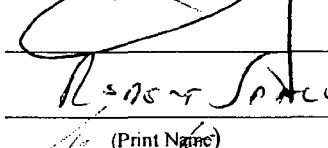
TO HAVE AND TO HOLD the same in fee simple forever.

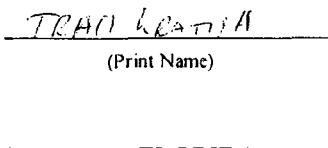
In WITNESS WHEREOF, Grantor has set Grantor's hand and seal as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Shirley Bernstein
(Print Name)


Traci Kratish
(Print Name)

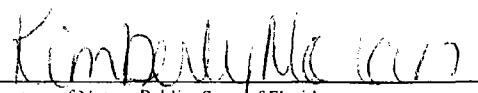

Simon Bernstein
(Print Name)


Traci Kratish
(Print Name)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of May,
2008, by SHIRLEY BERNSTEIN and SIMON BERNSTEIN, who are personally known to me; or produced the following identification _____.

NOTARY PUBLIC STATE OF FLORIDA
Kimberly Moran
Commission #DD766470
Expires: APR. 28, 2012
UNITED THRU ATLANTIC BONDING CO., INC.


Signature of Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

PREPARED BY AND RETURN TO:
Robert L. Spallina, Esquire
Teschner & Spallina, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847

CFN 20080203512
OR BK 22668 PG 0448
RECORDED 05/30/2008 09:05:38
Palm Beach County, Florida
AMT 10.00
Doc Stamp 0.70
Sharon R. Bock, CLERK & COMPTROLLER
Pgs 0448 - 449; (2pgs)

Parcel Control No. 00-42-46-33-11-000-7810

QUIT CLAIM DEED

THIS QUIT CLAIM DEED, is made this 20 day of May, 2008, between SHIRLEY BERNSTEIN, joined by her spouse, SIMON L. BERNSTEIN, as Grantor, and SHIRLEY BERNSTEIN, Trustee of the SHIRLEY BERNSTEIN TRUST AGREEMENT dated May 20, 2008, whose mailing address is 7020 Lions Head Lane, Boca Raton, Florida 33498, as Grantee.

(WHEREVER used herein, the terms "*Grantor*" and "*Grantee*" include all the parties to this instrument and their heirs, legal representatives and assigns of such individuals, and the successors and assigns of corporations.)

WITNESSETH, that said Grantor, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim to Grantee and Grantee's heirs and assigns forever, the following described real property situated, lying and being in Palm Beach County, Florida, to-wit:

Lot 781, ST. ANDREWS COUNTRY CLUB, PLAT NO. 14, according to the Plat thereof, as recorded in Plat Book 57, Pages 132-135, inclusive, of the Public Records of Palm Beach County, Florida.

This conveyance is subject to the following:

1. Taxes and assessments for the year 2008 and subsequent years.
2. Conditions, restrictions, limitations, dedications, reservations, existing zoning ordinances, and easements of record including, but not limited to, water, sewer, gas, electric and other utility agreements of record.

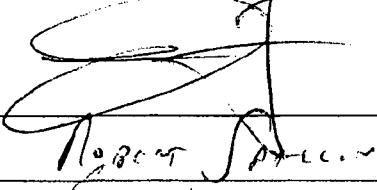
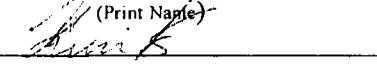
Grantor hereby certifies that said property is the grantor's homestead.

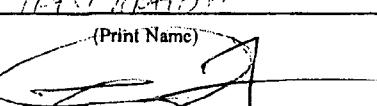
TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

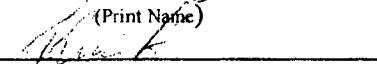
TO HAVE AND TO HOLD the same in fee simple forever.

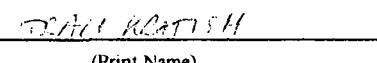
In WITNESS WHEREOF, Grantor has set Grantor's hand and seal as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Roger Bernstein
(Print Name)



Shirley Bernstein
(Print Name)

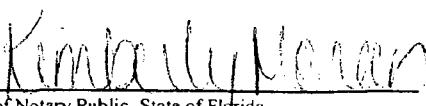

Roger Bernstein
(Print Name)



Shirley Bernstein
(Print Name)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of May,
2008, by SHIRLEY BERNSTEIN and SIMON BERNSTEIN, who are personally known to me; or produced the following identification _____.

NOTARY PUBLIC-STATE OF FLORIDA
 Kimberly Moran
Commission # DD766470
Expires: APR. 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.


Signature of Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

TO: Recorder's Office
Palm Beach County Clerk of Courts
205 North Dixie, Room 425
P.O. Box 4177
West Palm Beach, FL 33402

CFN 20040405688
OR BK 17248 PG 1096
RECORDED 07/13/2004 11:32:35
Palm Beach County, Florida
AMT 1,600,000.00
Doc Stamp 11,200.00
Dorothy H Wilken, Clerk of Court

THIS INSTRUMENT PREPARED BY AND RETURN TO:

Alan J. Werksman, Esquire
160 S.W. 12th Avenue, Suite 101B
Deerfield Beach, Florida 33442

Parcel Identification (Folio) Numbers: 06-43-47-32-38-002-0035

Space Above This Line For Recording Data

THIS WARRANTY DEED, made the 30th day of June, 2004 by 2500 Developers Inc., herein called the Grantor, to Simon Bernstein and Shirley L. Bernstein, his wife, whose post office address is 7020 Lions Head Lane, Boca Raton, Florida 33496, hereinafter called the Grantee:

(Wherever used herein, the terms "grantor" and "grantee" include all the parties to this instrument and the heirs, legal representatives and assigns of individuals, and the successors and assigns of corporations)

W I T N E S S E T H: That the Grantor, for and in consideration of the sum of TEN AND 00/100'S (\$10.00) Dollars and other valuable considerations, the receipt and sufficiency of which is hereby acknowledged, hereby grants, bargains, sells, alienes, leases, releases, conveys and confirms unto the Grantee all that certain land situate in PALM BEACH County, State of Florida, viz.:

Condominium Parcel Number C8 of the Center Building of ARAGON CONDOMINIUM according to the Declaration of Condominium thereof recorded in Official Records Book 8921, Page 1267 of the Public Records of Palm Beach County, Florida

Property Address: 2494 South Ocean Boulevard, Unit C5, Boca Raton, FL 33432

TOGETHER, with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, the same in fee simple forever.

AND, the Grantor covenants with said Grantee that the Grantor is lawfully seized of said land in fee simple; that the Grantor has good right and lawful authority to sell and convey said land, and hereby warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances, except taxes accruing subsequent to December 31, 2003.

IN WITNESS WHEREOF, the said Grantor has signed and sealed these presents the day and year first above written.

Signed, sealed and delivered in the presence of:

Witness #1 Signature

Alan J. Werksman

Witness #1 Printed Name

Witness #2 Signature

Tara M. Heller

Witness #2 Printed Name

2500 Developers Inc., a Florida corporation

By: James H. Cohen, Vice-President

321 E. Hillsboro Blvd., Deerfield, Florida 33441

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of June, 2004 by James H. Cohen, Vice President of 2500 Developers Inc. who is personally known to me.

Tara M. Heller
Notary Public
My Commission #D106596
Expires July 06, 2005

File No: 04-881-1

	GARY R. NIKOULIS, CFA	Property Appraiser's Public Access System
Property Details of Palm Beach County		
Home		

Property Information

Location Address: 2494 S OCEAN BLVD C5

[View Map](#)[Calculate Portability](#)

Municipality: BOCA RATON

Parcel Control Number: 06-43-47-32-38-002-0035

Subdivision: ARAGON COND DECL FILED 9-18-95 IN OR8921P1267

Official Records Book: 17248 Page: 1096 Sale Date: Jun-2004

Legal Description: ARAGON COND UNIT C-5 BLDG SOUTH

Owner Information

Name: BERNSTEIN SIMON &

[All Owners](#)

Mailing Address: 7020 LIONS HEAD LN

BOCA RATON FL 33496 5931

Sales Information

Sales Date	Book/Page	Price	Sale Type	Owner
Jun-2004	17248/1096	\$1,600,000	WARRANTY DEED	BERNSTEIN SIMON &

Exemptions

Exemption Information Unavailable.

Appraisals

Tax Year:	2007	2006	2005
Improvement Value:	\$1,600,000	\$1,600,000	\$1,350,000
Land Value:	\$0	\$0	\$0
Total Market Value:	\$1,600,000	\$1,600,000	\$1,350,000

Property Information
 Number of Units: 1
 *Total Square Feet: 3764
 Acres: 1

Use Code: 0400 Description: CONDOMINIUM

* in residential properties may indicate living area.

Assessed and Taxable Values

Tax Year:	2007	2006	2005
Assessed Value:	\$1,600,000	\$1,600,000	\$1,350,000
Exemption Amount:	\$0	\$0	\$0
Taxable Value:	\$1,600,000	\$1,600,000	\$1,350,000

[Structure Detail](#)**Tax Values**

Tax Year:	2007	2006	2005
Ad Valorem:	\$28,202	\$30,652	\$26,955
Non Ad Valorem:	\$88	\$85	\$53
Total Tax:	\$28,290	\$30,737	\$27,008

[Tax Calculator](#)[Details](#)[Calculate Additional Homestead](#)[Tax Collector WebSite](#)

NOTE: Lower the top and bottom margins to 0.25 on File->Page Setup menu option in the browser to print the detail on one page.

This Instrument Prepared by:
Susan J. Pontigas, Esq.
STROOCK & STROOCK & LAVAN
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

JUN-09-1993 12:51PM 93-178355
ORB 7745 Pg 1767
Con 894,000.00 Doc 6,258.00

Property Control No. 00-42-46-33-11-000-7810

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made this 15 day of June, 1993,
by CITIBANK, FEDERAL SAVINGS BANK, a federal savings bank
("Grantor"), whose address is 255 East Dania Beach Boulevard,
Dania, Florida 33044 and SHIRLEY BERNSTEIN, a married woman
("Grantee"), whose mailing address is 7020 Lions Head Lane, Boca
Raton, Florida 33498.

WITNESSETH:

THAT the Grantor, for and in consideration of the sum of TEN
AND NO/100 DOLLARS (\$10.00) and other good and valuable
consideration, to it in hand paid by the Grantee, the receipt
whereof is hereby acknowledged, has granted, bargained and sold
to the Grantee, her heirs, legal representatives, successors and
assigns forever, all right, title and interest in and to the
following real property located and situate in the County of Palm
Beach, State of Florida, described as follows:

Lot 781, ST. ANDREWS COUNTRY CLUB, PLAT NO. 14, according to
the Plat thereof, as recorded in Plat Book 57, Pages 132-
135, inclusive, of the Public Records of Palm Beach County,
Florida (the "Property").

This conveyance is subject to the foregoing:

1. Taxes and assessments for the year 1993 and subsequent
years which are not yet due and payable;
2. Conditions, covenants, restrictions, reservations,
limitations and easements and rights-of-way of record,
if any; but this provision shall not operate to re-
impose the same; and
3. Zoning ordinances and restrictions, reservations,
prohibitions and any requirement imposed by
governmental authority.

The benefits and obligations hereunder shall inure to and be
binding upon the heirs, executors, administrators, successors and
assigns of the Grantee, and the Grantor warrants title to all the
premises hereby conveyed, and will defend the same against the
lawful claims of all persons whomsoever claiming by, through and
under the Grantor herein.

RETURN TO:

Brent G. Wolmer, Esquire
Jonas and Wolmer, P.A.
3300 PGA Blvd., Ste 870
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the Grantor has caused these presents to be executed by its authorized officer, on the day and year first above written.

Signed, sealed and delivered
in the presence of:

CITIBANK, FEDERAL SAVINGS BANK,
a federal savings bank

Barbara Cohen
Print Name: BARBARA COHEN

By: *Richard A. Nash*
Richard A. Nash, as Vice President

Richard A. Nash
Print Name: Richard A. Nash

(Corporate Seal)

Address:
255 East Dania Beach Boulevard
Dania, Florida 33044

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 01 day of June, 1993, by Richard A. Nash, as Vice President of Citibank, Federal Savings Bank, a federal savings bank, on behalf of the bank. He is personally known to me or produced a Florida driver's license as identification and did not take an oath.

M P Malone
Print Name: M P Malone
Notary Public, State of Florida
Commission No. 131826

My Commission Expires:

M P MALONE
(Notary Public)
STATE OF FLORIDA
My Comm Exp 7/30/95
BONDED

10090819

ORB 7745 Pg 1769
RECORD VERIFIED DOROTHY H WILKEN
CLERK OF THE COURT - PB COUNTY, FL

CERTIFICATE OF APPROVAL

The undersigned officer of ST. ANDREWS COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, not for profit, in connection with the sale of Lot 781, ST. ANDREWS COUNTRY CLUB, PLAT 14 according to Public Records as recorded in Plat Book 57 page 132-135, Public Records of Palm Beach County, Florida, (herein referred to as the "Property") to Simon and Shirley Bernstein (hereinafter referred to as ("Owner") hereby certify that:

1. The St. Andrews Country Club Property Owners Association, Inc., hereby waives the "repurchase option" contained within Article IX of the Declaration of Covenants and Restrictions for St. Andrews Country Club, dated and recorded July 21, 1982, in Official Record Book 3762, Page 1564, Public Records of Palm Beach County, Florida.
2. St. Andrews Country Club Property Owners Association, Inc., on behalf of its Membership Committee, approves and authorizes the sale of the Property in accordance with the provisions contained within Article XV, Section 1 (A) of the Declaration of Covenants and Restrictions, dated and recorded July 21, 1982, in Official Record Book 3762, Page 1564, of the Public Records of Palm Beach County, Florida.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Approval the 1 day of June, 1993.

Signed, Sealed and Delivered in the presence of:

ST. ANDREWS COUNTRY CLUB in
PROPERTY OWNERS ASSOCIATION
INC., a Florida non-profit
corporation

Witness

(Sign)

Witness

(Print)

Carole Lombardo

(Sign)

Witness

(Print)



Property Information

Location Address: 7020 LIONS HEAD LN

[View Map](#)[Calculate
Portability](#)

Municipality: UNINCORPORATED

Parcel Control Number: 00-42-46-33-11-000-7810

Subdivision: ST ANDREWS COUNTRY CLUB PL 14

Official Records Book: 07745 Page: 1767 Sale Date: Jun-1993

Legal Description: ST ANDREWS COUNTRY CLUB PL 14 LT 781

Owner Information

Name: BERNSTEIN SHIRLEY

[All Owners](#)

Mailing Address: 7020 LIONS HEAD LN

BOCA RATON FL 33496 5931

Sales Information

Sales Date	Book/Page	Price	Sale Type	Owner	All Sales
Jun-1993	07745/1767	\$894,000	WARRANTY DEED	BERNSTEIN SHIRLEY	
May-1993	07730/0544	\$1,000	CERT OF TITLE		
May-1990	06457/1767	\$322,500	WARRANTY DEED		

Exemptions

Exemption Information Unavailable.

Appraisals

Tax Year:	2007	2006	2005
Improvement Value:	\$477,558	\$523,277	\$441,734
Land Value:	\$725,000	\$725,000	\$725,000
Total Market Value:	\$1,202,558	\$1,248,277	\$1,166,734

Property Information
 Number of Units: 1
 *Total Square Feet: 7525
 Acres: 0.33

Use Code: 0100 Description: RESIDENTIAL

* in residential properties may indicate living area.

Assessed and Taxable Values

Tax Year:	2007	2006	2005
Assessed Value:	\$1,202,558	\$1,248,277	\$1,166,734
Exemption Amount:	\$0	\$0	\$0
Total Taxable Value:	\$1,202,558	\$1,248,277	\$1,166,734

[Structure Detail](#)

Tax Values

Tax Year:	2007	2006	2005
Ad Valorem:	\$20,193	\$22,786	\$22,230
Non Ad Valorem:	\$269	\$308	\$286
Total Tax:	\$20,462	\$23,094	\$22,516

[Tax Calculator](#)[Details](#)[Calculate Additional Homestead](#)[Tax Collector WebSite](#)

NOTE: Lower the top and bottom margins to 0.25 on File->Page Setup menu option in the browser to print the detail on one page.

June 19

1939

Estate of. ~~Stratos~~ Bonnerston (71) 12/16/10

Review Timeline on Estate : Canada
- Born in Stratos Trust

Prepare Probate Ontario Document

www.LifeInsuranceConcepts.com

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From: Diana Banks
Sent: Wednesday, July 27, 2011 4:25 PM
To: 'Craig, Janet'; 'Robert Spallina'
Cc: Simon Bernstein; Worth, Hunt; Sigalos, Janet; Vereb, Patricia; Roraff, Victoria
Subject: RE: Bernstein Tax Information

Please see attached. Thank you, Diana

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Janet Craig, CTFA
Senior Vice President & Compliance Officer
Oppenheimer Trust Company
18 Columbia Turnpike
Florham Park, NJ 07932
Tel: 973-245-4635
Fax: 973-245-4699
Email: Janet.Craig@opco.com

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Janet, please advise of status of the Trust transfer. Thank you, Diana

Diana Banks - Vice President of Administration



Life Insurance Concepts
950 Peninsula Corporate Circle, Suite 3010
Boca Raton, FL 33487
Tel: 561.988.8984
Toll Free: 866.395.8984
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Hunt and I will send the documentation to you for review. If you would like a hard copy, I will need your address. If email is sufficient, please let me know.

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To: Diana Banks; Roraff, Victoria
Cc: Worth, Hunt; Sigalos, Janet; Vereb, Patricia
Subject: Bernstein Tax Information

Diana and Vicky,

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In order to close the accounts for Alexandra and Eric, who I believe are of age, I will need a written request from each of them stating their age, their desire to terminate the trust and transfer instructions. The assets in those two trusts will be payable to them outright, so they will need brokerage accounts in their individual names. They will still need to sign off on our standard release documents.

We will be preparing removal and release documents for the remaining eight trust accounts. Please let me know where we should send these documents, once they are prepared. We will also need transfer instructions in the name of each trust at the appropriate time.

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Robert Spallina

From: Craig, Janet [Janet.Craig@opco.com]
Sent: Friday, July 29, 2011 11:21 AM
To: Roraff, Victoria
Cc: Simon Bernstein; Worth, Hunt; Sigalos, Janet; Vereb, Patricia; Robert Spallina; 'Diana Banks'; Sigalos, Janet; Vereb, Patricia
Subject: RE: Bernstein Tax Information
Attachments: Bernstein fbo Eric 50% distribution.pdf; Bernstein fbo Alexandra 50% distribution.pdf; image001.jpg

Vickie,

Alexandra and Eric became eligible for a 50% distribution of their trust accounts upon attaining age 21.

Attached please find a letter of authorization for each account directing the transfer of 50% of the assets to accounts in each of their individual names. Also attached is a spreadsheet outlining the distribution and delivery instructions for each account. The remaining 50% of each account will be transferred to new trusts in each of their names, once the distribution paperwork has been completed.

Please feel free to call me if you have any questions.

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Florham Park, NJ 07932
Phone 973-245-4635
Fax 973-245-4699

Oppenheimer & Co. Inc.
Boca Village Corporate Center
4855 Technology Way
Suite 400
Boca Raton, FL 33431
Attn: Vickie Roraff

Re: Oppenheimer Trust Company, Trustee
Simon Bernstein fbo Eric
Acct # G511434321

Dear Vickie,

Please accept this letter as your authorization to transfer 50% of the above referenced account in accordance with the delivery instructions, attached.

Also attached is a spreadsheet outlining the 50% distribution.

Thank you for your assistance in this matter. Please feel free to call me if you have any questions.

Sincerely,


Janet Craig
Senior/Vice President

TS003267

Acct Name: SIMON BERNSTEIN IRREVOCABLE TRUST
U/A 9/7/06

FBO ERIC BERNSTEIN
OPPENHEIMER TRUST CO, SUCCESSOR

TRUSTEE

Acct Number: 21 00 0910 0 03

Security Name	Shares/Par	Average Unit Cost	Cost	Unit Market	Market Value
ADVANTAGE BANK DEP					15,214.53
FIXED INCOME SECURITIES					
ISHARES LEHMAN 20+	8.0000	47.4500	759.2000	47.8300	765.2800
ISHARES TR 7-10 YR	22.5000	47.4000	2,133.0550	48.6450	2,189.0250
ISHARES TR IND IBOXX	3.0000	45.2100	271.2600	55.5650	333.3900
ISHARES TR INDEX BAR	4.5000	47.5000	427.5000	56.2000	505.8000
ISHS TR BARCLYS	9.5000	50.9500	968.0500	53.3820	1,014.2600
SPDR SER TR BRCLYS	12.5000	15.4550	386.3750	20.0550	501.3750
SPDR SERIES TRUST	7.5000	24.7050	370.5750	31.2200	468.3000
EQUITIES					
SPDR SER TR DJ REIT	24.0000	19.6800	944.6400	33.8250	1,623.6000
VANGUARD INDEX FDS	61.0000	19.9350	2,431.7900	27.4000	3,342.8000
VANGUARD INDEX FDS	16.5000	20.7850	685.8750	41.6600	1,374.7800
VANGUARD INDEX FDS	8.5000	21.3350	362.6950	34.0950	579.6150
VANGUARD INDX GRWTH	42.5000	19.9350	1,694.2550	32.3300	2,748.0500
VANGUARD INTL EQ	51.5000	20.0750	2,067.6550	25.6000	2,636.8000
VANGUARD INTL EQUITY	37.0000	12.3400	913.1600	24.0300	1,778.2200
VANGUARD PACIFIC ETF	30.0000	20.6950	1,241.5800	28.5990	1,715.9400
GRAND TOTALS					
					36,791.77

July 27, 2011

Oppenheimer Trust Company
18 Columbia Turnpike
Florham Park, NY 07932

Re: Transfer of Assets

To Whom It May Concern:

I, Eric Bernstein, being over the age of 21 is requesting a transfer of assets to JP Morgan pursuant to enclosed instructions.

Please contact me at (561) 213-2003 with any questions.

Thank you,



Eric Bernstein

TS003269

Depositing Securities and Cash into a J.P. Morgan Account

J.P.Morgan

Follow the instructions below to transfer securities or cash to a J.P. Morgan account. (Please see separate instructions for deposits to a JPMST margin account.)

Please note that for all "alpha" accounts, when transferring securities you will only be able to list the "Alpha" and the first seven (7) digits of your account number. There is a 12-character limit on account numbers; therefore, "PBD#Q1234567" is the maximum allowed.

A. Securities

All Depository Trust Company-eligible* & Free transactions should be directed to:

JPMorgan Chase Bank, N.A.
DTC Participant Number 902
FFC to Account Number - P72500
For Account Number - PBD# w40996006
For Account of Eric Bernstein

All Federal Reserve-eligible U.S. Government transactions should be directed to:

JPMCHASE/CUST
ABAN 021 000 021
FFC to Account Number - P72500
For Account Number - PBD#
For Account of

All Physical transactions should be directed to:

Mail In Deliveries: (Overnight and Regular Mail)
Service Teams Outside NY should Fed Ex
certs / docs overnight to:
JPMorgan Chase Bank, N.A.
Attn: Physical Processing
500 Stanton Christiana Road
Ops 3, 2nd Floor
Newark, DE 19713-2107
FFC: _____
For account of _____

Service Teams in NY should send certs / docs to:
JPMorgan Chase Bank, N.A.
Attn: Physical Receive Department
4 Chase Metrotech Center
3rd Floor
Brooklyn, NY 11245-0001
FFC: _____
For account of _____

Street Deliveries: (via third party messenger, or walk-up)
JPMorgan Chase Bank, N.A.
Attn: Physical Receive Department
4 Chase Metrotech Center, 1st Floor, Window #5
Brooklyn, NY 11245-0001
(Use Willoughby Street Entrance)
Internal Account #: P72500
FFC: _____
For account of _____

Affirmation Instructions:

Standing Instruction Broker

DTC 902
Agent I.D. #29038
Institution I.D. #27656
Agent Interested Account - PBD#
Interested Party #27656
A/C P72500

Both the Agent Interested Account number and the A/C P72500 account number must be referenced.

MONFY MANAGER Is the affirming party

DTC 902
Agent I.D. #28574
Institution I.D. -
Agent Interested Account - PBD#
Interested Party #27656
A/C P72500

Both the Agent Interested Account number and the A/C P72500 account number must be referenced.

B. Foreign Currency

*Note that when depositing foreign currency to an account, whether the funds are converted to USD or not, please contact your Account Officer for correct wiring instructions.

Depositing Securities and Cash into a J.P. Morgan Account

J.P. Morgan

C. Cash Deposits

Please include deposit ticket with check, checks can be sent to:

Regular Mail

KY1-0900
JPMorgan Chase Bank, N.A.
P.O. Box 34110
Louisville, KY 40232-4110

*Account Number - _____
For Account of - _____

Overnight Mail

KY1-0900
JPMorgan Chase Bank, N.A.
6714 Grade Lane, Bldg. 8, Suite 807
Louisville, KY 40213

*Account Number - _____
For Account of - _____

Foreign Checks

JPMorgan Chase Bank, N.A.
International Check Collections
1111 Fannin Street, Floor 13
Houston, TX 77002
Mail Code-TX2-F012

For ACH transfers, the ABA and Account Information should be taken from the MICR line of the checks.
ACH transfers should be sent to:

Checking and Money Market Deposit (MMDA) Accounts

JPMorgan Chase Bank, N.A.

**ABA # - _____ (enter from list below)
*Account Number - _____
For Account of - _____

All Other Accounts

JPMorgan Chase Bank, N.A.
500 Stanton Christiana Rd
Newark, DE 19713
ABA # 022 000 842

*Account Number - _____
For Account of - _____

Federal Fund wires should be sent to:

JPMorgan Chase Bank, N.A.

ABA # 021 000 021
*Account Number - _____
For Account of - _____

*For deposits, ACH transfers, and wires account number must be numeric. Insert account number converting alpha characters to a numeric prefix (i.e. A12345-000 = 1012345000).

If Alpha Is:	Numeric prefix is:	If Alpha Is:	Numeric prefix is:	If Alpha Is:	Numeric prefix is:
A	10	P	25	S	28
C	12	Q	26	V	31
H	17	R	27	W	32

**ABA #s need to be selected based upon the Bank State the account is opened. For assistance in selecting please contact your J.P. Morgan Service Team.

If Bank State Is:	ABA # Is:	If Bank State Is:	ABA # Is:	If Bank State Is:	ABA # Is:
AZ (601)	122 100 024	ID (702)	123 271 978	OH/WV (001)	044 000 037
CA/NV (703)	322 271 627	IL (111)	071 000 013	OK (662)	103 000 648
CO (501)	102 001 017	IN (053)	074 000 010	OR/WA (702)	325 070 760
CT/NI/NY (802)	021 000 021	KY (034)	083 000 137	TX (201)	111 000 614
FL (021)	267 084 131	LA (552)	065 400 137	UT (602)	124 001 545
GA (021)	061 092 387	MI (021)	072 000 326	WI (121)	075 000 019



Oppenheimer Trust Company
18 Columbia Turnpike
Florham Park, NJ 07932
Phone 973-245-4635
Fax 973-245-4699

Oppenheimer & Co. Inc.
Boca Village Corporate Center
4855 Technology Way
Suite 400
Boca Raton, FL 33431
Attn: Vickie Roraff

Re: Oppenheimer Trust Company, Trustee
Simon Bernstein fbo Alexandra
Acct # G511434313

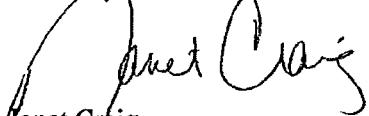
Dear Vickie,

Please accept this letter as your authorization to transfer 50% of the above referenced account in accordance with the delivery instructions, attached.

Also attached is a spreadsheet outlining the 50% distribution.

Thank you for your assistance in this matter. Please feel free to call me if you have any questions.

Sincerely,


Janet Craig
Senior Vice President

Acct Name: SIMON BERNSTEIN IRREVOCABLE TRUST
 U/A 9/7/06
 FBO ALEXANDRA BERNSTEIN
 OPPENHEIMER TRUST CO, SUCCESSOR
 TRUSTEE
 Acct Number: 21 00 0909 0 03

Security Name	Shares/Par	Average Unit Cost	Cost	Unit Market	Market Value
ADVANTAGE BANK DEP					15,184.35
FIXED INCOME SECURITIES					
ISHARES LEHMAN 20+	8.5000	47.4500	806.6500	47.8300	813.1100
ISHARES TR 7-10 YR	23.0000	47.3350	2,177.4700	48.6450	2,237.6700
ISHARES TR IND IBOXX	3.0000	45.2100	271.2600	55.5650	333.3900
ISHARES TR INDEX BAR	5.0000	47.5000	475.0000	56.2000	562.0000
ISHS TR BARCLYS	10.0000	50.9500	1,019.0000	63.3820	1,067.6400
SPDR SER TR BRCLYS	13.0000	15.4550	401.8300	20.0550	521.4300
SPDR SERIES TRUST	7.5000	24.7050	370.5750	31.2200	468.3000
	0.0000	0.0000	0.0000	0.0000	0.0000
EQUITIES					
SPDR SER TR DJ REIT	24.5000	19.6800	964.3200	33.8250	1,657.4250
VANGUARD INDEX FDS	62.5000	19.9300	2,491.5000	27.4000	3,425.0000
VANGUARD INDEX FDS	15.5000	20.7850	685.8750	41.6600	1,374.7800
VANGUARD INDEX FDS	8.5000	21.3350	362.6950	34.0950	579.6150
VANGUARD INDX GRWTH	43.0000	21.7000	1,866.1150	32.3300	2,780.3800
VANGUARD INTL EQ	52.5000	20.0750	2,107.8050	25.6000	2,688.0000
VANGUARD INTL EQUITY	38.0000	12.3400	937.8400	24.0300	1,826.2800
VANGUARD PACIFIC ETF	31.0000	20.6800	1,282.2900	28.5990	1,773.1350
GRAND TOTALS					37,292.51

July 27, 2011

Oppenheimer Trust company
18 Columbia Turnpike
Florham Park NY 07932

Re: Transfer of Assets

To Whom It May Concern:

I, Alexandra Bernstein, being over the age of 21 is requesting a transfer of assets to JP Morgan pursuant to enclosed instructions.

Please contact me at (561) 245-1393 with any questions.

Thank you,

Alexandra Bernstein

Alexandra Bernstein

Depositing Securities and Cash into a J.P. Morgan Account

J.P.Morgan

C. Cash Deposits

Please include deposit ticket with check, checks can be sent to:

Regular Mail

KY1-0900
JPMorgan Chase Bank, N.A.
P.O. Box 34110
Louisville, KY 40232-4110

*Account Number - _____
For Account of - _____

Overnight Mail

KY1-0900
JPMorgan Chase Bank, N.A.
6714 Grade Lane, Bldg. 8, Suite 807
Louisville, KY 40213

*Account Number - _____
For Account of - _____

Foreign Checks

JPMorgan Chase Bank, N.A.
International Check Collections
1111 Fannin Street, Floor 13
Houston, TX 77002
Mail Code-TX2-F012

For ACH transfers, the ABA and Account Information should be taken from the MICR line of the checks.
ACH transfers should be sent to:

Checking and Money Market Deposit (MMDA) Accounts

JPMorgan Chase Bank, N.A.

**ABA # - _____ (enter from list below)

*Account Number - _____
For Account of - _____

All Other Accounts

JPMorgan Chase Bank, N.A.
500 Stanton Christiana Rd
Newark, DE 19713
ABA # 022 000 842

*Account Number - _____
For Account of - _____

Federal Fund wires should be sent to:

JPMorgan Chase Bank, N.A.

ABA # 021 000 021

*Account Number - _____
For Account of - _____

*For deposits, ACH transfers, and wires account number must be numeric. Insert account number converting alpha characters to a numeric prefix (i.e. A12345-000 = 1012345000).

If Alpha is:	Numeric prefix is:	If Alpha is:	Numeric prefix is:	If Alpha is:	Numeric prefix is:
A	10	P	25	S	28
C	12	Q	26	V	31
H	17	R	27	W	32

**ABA #'s need to be selected based upon the Bank State the account is opened. For assistance in selecting please contact your J.P. Morgan Service Team.

If Bank State is:	ABA # is:	If Bank State is:	ABA # is:	If Bank State is:	ABA # is:
AZ (601)	122 100 024	ID (702)	123 271 978	OH/WV (001)	044 000 037
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GA (021)	061 092 387	MI (021)	072 000 326	WI (121)	075 000 019

July 27, 2011

Oppenheimer Trust company
18 Columbia Turnpike
Florham Park NY 07932

Re: Transfer of Assets

To Whom It May Concern:

I, Alexandra Bernstein, being over the age of 21 is requesting a transfer of assets to JP Morgan pursuant to enclosed instructions.

Please contact me at (561) 245-1393 with any questions.

Thank you,

Alexandra Bernstein

Alexandra Bernstein

Depositing Securities and Cash into a J.P. Morgan Account

J.P.Morgan

C. Cash Deposits

Please include deposit ticket with check, checks can be sent to:

Regular Mail

KY1-0900
JPMorgan Chase Bank, N.A.
P.O. Box 34110
Louisville, KY 40232-4110

*Account Number - _____
For Account of - _____

Overnight Mail

KY1-0900
JPMorgan Chase Bank, N.A.
6714 Grade Lane, Bldg. 8, Suite 807
Louisville, KY 40213

*Account Number - _____
For Account of - _____

Foreign Checks

JPMorgan Chase Bank, N.A.
International Check Collections
1111 Fannin Street, Floor 13
Houston, TX 77002
Mail Code-TX2-F012

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ACH transfers should be sent to:

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JPMorgan Chase Bank, N.A.

**ABA # - _____ (enter from list below)
*Account Number - _____
For Account of - _____

All Other Accounts

JPMorgan Chase Bank, N.A.
500 Stanton Christiana Rd

Newark, DE 19713

ABA # 022 000 842

*Account Number - _____
For Account of - _____

Federal Fund wires should be sent to:

JPMorgan Chase Bank, N.A.

ABA # 021 000 021
*Account Number - _____
For Account of - _____

*For deposits, ACH transfers, and wires account number must be numeric. Insert account number converting alpha characters to a numeric prefix (i.e. A12345-000 = 1012345000).

If Alpha is:	Numeric prefix is:	If Alpha is:	Numeric prefix is:	If Alpha is:	Numeric prefix is:
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GA (021)	061 092 387	MI (021)	072 000 326	WI (121)	075 000 019

July 27, 2011

Oppenheimer Trust Company
18 Columbia Turnpike
Florham Park, NY 07932

Re: Transfer of Assets

To Whom It May Concern:

I, Eric Bernstein, being over the age of 21 is requesting a transfer of assets to JP Morgan pursuant to enclosed instructions.

Please contact me at (561) 213-2003 with any questions.

Thank you,



Eric Bernstein

TS003280

Depositing Securities and Cash into a J.P. Morgan Account

J.P.Morgan

Follow the instructions below to transfer securities or cash to a J.P. Morgan account. (Please see separate instructions for deposits to a JPMISI margin account.)

Please note that for all "alpha" accounts, when transferring securities you will only be able to list the "Alpha" and the first seven (7) digits of your account number. There is a 12-character limit on account numbers; therefore, "PBD#Q1234567" is the maximum allowed.

A. Securities

All Depository Trust Company-eligible* & Free transactions should be directed to:

JPMorgan Chase Bank, N.A.
DTC Participant Number 902
FFC to Account Number - P72500
For Account Number - PBD# w40996006
For Account of Eric Bernstein

All Federal Reserve-eligible U.S. Government transactions should be directed to:

JPMCHASE/CUST
ABA# 021 000 021
FFC to Account Number - P72500
For Account Number - PBD#
For Account of

All Physical transactions should be directed to:

Mail in Deliveries: (Overnight and Regular Mail)
Service Teams Outside NY should Fed Ex
certs / docs overnight to:
JPMorgan Chase Bank, N.A.
Attn: Physical Processing
500 Stanton Christiana Road
Ops 3, 2nd Floor
Newark, DE 19713-2107
FFC: _____
For account of _____

Service Teams in NY should send certs / docs to:
JPMorgan Chase Bank, N.A.
Attn: Physical Receive Department
4 Chase Metrotech Center
3rd Floor
Brooklyn, NY 11245-0001
FFC: _____
For account of _____

Street Deliveries: (via third party messenger, or walk-up)
JPMorgan Chase Bank, N.A.
Attn: Physical Receive Department
4 Chase Metrotech Center, 1st Floor, Window #5
Brooklyn, NY 11245-0001
(Use Willoughby Street Entrance)
Internal Account #: P72500
FFC: _____
For account of _____

Affirmation Instructions:

Standing Instruction Broker

DTC 902
Agent I.D. #29038
Institution I.D. #27656
Agent Interested Account - PBD#
Interested Party #27656
A/C P72500

Both the Agent Interested Account number and the A/C P72500 account number must be referenced.

MONEY MANAGER is the affirming party

DTC 902
Agent I.D. #28574
Institution I.D. -
Agent Interested Account - PBD#
Interested Party #27656
A/C P72500

Both the Agent Interested Account number and the A/C P72500 account number must be referenced.

B. Foreign Currency

*Note that when depositing foreign currency to an account, whether the funds are converted to USD or not, please contact your Account Officer for correct wiring instructions.

Depositing Securities and Cash into a J.P. Morgan Account

J.P. Morgan

C. Cash Deposits

Please include deposit ticket with check, checks can be sent to:

Regular Mail

KYI-0900
JPMorgan Chase Bank, N.A.
P.O. Box 34110
Louisville, KY 40232-4110

*Account Number - _____
For Account of - _____

Overnight Mail

KYI-0900
JPMorgan Chase Bank, N.A.
6714 Grade Lane, Bldg. 8, Suite 807
Louisville, KY 40213

*Account Number - _____
For Account of - _____

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International Check Collections
1111 Fannin Street, Floor 13
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Mail Code-TX2-F012

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JPMorgan Chase Bank, N.A.

**ABA # - _____ (enter from list below)
*Account Number - _____
For Account of - _____

All Other Accounts

JPMorgan Chase Bank, N.A.
500 Stanton Christiana Rd
Newark, DE 19713

ABA # 022 000 842

*Account Number - _____
For Account of - _____

Federal Fund wires should be sent to:

JPMorgan Chase Bank, N.A.

ABA # 021 000 021
*Account Number - _____
For Account of - _____

*For deposits, ACH transfers, and wires account number must be numeric. Insert account number converting alpha characters to a numeric prefix (i.e. A12345-000 = 1012345000).

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CT/NJ/NY (802)	021 000 021	KY (034)	083 000 137	TX (201)	111 000 614
FL (021)	267 084 131	LA (552)	065 400 137	UT (602)	124 001 545
GA (021)	061 092 387	MI (021)	072 000 325	WI (121)	075 000 019

TESCHER & SPALLINA, L.A.
ATTORNEYS-AT-LAW

DONALD R. TESCHER
ROBERT L. SPALLINA
KIMBERLY MORAN
LEGAL ASSISTANT

BOCA CORPORATE CENTER, SUITE 107
2101 CORPORATE BOULEVARD
BOCA RATON, FLORIDA 33431

TEL: 561.998.7847
FAX: 561.998.2642
WWW.TESCHERLAW.COM

September 26, 2008

VIA FEDERAL EXPRESS

Mr. Jeffrey C. Wolken
Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Re: Simon L. Bernstein Irrevocable Trust Agreement dated May 20, 2008

Dear Jeff:

Enclosed are the Assignment of Limited Partnership Interest to Si Bernstein's forty-nine and one-half (49 ½%) percent interest in Bernstein Family Investments, LLLP from his revocable trust to the Simon L. Bernstein Irrevocable Trust Agreement dated May 20, 2008. We have also enclosed a letter of direction regarding same to you and your company. Please sign the Consent to Be Bound on the second page of the Assignment and return the fully executed document to our office in the enclosed Federal Express envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,



ROBERT L. SPALLINA

RLS/km

Enclosures

cc: Simon L. Bernstein (w/o enc.)
Donald R. Tescher, Esq. (w/o enc.)

FedEx. Shipment Receipt

Outbound Shipment Address Information

Ship to:	Ship from:
Mr. Jeffrey C. Wolken	Kimberly Moran
Wilmington Trust Company	TESCHER & SPALLINA
1100 N MARKET ST	2101 CORPORATE BLVD
	SUITE 107
WILMINGTON, DE	BOCA RATON, FL
19890-0001	33431
US	US
800-345-7550	5619987847

Shipping Information

Tracking number: 790587351241
Ship date: 09/26/2008
Estimated shipping charges: 16.03

Package Information

Service type: Standard Overnight
Package type: FedEx Envelope
Number of packages: 1
Total weight: 1.0LBS
Declared value: 0.00 USD
Special Services: Process a Return Shipment
Pickup/Drop-off: Give to scheduled courier at my location

Billing Information

Bill transportation to: Sender
Your reference: Bernstein/11187.001
P.O. no.:
Invoice no.:
Department no.:

Return Shipment Address Information

Ship to:	Ship from:
Kimberly Moran	Mr. Jeffre
TESCHER & SPALLINA	Wilmingt
2101 CORPORATE	1100 N M
BLVD	BLVD
SUITE 107	SUITE 107
BOCA RATON, FL	BOCA RATON, FL
33431	33431
US	US
5619987847	5619987847

Shipping Information

Tracking number: 792114220956
Ship date: 09/26/2008
Estimated shipping charges:

Package Information

Return label type: Print
Service type: Standard Overnight
Package type: FedEx Envelope
Number of packages: 1
RMA no.:
Total weight: 1LBS
Declared value: 0.00USD
Special Services:
Pickup/Drop-off: Give to scheduled cour

Billing Information

Bill transportation to: Sender
Your reference: Bernstein/11187.001
P.O. no.:
Invoice no.:
Department no.:

Thank you for shipping online with FedEx ShipManager at fedex.com.

Please Note

FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary

SIMON L. BERNSTEIN
950 Peninsula Corporate Circle
Suite 3010
Boca Raton, Florida 33487

September 18, 2008

Personal & Confidential

Mr. Jeffrey C. Wolken
Wilmington Trust Company
1100 N. Market Street
Wilmington, DE 19890

RE: Simon L. Bernstein Irrevocable Trust Agreement dated May 20, 2008

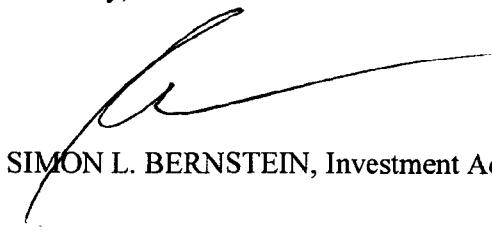
Dear Mr. Wolken:

Pursuant to my authority as the sole Investment Advisor under Section 7 of the above-referenced trust (the "Trust"), I hereby direct Wilmington Trust Company, in its capacity as trustee of the Trust (in such capacity, the "Trustee"), to accept the assignment of a 49.5% limited partnership interest in Bernstein Family Investments, LLLP, a Florida limited liability partnership (the "Interest").

I direct the Trustee to execute all documents necessary to finalize the Trust's receipt of the Interest as described above.

The Trustee is directed to retain, and not to dispose of, exchange, change the character of, lend, borrow against, pledge, mortgage, grant options with respect to, abandon, or in any other way take any action effecting, the Interest until further written direction from me.

Sincerely,


SIMON L. BERNSTEIN, Investment Advisor

TS003285

ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

FOR VALUE RECEIVED, the sufficiency of which is hereby acknowledged, the undersigned limited partner of BERNSTEIN FAMILY INVESTMENTS, LLLP, a Florida limited liability limited partnership (the "Partnership"), does hereby transfer and assign to WILMINGTON TRUST COMPANY, Trustee of the SIMON L. BERNSTEIN IRREVOCABLE TRUST AGREEMENT dated May 20, 2008, all of its right, title and interest in and to a forty-nine and 50/100 (49.5%) percent interest in the partnership, to share in Partnership profits and losses, to receive distributions from the Partnership, and to receive allocations of Partnership income, gain, loss, deduction, or credit or other similar items to which the undersigned assignor was entitled, and further, (b) to the extent permissible under the Agreement of Limited Partnership for the Partnership, assign such further rights that it may have as limited partner thereof including the ability of its successor to be admitted as substitute limited partner upon obtaining the requisite consent of the general partner of the Partnership. For purposes of this Assignment, the fair market value of the assigned limited partnership interest shall be the price, as of the date of this assignment, at which the assigned limited partnership interest would change hands between a hypothetical willing buyer and a hypothetical willing seller, neither being under any compulsion to buy or sell, and both having reasonable knowledge of relevant facts.

DATED: Effective as of _____, 2008.

ASSIGNOR:

SIMON L. BERNSTEIN TRUST AGREEMENT dated
May 20, 2008

By: _____

SIMON L. BERNSTEIN, Trustee

CONSENT TO BE BOUND

WILMINGTON TRUST COMPANY, Trustee of the SIMON L. BERNSTEIN IRREVOCABLE TRUST AGREEMENT dated May 20, 2008, hereby consents to be bound under the Agreement of Limited Partnership for BERNSTEIN FAMILY INVESTMENTS, LLLP, a Florida limited liability limited partnership, as substitute limited partner thereunder upon admission as same.

DATED: Effective as of _____, 2008.

SIMON L. BERNSTEIN IRREVOCABLE TRUST
AGREEMENT dated May 20, 2008

WILMINGTON TRUST COMPANY, Trustee

By: _____
_____, Vice President

CONSENT OF GENERAL PARTNER

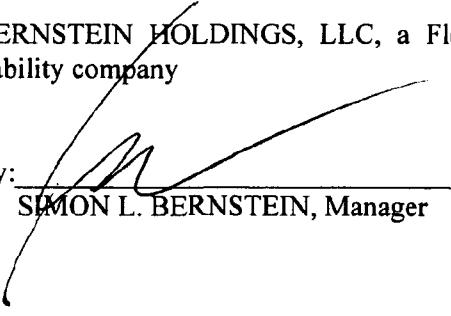
The undersigned general partner of BERNSTEIN FAMILY INVESTMENTS, LLLP, a Florida limited liability limited partnership, hereby consents to the assignment of limited partnership interest described above and further consents to the admission of the SIMON L. BERNSTEIN IRREVOCABLE TRUST AGREEMENT dated May 20, 2008, as substitute limited partner of the Partnership.

DATED: Effective as of _____, 2008.

GENERAL PARTNER:

BERNSTEIN HOLDINGS, LLC, a Florida limited liability company

By:


SIMON L. BERNSTEIN, Manager

Robert Spallina

From: Robert Spallina
Sent: Monday, September 15, 2008 1:14 PM
To: 'Diana Banks'
Subject: RE: Homestead

Please have Shirley sign as Trustee of her trust that they are entitled to use the property for their lifetimes.
 Thanks

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
TESCHER & SPALLINA, P.A.
 2101 Corporate Blvd., Suite 107
 Boca Raton, Florida 33431
 Telephone: 561-998-7847
 Facsimile: 561-998-2642
 E-mail: rspallina@tescherlaw.com

If you would like to learn more about TESCHER & SPALLINA, P.A., please visit our website at www.tescherlaw.com.

The information contained in this message is legally privileged and confidential information intended only for the use of the individual or entity named above. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. If you have received this communication in error, please immediately notify us by e-mail or telephone. Thank you.

From: Diana Banks [mailto:diana@lifeinsuranceconcepts.com]
Sent: Monday, September 15, 2008 11:51 AM
To: Robert Spallina
Subject: Homestead

Robert, do you know anything about this? thanks

Diana Banks, VP-Administration
Why Cambridge? Why do THE most successful CARRIERS, AGENTS, GENERAL AGENTS AND CAPITAL SOURCES choose Life Insurance Concepts and its Cambridge Premium Financing programs?
[Find out today why you should be sending your cases to us.](#)

.....
Life Insurance Concepts
 950 Peninsula Corporate Circle, Suite 3010
 Boca Raton , FL 33487
 p. 561.988.8984 ext 102
 f. 561.988.0833 d. **561.869.4503**
e_diana@LifeInsuranceConcepts.com
www.LifeInsuranceConcepts.com



Please consider the environment before printing this e-mail

This communication (including attachments) may contain privileged and confidential information intended only for the recipient(s) named above. If you are not the intended recipient(s), you are hereby notified that any viewing, copying, dissemination or distribution of this communication is prohibited and may be subject to legal action. Please contact the sender immediately by reply e-mail and delete all copies of the original message.

Robert Spallina

From: Fritz, David S. [DFritz@WilmingtonTrust.com]
Sent: Thursday, September 04, 2008 9:37 AM
To: Robert Spallina
Cc: Donald R. Tescher; Wolken, Jeffrey
Subject: Bernstein Trusts

Hello Robert,

I was just checking to see if you have an update on the possible timing of the assignment of LP interests to the subject trusts. I would like to give my DE office an update on the status of these two accounts and would greatly appreciate your latest thoughts on the funding of the trusts.

Thank you and best regards,

Dave

David S. Fritz
Managing Director
Wealth Advisory
Wilmington Trust FSB
140 Royal Palm Way
Suite 204
Palm Beach, FL 33480
Ph: 561-630-2112
800-814-3429
Fax: 561-659-1705
dfritz@wilmingtontrust.com

Visit our website at www.wilmingtontrust.com

Investment products are not insured by the FDIC or any other governmental agency, ar

TESCHER & SPALLINA, P.A.

ATTORNEYS-AT-LAW

DONALD R. TESCHER, ESQ.
ROBERT L. SPALLINA
KIMBERLY MORAH
LEGAL ASSISTANT

10000 BISCAYNE BOULEVARD, SUITE 1007
BROWARD CORPORATE CENTER
BOCA RATON, FLORIDA 33431

TEL: 561.998.7847
FAX: 561.998.2642
WWW.TESCHERLAW.COM

June 17, 2008

Personal & Confidential

VIA FEDERAL EXPRESS

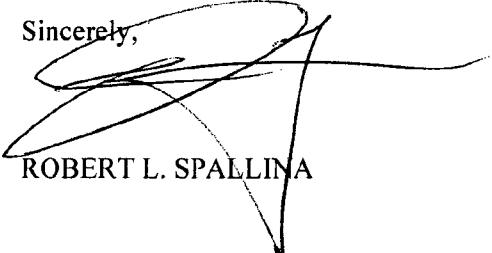
Mr. Simon L. Bernstein
Life Insurance Concepts
950 Peninsula Corporate Circle
Suite 3010
Boca Raton, FL 33487

Re: Simon L. & Shirley Bernstein - Estate Planning

Dear Si:

Enclosed are two original recorded Quit Claim Deeds transferring your home and your condo into Shirley's revocable trust.

If you have any questions, please do not hesitate to contact me.

Sincerely,

ROBERT L. SPALLINA

RLS/km

Enclosures

cc: Donald R. Tescher, Esq.

TS003292



Address Information

Ship to:	Ship from:
Simon L. Bernstein	Kimberly Moran
Life Insurance Concepts	TESCHER & SPALLINA
950 PENINSULA	2101 CORPORATE BLVD
CORPORATE CIR	
STE 3010	SUITE 107
BOCA RATON, FL	BOCA RATON, FL
33487-1387	33431
US	US
561-988-8984	5619987847

Shipping Information

Tracking number: 791917373534
 Ship date: 06/17/2008
 Estimated shipping charges: 16.96

Package Information

Service type: Standard Overnight
 Package type: FedEx Envelope
 Number of packages: 1
 Total weight: 1LBS
 Declared value: 0.00USD
 Special Services:
 Pickup/Drop-off: Give to scheduled courier at my location

Billing Information

Bill transportation to: Sender
 Your reference: Bernstein/11187.001
 P.O. no.:
 Invoice no.:
 Department no.:

Thank you for shipping online with FedEx ShipManager at fedex.com.

Please Note

FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income, interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g., jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits; Consult the applicable FedEx Service Guide for details. The estimated shipping charge may be different than the actual charges for your shipment. Differences may occur based on actual weight, dimensions, and other factors. Consult the applicable [FedEx Service Guide](#) or the FedEx Rate Sheets for details on how shipping charges are calculated.

PREPARED BY AND RETURN TO:
Robert L. Spallina, Esquire
Teschner & Spallina, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847

CFN 20080203511
OR BK 22668 PG 0446
RECORDED 05/30/2008 09:05:38
Palm Beach County, Florida
ANT 10.00
Doc Stamp 0.70
Sharon R. Bock, CLERK & COMPTROLLER
Pgs 0446 - 447; (2pgs)

Parcel Control No. 06-43-47-32-38-002-0035

QUIT CLAIM DEED

THIS QUIT CLAIM DEED, is made this 20 day of May, 2008, between SIMON BERNSTEIN and SHIRLEY BERNSTEIN, a married couple, as Grantors, and SHIRLEY BERNSTEIN, Trustee of the SHIRLEY BERNSTEIN TRUST AGREEMENT dated May 20, 2008, whose mailing address is 7020 Lions Head Lane, Boca Raton, Florida 33498, as Grantee.

(WHEREVER used herein, the terms "*Grantor*" and "*Grantee*" include all the parties to this instrument and their heirs, legal representatives and assigns of such individuals, and the successors and assigns of corporations.)

WITNESSETH, that said Grantor, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim to Grantee and Grantee's heirs and assigns forever, the following described real property situated, lying and being in Palm Beach County, Florida, to-wit:

Condominium Parcel Number C5 of the Center Building of ARAGON CONDOMINIUM according to the Declaration of Condominium thereof recorded in Official Records Book 8921, Page 1267 of the Public Records of Palm Beach County, Florida.

This conveyance is subject to the following:

1. Taxes and assessments for the year 2008 and subsequent years.
2. Conditions, restrictions, limitations, dedications, reservations, existing zoning ordinances, and easements of record including, but not limited to, water, sewer, gas, electric and other utility agreements of record.

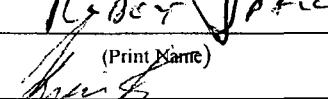
Grantor hereby certifies that said property is not the grantor's homestead and that grantor resides elsewhere.

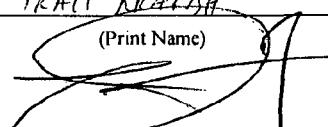
TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

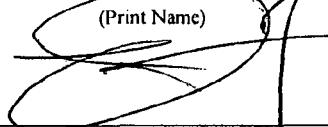
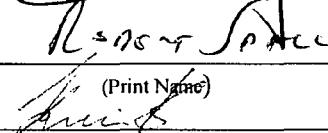
TO HAVE AND TO HOLD the same in fee simple forever.

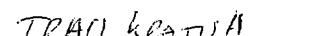
In WITNESS WHEREOF, Grantor has set Grantor's hand and seal as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Robert Sperling
(Print Name)



Tracy Keatish
(Print Name)

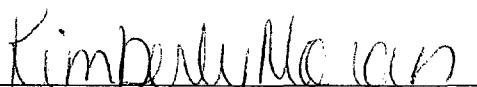

Robert Sperling
(Print Name)



Tracy Keatish
(Print Name)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of May,
2008, by SHIRLEY BERNSTEIN and SIMON BERNSTEIN, who are personally known to me; or produced the following identification _____.

NOTARY PUBLIC-STATE OF FLORIDA
Kimberly Moran
Commission # DD766470
Expires: APR. 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.


Signature of Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

PREPARED BY AND RETURN TO:
Robert L. Spallina, Esquire
Teschner & Spallina, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847

CFN 20080203512
OR BK 22668 PG 0448
RECORDED 05/30/2008 09:05:38
Palm Beach County, Florida
AMT 10.00
Doc Stamp 0.70
Sharon R. Bock, CLERK & COMPTROLLER
Pgs 0448 - 449; (2pgs)

Parcel Control No. 00-42-46-33-11-000-7810

QUIT CLAIM DEED

THIS QUIT CLAIM DEED, is made this 20 day of May, 2008, between SHIRLEY BERNSTEIN, joined by her spouse, SIMON L. BERNSTEIN, as Grantor, and SHIRLEY BERNSTEIN, Trustee of the SHIRLEY BERNSTEIN TRUST AGREEMENT dated May 20, 2008, whose mailing address is 7020 Lions Head Lane, Boca Raton, Florida 33498, as Grantee.

(WHEREVER used herein, the terms "*Grantor*" and "*Grantee*" include all the parties to this instrument and their heirs, legal representatives and assigns of such individuals, and the successors and assigns of corporations.)

WITNESSETH, that said Grantor, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim to Grantee and Grantee's heirs and assigns forever, the following described real property situated, lying and being in Palm Beach County, Florida, to-wit:

Lot 781, ST. ANDREWS COUNTRY CLUB, PLAT NO. 14, according to the Plat thereof, as recorded in Plat Book 57, Pages 132-135, inclusive, of the Public Records of Palm Beach County, Florida.

This conveyance is subject to the following:

1. Taxes and assessments for the year 2008 and subsequent years.
2. Conditions, restrictions, limitations, dedications, reservations, existing zoning ordinances, and easements of record including, but not limited to, water, sewer, gas, electric and other utility agreements of record.

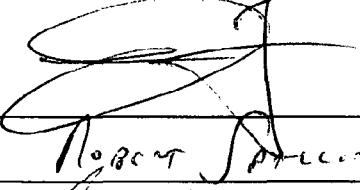
Grantor hereby certifies that said property is the grantor's homestead.

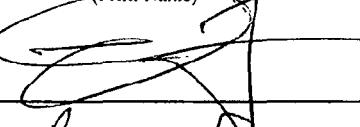
TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

TO HAVE AND TO HOLD the same in fee simple forever.

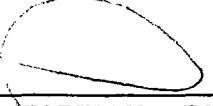
In WITNESS WHEREOF, Grantor has set Grantor's hand and seal as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Robert Bernstein
(Print Name)
Kimberly


Shirley Bernstein
(Print Name)
Kimberly


Simon Bernstein
(Print Name)

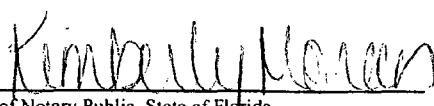

SHIRLEY BERNSTEIN, individually
Address: 7020 Lions Head Lane
Boca Raton, FL 33498


SIMON BERNSTEIN, individually
Address: 7020 Lions Head Lane
Boca Raton, FL 33498

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of May,
2008, by SHIRLEY BERNSTEIN and SIMON BERNSTEIN, who are personally known to me; or produced the following identification _____.

NOTARY PUBLIC STATE OF FLORIDA
Kimberly Moran
Commission # DD766470
Expires: APR. 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.


Signature of Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

TS003297

Robert Spallina

From: Diana Banks [diana@lifeinsuranceconcepts.com]
Sent: Monday, June 02, 2008 9:38 AM
To: Robert Spallina
Cc: Prindle, Christopher R.; jl@glcpa.com; Donald R. Tescher
Subject: RE: Wednesday, June 4

Si has requested he be there. thanks

-----Original Message-----

From: Robert Spallina [mailto:RSpallina@tescherlaw.com]
Sent: Monday, June 02, 2008 9:31 AM
To: Diana Banks
Cc: Prindle, Christopher R.; jl@glcpa.com; Donald R. Tescher
Subject: RE: Wednesday, June 4

Diana - I don't think that Chris needs to be present for the meeting. We are discussing generally what needs to be done and how much to fund the account with. I do not want to delay this another week. Thanks

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
TESCHER & SPALLINA, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

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-----Original Message-----

From: Prindle, Christopher R. [mailto:cprindle@StanfordEagle.com]
Sent: Monday, June 02, 2008 9:26 AM
To: diana@lifeinsuranceconcepts.com; jl@glcpa.com
Cc: Robert Spallina
Subject: Re: Wednesday, June 4

Diana,
I am open on tuesday and wednesday next week - how does that look?

----- Original Message -----

From: Diana Banks <diana@lifeinsuranceconcepts.com>

To: Prindle, Christopher R.; Jerry Lewin <jl@glcpa.com>
Cc: Robert Spallina <RSpallina@tescherlaw.com>
Sent: Mon Jun 02 08:17:10 2008
Subject: RE: Wednesday, June 4

Chris, are you available the week of the 9th? Si would like you to be here. Thank you

From: Prindle, Christopher R. [mailto:cprindle@StanfordEagle.com]
Sent: Friday, May 30, 2008 1:59 PM
To: Diana Banks; Robert Spallina; Jerry Lewin
Subject: RE: Wednesday, June 4

Hi Diana,

I will be out of town next week, but I should be able to participate via telephone. Would that work? Can you give me more specifics - Is this related to planning and Delaware?

Thanks - Chris

From: Diana Banks [mailto:diana@lifeinsuranceconcepts.com]
Sent: Friday, May 30, 2008 12:28 PM
To: Prindle, Christopher R.; Robert Spallina; Jerry Lewin
Subject: Wednesday, June 4

Are you all free Wednesday morning @ 10am to meet with Si and Ted to discuss Wilmington Trust/ investments?

Have a**) . . . *") . . .")
(. . . * Wonderful day!

Diana Banks, VP-Administration

For the past two years, Cambridge Financing Company has been preaching the importance of Premium Financing Done Right. Nothing demonstrates the results more clearly than the numbers. Follow the 'Right Way' link to see how successful the program has been. Where is the Right Way Leading You? <<http://www.lifeinsuranceconcepts.com/theRightWay.php>>

Life Insurance Concepts
950 Peninsula Corporate Circle, Suite 3010 Boca Raton , FL 33487 p. 561.988.8984 ext 102
f. 561.988.0833 d. 561.869.4503 e. diana@LifeInsuranceConcepts.com
<<mailto:T@LifeInsuranceConcepts.com>>

[www.LifeInsuranceConcepts.com <http://www.lifeinsuranceconcepts.com/>](http://www.lifeinsuranceconcepts.com/)

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Robert Spallina

From: Robert Spallina
Sent: Friday, May 30, 2008 11:51 AM
To: 'cprindle@stanfordeagle.com'
Cc: 'slashmit@stanfordeagle.com'; 'Ted Bernstein 2'; 'Diana Banks'; Donald R. Tescher
Subject: Si and Ted Bernstein New Accounts

Attachments: Bernstein Holdings, LLC Articles of Organization - filed.pdf; Bernstein Holdings, LLC IRS EIN Confirmation Itr.PDF; Bernstein Family Investments, LLLP Cert of LP.pdf; Bernstein Family Investments, LLLP IRS EIN Confirmation Itr.pdf; TSB Investments, LLLP Certificate of Limited Partnership.pdf; TSB Investments, LLLP IRS EIN Confirmation Itr.pdf; TSB Holdings, LLC Articles of Organization.pdf; TSB Holdings, LLC IRS EIN Confirmation Ltr.pdf

Chris - attached are the formation documents for each of the Bernstein entity accounts to be opened along with the EIN confirmations from Internal Revenue. Diana from Si's office will be contacting you to set-up a meeting regarding funding/transfers. Si and Ted are the authorized signatories with respect to each of their general partner entities. Please call me with any questions or if you need additional information.

Thanks,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

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Robert Spallina

From: Robert Spallina
Sent: Friday, May 30, 2008 12:13 PM
To: 'Wolken, Jeffrey'
Cc: McClelland, Nicole; Fritz, David S.; Donald R. Tescher; Kim Moran
Subject: RE: Out of Office AutoReply: Bernsteins

Jeff - thanks for the follow-up. As discussed, we will send you executed copies of the LLLP agreements and will get you the funding information when available. Regards, Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

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-----Original Message-----

From: Wolken, Jeffrey [<mailto:JWolken@WilmingtonTrust.com>]
Sent: Friday, May 30, 2008 10:57 AM
To: Robert Spallina
Cc: McClelland, Nicole; Fritz, David S.
Subject: RE: Out of Office AutoReply: Bernsteins

Robert:

I have returned to the office earlier than expected so I am available today if you would like to discuss this matter. In my absence, my colleague, Nicole McClelland, attempted to reply to your message on Wednesday with the final pending items for opening the trust accounts. Her message is copied below. My guess is that her message did not reach you?

I apologize for the miscommunication and for giving you the impression that this matter was sitting idle while I was away from the office. We have been working with the documents and information you provided and have been processing the mandatory background checks necessary to accept as trustee. At this time, we just need the two items related to LLC operating agreements and GST-exempt status requested by Nicole to complete the account openings.

Please let me know if you would like to discuss further or if you have any questions. I am in the office and should be generally available throughout the day. In addition, I plan to try to give you a call this afternoon in case these e-mail messages

are not reaching you for any reason.

Regards,
Jeff

Jeffrey C. Wolken
Vice President
Wilmington Trust Company
302-651-8192
jwolken@wilmingtontrust.com

-----Original Message-----

From: Robert Spallina [mailto:RSpallina@tescherlaw.com]
Sent: Friday, May 30, 2008 10:31 AM
To: Wolken, Jeffrey
Subject: RE: Out of Office AutoReply: Bernsteins

Jeff - when you are back in town, please contact me. I guess the docs have been sitting on your desk. Thanks

Robert L. Spallina, Esq.
TESCHER & SPALLINA, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

From: McClelland, Nicole
Sent: Wednesday, May 28, 2008 1:06 PM
To: 'mailto:rspallina@tescherlaw.com'
Cc: Wolken, Jeffrey
Subject: Bernstein

Robert,

I work w/Jeff Wolken in our Wilmington DE office and have been assigned as the Fiduciary Advisor for the Simon and Ted Bernstein Irrevocable Trusts. I have received the package and reviewed the documents and before I am able to move forward with signing I do need to have a couple of questions answered. Jeff is on vacation and I did speak w/David Fritz who directed me to you.

- 1) It is my understanding that the trusts will be funded w/LLC/LP units-could you please provide us with the names of the assets and the operating agreements/and valuations
- 2) Are these trusts GST Exempt?

Thank you for your assistance.

Nicole

Nicole A. McClelland, CTFA
Assistant Vice President
Fiduciary Advisor
Wealth Advisory Services
(302) 651-1343 Direct
(302) 427-4624 Fax
nmcclelland@wilmingtontrust.com

-----Original Message-----

From: Wolken, Jeffrey [mailto:JWolken@WilmingtonTrust.com]
Sent: Tuesday, May 27, 2008 5:03 PM
To: Robert Spallina
Subject: Out of Office AutoReply: Bernsteins

I am currently out of the office returning on Monday, June 2. I will have limited access to voicemail and e-mail. I will attempt to reply to your message as soon as possible, but no later than Monday, June 2. If you need immediate assistance, please contact my colleague, Laura Barone at 302-651-1903 or lbarone@wilmingtontrust.com.

Visit our website at www.wilmingtontrust.com

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Visit our website at www.wilmingtontrust.com

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Robert Spallina

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Sent: Friday, May 30, 2008 10:57 AM
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Cc: McClelland, Nicole; Fritz, David S.
Subject: RE: Out of Office AutoReply: Bernsteins

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Regards,
Jeff

Jeffrey C. Wolken
Vice President
Wilmington Trust Company
302-651-8192
jwolken@wilmingtontrust.com

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Sent: Friday, May 30, 2008 10:31 AM
To: Wolken, Jeffrey
Subject: RE: Out of Office AutoReply: Bernsteins

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Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

From: McClelland, Nicole
Sent: Wednesday, May 28, 2008 1:06 PM
To: 'mailto:rspallina@tescherlaw.com'
Cc: Wolken, Jeffrey
Subject: Bernstein

Robert,

I work w/Jeff Wolken in our wilmington DE office and have been assigned as the Fiduciary Advisor for the Simon and Ted Bernstein Irrevocable Trusts. I have received the package and reviewed the documents and before I am able to move forward with signing I do need to have a couple of questions answered. Jeff is on vacation and I did speak w/David Fritz who directed me to you.

- 1) It is my understanding that the trusts will be funded w/LLC/LP units-could you please provide us with the names of the assets and the operating agreements/and valuations
- 2) Are these trusts GST Exempt?

Thank you for your assistance.

Nicole

Nicole A.McClelland, CTFA
Assistant Vice President
Fiduciary Advisor
Wealth Advisory Services
(302) 651-1343 Direct
(302) 427-4624 Fax
nmcclelland@wilmingtontrust.com

-----Original Message-----

From: Wolken, Jeffrey [mailto:JWolken@WilmingtonTrust.com]
Sent: Tuesday, May 27, 2008 5:03 PM
To: Robert Spallina
Subject: Out of Office AutoReply: Bernsteins

I am currently out of the office returning on Monday, June 2. I will have limited access to voicemail and e-mail. I will attempt to reply to your message as soon as possible, but no later than Monday, June 2. If you need immediate assistance, please contact my colleague, Laura Barone at 302-651-1903 or lbarone@wilmingtontrust.com.

Visit our website at www.wilmingtontrust.com

Investment products are not insured by the FDIC or any other governmental agency, are not deposits of or other obligations of or guaranteed by Wilmington Trust or any other bank or entity, and are subject to risks, including a possible loss of the principal amount invested. This e-mail and any files transmitted with it may contain confidential and/or proprietary information. It is intended solely for the use of the individual or entity who is the intended recipient. Unauthorized use of this information is prohibited. If you have received this in error, please contact the sender by replying to this message and delete this material from any system it may be on.

Visit our website at www.wilmingtontrust.com

Investment products are not insured by the FDIC or any other governmental agency, are not deposits of or other obligations of or guaranteed by Wilmington Trust or any other bank or entity, and are subject to risks, including a possible loss of the principal amount invested. This e-mail and any files transmitted with it may contain confidential and/or

proprietary information. It is intended solely for the use of the individual or entity who is the intended recipient. Unauthorized use of this information is prohibited. If you have received this in error, please contact the sender by replying to this message and delete this material from any system it may be on.

TESCHER & SPALLINA, P.A.

ATTORNEYS-AT-LAW

DONALD R. TESCHER
ROBERT L. SPALLINA
KIMBERLY MORAN
LEGAL ASSISTANT

BOCA CORPORATE CENTER, SUITE 107
2101 CORPORATE BOULEVARD
BOCA RATON, FLORIDA 33431

TEL: 561.998.7847
FAX: 561.998.2642
WWW.TESCHERLAW.COM

May 27, 2008

Clerk of the Circuit Court
Attn: Recording Department
P.O. Box 4177
West Palm Beach, FL 33402

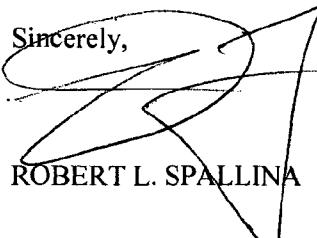
Re: Simon & Shirley Bernstein - Quit Claim Deeds

Dear Sir or Madam:

Enclosed for recordation are the following:

1. Quit Claim Deed between Simon and Shirley Bernstein as grantors, and Shirley Bernstein, Trustee of the Shirley Bernstein Trust Agreement dated May 20, 2008, as grantee, together with Form DR-219.
2. Quit Claim Deed between Shirley Bernstein as grantor, and Shirley Bernstein, Trustee of the Shirley Bernstein Trust Agreement dated May 20, 2008, as grantee, together with Form DR-219.

A check in the amount of \$39.60 is also enclosed for recording fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

ROBERT L. SPALLINA

RLS/km

Enclosures

cc: Mr. and Mrs. Simon L. Bernstein (w/o enc.)

TS003308

TESCHER & SPALLINA P.A.

CHECK DEPOSIT: _____

TRUST: _____

DATE: 5/27/08

CHECK REQUEST: /

FIRM: /

CLIENT CHARGE: _____

CLIENT/FILE: Bernstein FILE No.: 11187.001

PAYEE/PAYOR: Sharon R. Bock, Clerk & Comptroller

AMOUNT: \$39.60 PAYMENT FOR: recording fees -

2 Quit Claim Deeds

SPECIAL INSTRUCTIONS: _____

PERSON REQUESTING/ATTORNEY: Kimberly | RLS

POSTED: _____ DATE: _____ BY: _____

TESCHER & SPALLINA, P.A. OPERATING ACCOUNT 2101 CORPORATE BLVD, SUITE 107 BOCA RATON, FL 33431		5069
PAY TO THE ORDER OF <u>Sharon R. Bock, Clerk & Comptroller</u>		DATE <u>5/27/08</u>
<u>thirty nine & 60/100</u>		63-964-670
DOLLARS <u>39.60</u>		
Mellon United National Bank Boca Raton, Florida		
FOR <u>Bernstein 11187.001</u>		
100506910067009646102210047651		

PREPARED BY AND RETURN TO:
Robert L. Spallina, Esquire
Tesch & Spallina, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847

Parcel Control No. 06-43-47-32-38-002-0035

QUIT CLAIM DEED

THIS QUIT CLAIM DEED, is made this 20 day of May, 2008, between SIMON BERNSTEIN and SHIRLEY BERNSTEIN, a married couple, as Grantors, and SHIRLEY BERNSTEIN, Trustee of the SHIRLEY BERNSTEIN TRUST AGREEMENT dated May 20, 2008, whose mailing address is 7020 Lions Head Lane, Boca Raton, Florida 33498, as Grantee.

(WHEREVER used herein, the terms "*Grantor*" and "*Grantee*" include all the parties to this instrument and their heirs, legal representatives and assigns of such individuals, and the successors and assigns of corporations.)

WITNESSETH, that said Grantor, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim to Grantee and Grantee's heirs and assigns forever, the following described real property situated, lying and being in Palm Beach County, Florida, to-wit:

Condominium Parcel Number C5 of the Center Building of ARAGON CONDOMINIUM according to the Declaration of Condominium thereof recorded in Official Records Book 8921, Page 1267 of the Public Records of Palm Beach County, Florida.

This conveyance is subject to the following:

1. Taxes and assessments for the year 2008 and subsequent years.
2. Conditions, restrictions, limitations, dedications, reservations, existing zoning ordinances, and easements of record including, but not limited to, water, sewer, gas, electric and other utility agreements of record.

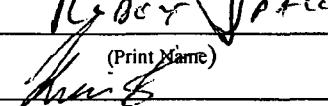
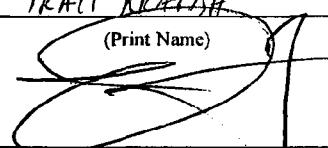
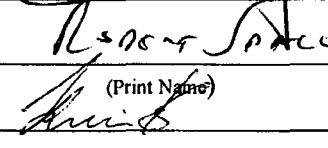
Grantor hereby certifies that said property is not the grantor's homestead and that grantor resides elsewhere.

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

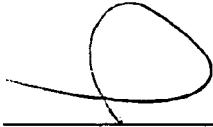
TO HAVE AND TO HOLD the same in fee simple forever.

In WITNESS WHEREOF, Grantor has set Grantor's hand and seal as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Robert S. Sperling
(Print Name)

Shirley Bernstein
(Print Name)

Robert S. Sperling
(Print Name)

Shirley Bernstein
(Print Name)

Traci Kratish
(Print Name)


SHIRLEY BERNSTEIN, individually

Address: 7020 Lions Head Lane
Boca Raton, FL 33498

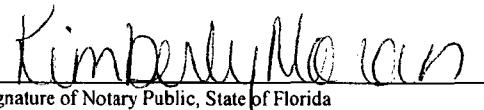

SIMON BERNSTEIN, individually

Address: 7020 Lions Head Lane
Boca Raton, FL 33498

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of May,
2008, by SHIRLEY BERNSTEIN and SIMON BERNSTEIN, who are personally known to me; or produced the following identification _____.

NOTARY PUBLIC-STATE OF FLORIDA
Kimberly Moran
Commission #DD766470
Expires: APR. 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.


Signature of Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

TS003311

PREPARED BY AND RETURN TO:
Robert L. Spallina, Esquire
Tesch & Spallina, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847

Parcel Control No. 00-42-46-33-11-000-7810

QUIT CLAIM DEED

THIS QUIT CLAIM DEED, is made this 20 day of May, 2008, between SHIRLEY BERNSTEIN, joined by her spouse, SIMON L. BERNSTEIN, as Grantor, and SHIRLEY BERNSTEIN, Trustee of the SHIRLEY BERNSTEIN TRUST AGREEMENT dated May 20, 2008, whose mailing address is 7020 Lions Head Lane, Boca Raton, Florida 33498, as Grantee.

(WHEREVER used herein, the terms "*Grantor*" and "*Grantee*" include all the parties to this instrument and their heirs, legal representatives and assigns of such individuals, and the successors and assigns of corporations.)

WITNESSETH, that said Grantor, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim to Grantee and Grantee's heirs and assigns forever, the following described real property situated, lying and being in Palm Beach County, Florida, to-wit:

Lot 781, ST. ANDREWS COUNTRY CLUB, PLAT NO. 14, according to the Plat thereof, as recorded in Plat Book 57, Pages 132-135, inclusive, of the Public Records of Palm Beach County, Florida.

This conveyance is subject to the following:

1. Taxes and assessments for the year 2008 and subsequent years.
2. Conditions, restrictions, limitations, dedications, reservations, existing zoning ordinances, and easements of record including, but not limited to, water, sewer, gas, electric and other utility agreements of record.

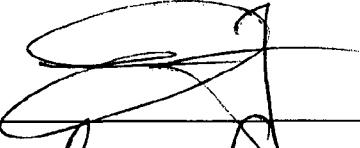
Grantor hereby certifies that said property is the grantor's homestead.

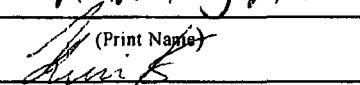
TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

TO HAVE AND TO HOLD the same in fee simple forever.

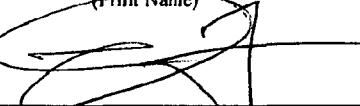
In WITNESS WHEREOF, Grantor has set Grantor's hand and seal as of the day and year first above written.

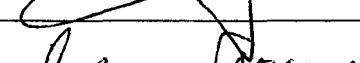
Signed, sealed and delivered
in the presence of:



Robert Bernstein
(Print Name)


Shirley Bernstein



Tracy Kretsch
(Print Name)


Robert Bernstein
(Print Name)


Shirley Bernstein

Tracy Kretsch
(Print Name)



SHIRLEY BERNSTEIN, individually

Address: 7020 Lions Head Lane
Boca Raton, FL 33498



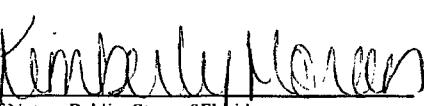
SIMON BERNSTEIN, individually

Address: 7020 Lions Head Lane
Boca Raton, FL 33498

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20 day of May,
2008, by SHIRLEY BERNSTEIN and SIMON BERNSTEIN, who are personally known to me; or produced the following identification _____.

NOTARY PUBLIC-STATE OF FLORIDA
Kimberly Moran
Commission #DD766470
Expires: APR. 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.



Signature of Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)



FLORIDA DEPARTMENT OF REVENUE
RETURN FOR TRANSFERS OF INTEREST IN REAL PROPERTY
(PLEASE READ INSTRUCTIONS BEFORE COMPLETING)

FDOR10240300
DR-219
R. 07/98

1. Parcel Identification Number
(If Parcel ID not available
please call County Property
Appraiser's Office) →

Use black ink. Enter numbers as shown below. If typing, enter numbers as shown below.

0	1	2	3	4	5	6	7	8	9	0	1	2	3	4	5	6	7	8	9
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

2. Mark (x) all
that apply
Multi-parcel
transaction? →

Transaction is a split
or cutout from
another parcel? →

Property was improved
with building(s) at time
of sale/transfer? →

3. Grantor (Seller):

Bernstein Shirley

Last	First	MI	Corporate Name (if applicable)
7020 Lions Head Lane	Boca Raton	FL 33498 ()	
Mailing Address	City	State	Zip Code Phone No.

4. Grantee (Buyer):

Bernstein Shirley

Last	First	MI	Corporate Name (if applicable)
7020 Lions Head Lane	Boca Raton	FL 33498 ()	
Mailing Address	City	State	Zip Code Phone No.

5. Date of Sale/Transfer

5	/	20	/	2008	\$	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Month	Day	Year	(Round to the nearest dollar.)																

6. Type of Document
- | | | | | | |
|--|--|--|--------------------------------|--|---|
| <input type="checkbox"/> Warranty Deed | <input type="checkbox"/> Quit Claim Deed | <input type="checkbox"/> Contract/Agreement for Deed | <input type="checkbox"/> Other | 7. Are any mortgages on the property? If "Yes",
outstanding mortgage balance:
(Round to the nearest dollar.) | YES <input type="checkbox"/> / <input checked="" type="checkbox"/> NO |
| | | | | \$ 0 0 0 , 0 0 0 . 0 0 | |

8. To the best of your knowledge, were there unusual circumstances or conditions to the sale/transfer
such as: Forced sale by court order? Foreclosure pending? Distress Sale? Title defects? Corrective Deed? Mineral rights?
Sale of a partial or undivided interest? Related to seller by blood or marriage.

YES / NO

9. Was the sale/transfer financed? YES / NO If "Yes", please indicate type or types of financing:

Conventional	<input type="checkbox"/>	Seller Provided	<input type="checkbox"/>	Agreement or Contract for Deed	<input type="checkbox"/>	Other	<input type="checkbox"/>	Institutional/Miscellaneous	Government	Vacant	Acreage	Timeshare					
Residential	<input checked="" type="checkbox"/>	Commercial	<input type="checkbox"/>	Industrial	<input type="checkbox"/>	Agricultural	<input type="checkbox"/>	Miscellaneous	<input type="checkbox"/>	Government	<input type="checkbox"/>	Vacant	<input type="checkbox"/>	Acreage	<input type="checkbox"/>	Timeshare	<input type="checkbox"/>

11. To the best of your knowledge, was personal property
included in the sale/transfer? If "Yes", please state the
amount attributable to the personal property. (Round to the nearest dollar.)

YES / NO \$ 0 0 0 , 0 0 0 . 0 0

\$ 0 0 0 , 0 0 0 . 7 0

12. Amount of Documentary Stamp Tax → YES / NO

Under penalties of perjury, I declare that I have read the foregoing return and that the facts stated in it are true. If prepared by someone other
than the taxpayer, his/her declaration is based on all information of which he/her has any knowledge.

Signature of Grantor or Grantee or Agent _____ Date _____

WARNING: FAILURE TO FILE THIS RETURN OR ALTERNATIVE FORM APPROVED BY THE DEPARTMENT OF REVENUE SHALL RESULT IN A PENALTY OF \$25.00 IN ADDITION TO ANY
OTHER PENALTY IMPOSED BY THE REVENUE LAW OF FLORIDA.

To be completed by the Clerk of the Circuit Court's Office		Clerks Date Stamp
This copy to Property Appraiser		
O. R. Book and Page Number and File Number	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
Date Recorded	<input type="checkbox"/> <input type="checkbox"/> / <input type="checkbox"/> <input type="checkbox"/> / <input type="checkbox"/> <input type="checkbox"/>	Month Day Year

This copy to Property Appraiser

TS003315



Shipment Receipt

Outbound Shipment

Address Information

Ship to:	Ship from:
Jeffrey C. Wolken	Kimberly Moran
Wilmington Trust Company	TESCHER & SPALLINA
Rodney Square North	2101 CORPORATE BLVD
1100 North Market Street	SUITE 107
Wilmington, DE	BOCA RATON, FL
19890	33431
US	US
302-651-8192	5619987847

Shipping Information

Tracking number:
Ship date: 05/22/2008
Estimated shipping charges: 40.63

Package Information

Service type: Standard Overnight
Package type: FedEx Box
Number of packages: 1
Total weight: 2.0LBS
Declared value: 0.00 USD
Special Services: Process a Return Shipment, Adult signature required
Pickup/Drop-off: Give to scheduled courier at my location

Billing Information

Bill transportation to: Sender
Your reference: Bernstein/11187.001
P.O. no.:
Invoice no.:
Department no.:

Return Shipment Address Information

Ship to:	Ship from:
Kimberly Moran	Jeffrey C. Wolken
TESCHER & SPALLINA	Wilmington Trust Comp
2101 CORPORATE	Rodney Square North
BLVD	
SUITE 107	1100 North Market Stree
BOCA RATON, FL	Wilmington, DE
33431	19890
US	US
5619987847	302-651-8192

Shipping Information

Tracking number: 798446964706
Ship date: 05/22/2008
Estimated shipping charges:

Package Information

Return label type: Print
Service type: Standard Overnight
Package type: FedEx Pak
Number of packages: 1
RMA no.:
Total weight: 2LBS
Declared value: 0.00USD
Special Services:
Pickup/Drop-off: Give to scheduled courier at my locati

Billing Information

Bill transportation to: Sender
Your reference: Bernstein/11187.001
P.O. no.:
Invoice no.:
Department no.:

Thank you for shipping online with FedEx ShipManager at fedex.com.

Please Note

FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g., jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits; Consult the applicable FedEx Service Guide for details.

The estimated shipping charge may be different than the actual charges for your shipment. Differences may occur based on actual weight, dimensions, and other factors. Consult the applicable FedEx Service Guide or the FedEx Rate Sheets for details on how shipping charges are calculated.

SIMON L. BERNSTEIN

IRREVOCABLE TRUST AGREEMENT

Prepared by:

Tescher & Spallina, P.A.
2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431
(561) 998-7847
www.tescherlaw.com

TESCHER & SPALLINA, P.A.

SIMON L. BERNSTEIN

IRREVOCABLE TRUST AGREEMENT

THIS AGREEMENT, made this 20 day of May, 2008, between SIMON L. BERNSTEIN, of Palm Beach County, Florida hereafter called "Trustor," and WILMINGTON TRUST COMPANY, a Delaware corporation, hereafter called "Trustee," WITNESSETH:

WHEREAS, Trustor desires to establish a trust of the property described in the attached "Schedule A" and other property which may be added from time to time, all of which is hereafter called the "trust fund;" and

WHEREAS, Trustee accepts such trust and agrees to administer it in accordance with the terms and conditions of this agreement;

NOW, THEREFORE, Trustor hereby gives Trustee the property described in "Schedule A," in trust, for the following purposes:

SECTION 1: DISTRIBUTION.

A. During Trustor's Lifetime. During Trustor's lifetime, Trustee may, from time to time and subject to Subsection D of this Section 1, distribute all, some, or none, of the net income and principal to Trustor and Trustor's wife, SHIRLEY BERNSTEIN, as Trustee deems appropriate. Trustee shall take into account other sources of funds available to them. Trustee shall accumulate any net income not so distributed and add it to principal, to be disposed of as a part of it.

B. On Trustor's Death. On Trustor's death, Trustee shall distribute the trust fund to such person or persons, other than Trustor, Trustor's creditors, Trustor's estate, and the creditors of Trustor's estate, in such manner and amounts, and on such terms, whether in trust or otherwise, as Trustor effectively appoints by specific reference hereto in his Will. However, Trustor may, from time to time, release this special power of appointment, in whole or in part, by a written instrument delivered to Trustee during his lifetime. On Trustor's death, Trustee shall distribute the remaining assets of this Trust to the then serving Trustee of the SIMON L. BERNSTEIN TRUST AGREEMENT dated May 13, 2008, as may be amended and restated from time to time, to be held and administered as provided thereunder.

C. Contingent Gift. If at any time Trustee holds any portion of the principal of any trust not disposed of effectively under the previous provisions, then at such time Trustee shall distribute such principal, free from trust, to such then living person or persons as are then determined to be Trustor's distributees by the application of the intestacy laws of the State of Delaware governing the distribution of intestate personal property then in effect, as though Trustor had died at that particular time, intestate, a resident of the State of Delaware and owning such property then so distributable.

TESCHER & SPALLINA, P.A.

D. Distribution Adviser. Trustee shall exercise its discretionary power to distribute income and/or principal to Trustor's wife pursuant to Subsection A of this Section 1 only with the written consent of the distribution adviser who shall be Trustor, so long as he is willing and able to act in such capacity. If at any time there is no distribution adviser, or if such adviser fails to express in writing to Trustee consent or disapproval as to the exercise of any discretionary power within fifteen (15) calendar days after Trustee has sent a written request for such consent to such adviser's last known address by certified mail (or by any other means for which the sender shall have evidence of receipt by the addressee), Trustee may act in the matter as it deems appropriate. The distribution adviser shall act in a fiduciary capacity and conform to the purposes of this agreement. Such adviser shall have no duty to inquire into or see to the performance by Trustee of its duties under this agreement. The distribution adviser shall receive no compensation and shall not be reimbursed for expenses incurred while acting as such adviser.

SECTION 2: MERGER WITH SIMILAR TRUSTS.

If at any time a trust is set aside for any person or persons under the terms of this agreement which is substantially the same as any other trust established for that person or persons by Trustor or Trustor's wife, Trustee may, in its sole discretion, merge the trust created hereunder with the other trust for such person or persons, and the two trusts shall thereafter be held, administered, and distributed as one.

SECTION 3: ALTERNATIVE METHODS OF DISTRIBUTION.

Trustee may take any reasonable steps to disburse funds to or for a beneficiary, including: (i) distribution, either by hand or mail, to the beneficiary or the guardian of the person or property (whether the guardian is formally appointed or a natural guardian), (ii) distribution to a custodian for the beneficiary under the Uniform Transfers to Minors Act (or similar statute) of any state, (iii) deposit to the account of the beneficiary in any federally insured depository, or (iv) direct application for the benefit of the beneficiary.

SECTION 4: SPENDTHRIFT PROVISION.

No beneficiary (including Trustor) may alienate or in any other manner, whether voluntary or involuntary, assign, transfer, pledge, or mortgage his or her interest in any trust hereunder, and no one (including a spouse or former spouse) may attach or otherwise reach any interest of any beneficiary hereunder to satisfy a claim against that beneficiary, whether the claim is legal or equitable in origin. The provisions of this Section shall not limit or otherwise affect any power of appointment conferred upon a beneficiary or the right of a beneficiary to disclaim or release any interest created hereunder. This Section constitutes a restriction on the transfer of Trustor's beneficial interest in the trust fund that is enforceable under applicable non-bankruptcy laws within the meaning of Section 541(c)(2) of the Bankruptcy Code (11 U.S.C. § 541(c)(2)) or any other similar or successor statute.

3
TESCHER & SPALLINA, P.A.



SECTION 5: PAYMENT OF DEATH TAXES, DEBTS, AND EXPENSES OF ADMINISTRATION.

On the death of the Trustor, Trustee shall, unless otherwise directed by the beneficiary's Will or Revocable Trust Agreement, distribute to the Personal Representative of the beneficiary's estate an amount equal to the sum of all additional transfer taxes and costs of administration payable by such Personal Representative as a result of the inclusion of the trust in the Trustor's estate. Certification of such Personal Representative as to the amount of such additional taxes and costs will be determinative for all purposes. Trustee shall make such distributions directly to the appropriate payee, if so directed by such Personal Representative.

SECTION 6: TRUSTEE'S POWERS.

In addition to those powers granted by law, Trustee is specifically authorized and empowered, in its sole discretion, but subject to the provisions of Section 7:

A. To sell at public or private sale, exchange for like or unlike property, convey, lease for terms longer or shorter than the trust, and otherwise dispose of any or all property held hereunder, for such price and upon such terms and credits as it deems proper.

B. To invest in any kind of property, real, personal, or mixed, regardless of the laws governing investments by fiduciaries, without any duty to diversify investments.

C. Unless otherwise directed by the investment adviser named in Section 7 hereof, to execute securities transactions, without necessity of providing written confirmation thereof to such adviser at the time of settlement, and to execute securities transactions through any brokerage service, whether discount or full service, including Wilmington Brokerage Services at its normal rates of compensation, without diminution of compensation otherwise payable to Trustee, even if Wilmington Trust Company is serving as Trustee.

D. To vote directly or by proxy at any election or stockholders' meeting any shares of stock, excluding stock of Wilmington Trust Corporation.

E. To participate in any plan or proceeding, including any voting trust plan for liquidating, protecting, or enforcing any interest in any property, or for reorganizing, consolidating, merging, or adjusting the finances of any corporation issuing any such interest; to accept in lieu thereof any new or substituted stocks, bonds, notes, or securities, whether of the same or a different kind or class, or with different priorities, rights, or privileges; to pay any assessment or any expense incident thereto; and to do any other act or thing that it deems necessary or advisable in connection therewith.

F. To deposit, or arrange for the deposit of, securities at Depository Trust Company (DTC) and/or at any other securities depository or clearing corporation.

⁴
TESCHER & SPALLINA, P.A.

G. To make any division or distribution in cash or in kind, or partly in cash and partly in kind; and to elect to recognize taxable gain or loss resulting from a distribution. Trustee may consider the income tax basis of the property then available for division or distribution, as well as the circumstances of the beneficiaries, and need not make division or distribution on a pro rata, asset-by-asset basis. Trustee shall not adjust the interest of any beneficiary as a result of any action taken or forbore under the provisions of this Subsection G.

H. To make loans, against adequate collateral, to any person including the Personal Representative of the estate of Trustor or any beneficiary and/or to purchase any property at its then fair market value from any person including such Personal Representative.

I. To borrow money from any person or corporation, including Trustee, and to pledge or mortgage as security any real or personal property.

J. To litigate, submit to arbitration, compromise, or settle any claim in favor of or against any trust hereunder, and to execute all agreements, deeds, and releases necessary or proper in connection therewith.

K. To retain attorneys-at-law, accountants, investment counsel, agents, and other advisers without diminution of compensation otherwise payable to Trustee.

L. To pay the taxes and expenses of maintaining, repairing, improving, and insuring any real property held hereunder.

M. To receipt for the proceeds of any life insurance made payable to Trustee, to institute any suit or proceedings, and to take any action necessary to collect such proceeds. However, Trustee need not institute any suit or proceeding unless its expenses, including counsel fees and costs, are available in the trust fund or are advanced or guaranteed in an amount and in a manner reasonably satisfactory to it.

N. To renounce, in whole or in part, any property or interest in property which may become payable to any trust hereunder, except to the extent that the distribution of such property resulting from such renunciation is fundamentally inconsistent with the provisions of this agreement.

O. To divide any trust hereunder into separate trusts if the purposes for which the trust was created are better served thereby.

P. To consider gains from the sale of capital assets in the trust to be part of a mandatory or discretionary distribution of principal to a beneficiary.

SECTION 7: INVESTMENT ADVISER.

Trustee shall exercise the powers hereinbefore granted to it in Subsections A, B,

5
TESCHER & SPALLINA, P.A.



D, E, H and I of Section 6 with respect to each trust hereunder only with the written consent or on the written direction of the investment adviser of such trust, provided that: (i) Trustee shall sell any Wilmington Trust Corporation stock held by it hereunder unless specifically directed to do otherwise by such adviser; (ii) the purchase, sale, and voting of Wilmington Trust Corporation stock shall be solely on the direction of the investment adviser; (iii) Trustee shall manage and invest the otherwise uninvested cash in each such trust in its sole discretion; (iv) the investment adviser may at any time, or from time to time, delegate to Trustee the authority to exercise in its sole discretion the power to buy or sell any property (or, having delegated the authority to do so, revoke such authority); and (v) if at any time during the continuance of any such trust there shall be no investment adviser of such trust, or if the investment adviser of such trust shall fail to communicate in writing to Trustee his or her consent, disapproval, or direction as to the exercise of any of the aforesaid powers for which exercise the consent or direction of such adviser shall be necessary, within twenty (20) days after Trustee shall have sent to such adviser, by certified mail (or by any other means for which the sender shall have evidence of receipt by the addressee), at his or her last known address, a written request for such consent or direction (notwithstanding that Trustee shall be under no obligation to request any such direction), then Trustee is hereby authorized and empowered to take such action in the premises as it, in its sole discretion, shall deem to be for the best interest of the beneficiaries of such trust. The investment adviser hereunder shall be Trustor and Trustor's wife, in the order named, while willing and able to act in such capacity. Initially, Trustee shall exercise such powers on the direction of the investment adviser, but the investment adviser may establish from time to time whether the Trustee shall exercise such powers with the consent or on the direction of such adviser. To qualify, any person appointed investment adviser of a trust hereunder shall deliver a written instrument to Trustee indicating acceptance and agreement that all powers conferred upon such adviser will be exercised in a fiduciary capacity for the exclusive interest of the beneficiaries. The investment adviser need not inquire into the Trustee's performance of its duties and shall not be held liable for any loss whatsoever to any trust hereunder, unless it results from actions taken in bad faith. The investment adviser shall serve without compensation, but the investment adviser (other than Trustor) may be reimbursed for out-of-pocket expenses, including investment counsel fees.

SECTION 8: ADDITIONS TO THE TRUST FUND.

With the consent of Trustee, any person may add property to any trust hereunder, and such property shall thereafter be held by Trustee as a part thereof.

SECTION 9: IRREVOCABILITY.

This trust shall be irrevocable and not subject to amendment by Trustor or any other person. However, Trustee is authorized to modify or amend the provisions of this agreement to ensure that this agreement is a qualified disposition under the Act. Trustee may rely upon the advice of counsel in taking any action pursuant to the authority given to Trustee, and Trustee shall be without liability therefor.

6
TESCHER & SPALLINA, P.A.



SECTION 10: PAYMENT OF INCOME.

Except where otherwise provided, the payment of the net income of any trust hereunder shall be made at such times as are convenient to the beneficiary and agreed to by Trustee.

SECTION 11: NON-ACCRUAL OF INCOME.

Notwithstanding any statute or rule of law to the contrary, any income accrued or on hand and not actually distributed to a beneficiary upon the termination of his or her interest shall be treated as though it had, in fact, accrued thereafter. Any income accrued upon shares of stock or interest-bearing property when delivered to Trustee shall be treated as though such income had, in fact, accrued after such delivery.

SECTION 12: THIRD PARTIES NOT OBLIGED TO FOLLOW FUNDS.

No person or corporation dealing with Trustee shall be obliged to see to the application of money paid or property delivered to Trustee, to inquire into the propriety of Trustee's exercising its powers, or to determine the existence of any fact upon which Trustee's power to perform any act hereunder may be conditioned.

SECTION 13: TRUSTEE'S COMPENSATION.

Trustee shall receive compensation for its services hereunder from time to time in accordance with the current rates then charged by it for trusts of similar size and character. If Trustee renders any extraordinary services, it may receive additional compensation therefor.

SECTION 14: RESIGNATION AND REMOVAL OF TRUSTEE.

At any time during the remainder of Trustor's life, Trustee may resign by written notice delivered to Trustor, and WILLIAM E. STANSBURY may remove Trustee by written notice delivered to it. In either case, WILLIAM E. STANSBURY may appoint another bank or trust company that is described in Section 3570(9) of the Act, as successor Trustee by written notice delivered to Trustee. During Trustor's lifetime, Trustee shall be deemed to have resigned on the date on which: (i) it ceases to be a Trustee described in Section 3570(9) of the Act; or (ii) a court takes any action whereby such court declines to apply Delaware law in determining the validity, construction, or administration of any trust hereunder or of the effect of the spendthrift provision hereunder in any action brought against trustee. Unless objections are filed as provided below, Trustee shall, within ninety (90) days after it resigns or is removed, deliver any assets held hereunder to the successor Trustee. If WILLIAM E. STANSBURY does not appoint such a successor Trustee, Trustee may petition the appropriate court to appoint such a successor Trustee. Upon resignation or removal, Trustee shall deliver a statement of its activities to the

TESCHER & SPALLINA, P.A.



date of such resignation or removal for which it has not reported to the person to whom Trustee was directed to give notice of resignation or who was authorized to remove Trustee. Such person shall have sixty (60) days from receipt of such statement to file with Trustee any objections to its actions as Trustee. If no such objections are filed, Trustee shall be without any further liability or responsibility to any past, present, or future beneficiaries. No successor Trustee shall be required to examine into the acts of its predecessor Trustee, and each successor Trustee shall have responsibility only with respect to the property actually delivered to it by its predecessor Trustee.

SECTION 15: SIMULTANEOUS DEATH.

If Trustor and Trustor's wife die under circumstances where the order of deaths cannot be determined, and if any of the principal is includable in Trustor's estate for transfer tax purposes, then for the purposes of this agreement with respect to such principal, Trustor's wife shall be deemed to have survived Trustor and died immediately thereafter.

SECTION 16: TRUST SITUS.

This agreement creates a Delaware trust, and all matters pertaining to the validity, construction, and application of this agreement or to the administration of the trusts created by it shall be governed by Delaware law.

SECTION 17: DEFINITIONS.

A. "Trustor's wife" refers to SHIRLEY BERNSTEIN.

B. "Code" means the Internal Revenue Code of 1986, as amended, or any corresponding federal tax statute enacted after the date of this agreement. A reference to a specific section of the Code refers not only to that section but also to any corresponding provision of any federal tax statute enacted after the date of this agreement, as in effect on the date of application.

C. "Transfer taxes" means all applicable federal estate taxes (except additional estate taxes imposed under Section 2032A of the IRC), state estate or inheritance taxes, and generation-skipping transfer taxes imposed on any "direct skip" (as defined in Chapter 13 of the Code) other than a direct skip from a trust or resulting from a disclaimer, and any interest and penalties thereon. The term does not include federal or state gift taxes, generation-skipping transfer taxes imposed on a "taxable termination," a "taxable distribution," or a "direct skip" from a trust or resulting from a disclaimer, income taxes, real estate transfer taxes, or any tax or duty imposed by a foreign country or political subdivision thereof. In addition, the term does not include any tax imposed by Section 2056A of the Code or any corresponding provision of applicable state law.

8
TESCHER & SPALLINA, P.A.



D. "Act" means the Delaware Qualified Dispositions in Trust Act (12 Delaware Code Section 3570, et seq.), as amended, or any corresponding Delaware statute enacted after the date of this agreement. A reference to a specific section of the Act refers not only to that section but also to any corresponding provision of any Delaware statute enacted after the date of this agreement, as in effect on the date of application.

E. Use of any gender in this agreement includes the masculine, feminine and neuter genders as appropriate. Use of the singular number includes the plural and vice versa unless the context clearly requires otherwise.

F. "Personal Representative" means the executor or administrator of a decedent's estate and shall include all persons serving in such capacity from time to time.

G. Use of the verb "shall" in this agreement indicates a mandatory direction, and use of the verb "may" indicates authorization to take action.

H. Captions, headings and sub-headings, as used herein, are for convenience only and have no legal or dispositive effect.

IN WITNESS WHEREOF, SIMON L. BERNSTEIN, Trustor, has set his Hand and Seal the 20 day of Nov, 2008, and WILMINGTON TRUST COMPANY, Trustee, has caused this agreement to be signed in its name by one of its Vice Presidents and its corporate seal to be affixed by one of its Assistant Secretaries, the _____ day of _____, 2008, all done in duplicate as of the date of execution by Trustor, which date shall be the effective date of this instrument.

WITNESS:

(SEAL)
SIMON L. BERNSTEIN, Trustor

WILMINGTON TRUST COMPANY, Trustee

By: _____
Vice President

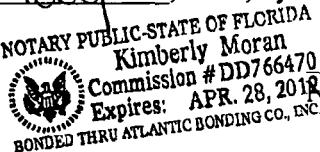
Attest: _____
Assistant Secretary

TESCHER & SPALLINA, P.A.

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS.
)

The foregoing instrument was acknowledged before me this 14th day of

May, 2008, by SIMON L. BERNSTEIN.



Kimberly Moran

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS.
)

The foregoing instrument was acknowledged before me this _____ day of

_____, 2008, by _____, a Vice President of Wilmington Trust
Company, a Delaware corporation, on behalf of the corporation.

Notary Public

TESCHER & SPALLINA, P.A.¹⁰

“SCHEDULE A”

Consisting of One Page

of

SIMON L. BERNSTEIN

Irrevocable Trust Agreement

Dated May 20, 2008

Between

SIMON L. BERNSTEIN

and

WILMINGTON TRUST COMPANY

* * *

CASH in the amount of One Dollar (\$1.00)

* * *

TESCHER & ¹¹SPALLINA, P.A.

TRUSTEESHIP DISCLOSURES AND WAIVERS

*Wilmington Trust
Company*

This document contains various disclosures that we, the Wilmington Trust entity indicated at left, make in connection with our agreement to serve as trustee or co-trustee.

1. Account and Investment Activity

You understand and agree that:

- a) We will provide periodic statements of account activity, (at least quarterly), asset values, tax reporting information, and any other legally required information.
- b) We may hold trust account assets in nominee name.
- c) In managing the trust account, we may provide advice or exercise investment responsibilities differently, either in nature or in timing, than we do for other accounts we manage, provided we act in good faith.
- d) We may invest, for ourselves or others, in the same security we purchase for the trust account.
- e) We may combine trading orders for the trust account with trading orders for other accounts to effect transactions, and, if a particular transaction is not filled completely, the trust account will share in the results on a pro rata basis.
- f) We may complete any transaction in the trust account as a cross-transaction with another account at Wilmington Trust, so long as the cost and quality of execution is comparable to that available at that time through channels we might have used had no cross-transaction opportunity been available.
- g) We are not responsible for the accuracy of information, including asset valuations, furnished by you, anyone on your behalf, the issuer of any security or any reputable third party.
- h) We may charge the trust account a customary fee for any overdrafts.
- i) Any mutual funds in which the trust account is invested, including our own Wilmington Trust family of mutual funds, are legally separate from Wilmington Trust's corporate affiliates. Shares of mutual funds (including money market funds) and other investment funds are not bank obligations or deposits, are not insured by the FDIC, and may fluctuate in value.

2. Parties Performing Various Services

You understand and agree that:

- a) We may hire subcustodians (including our affiliates) and depositories.
- b) We may use our affiliates to perform services on behalf of the trust (for example, brokerage services and services to mutual funds.).
- c) Any investment management services we provide may be performed by Wilmington Trust Investment Management, LLC, a registered investment advisor, as sub-advisor, and that trust and custody services are performed by the Wilmington Trust entity indicated above. We also may engage the services of one or more other sub-advisors, including affiliates, and we will periodically monitor the performance of sub-advisors.
- d) Wilmington Trust receives additional fees beyond those described in the applicable fee schedule or fee agreement whenever we:
 - invest trust account assets in a mutual fund or other investment fund to which we or an affiliate provides services (this may include both affiliated and unaffiliated funds)
 - use one of our affiliates (such as a brokerage firm) to perform services for the trust accountThe fund disclosure documents show which third parties, and which of our affiliates, provide which services and how they are paid.

3. Our Privacy Policy APPLIES TO REVOCABLE TRUSTS ONLY

Purpose of the Policy

In providing financial services, we accumulate personal information about our clients that is not publicly available ("personal information").

We mainly use your personal information to do business with you. However, we may also share this information with companies within the Wilmington Trust family and with carefully selected companies outside of our family in order to help you meet your financial goals, such as when we believe that you could benefit from a product or service offered by us or another company with whom we have a trusted business relationship. If you do not want us to share your personal information for this purpose, you can so indicate on the signature page of this agreement.

Security of Personal Information

We restrict access to your personal information to those staff members who need to know that information to provide products and services to you. In addition, we diligently maintain physical, electronic, and procedural safeguards that comply with federal standards to guard the security of your information, and we require other entities that have access to personal information as described in this policy to maintain similar safeguards.

Sharing of Information Within the Wilmington Trust Corporate Family

From time to time, such as for responding to client inquiries and for risk control purposes, we may share personal information about you with companies that are part of the Wilmington Trust corporate family.

PRIVACY POLICY FACTS, continued

Main functions of personal information

- Doing business with you
- Verifying identity and guarding against fraud
- Complying with government regulations
- Identifying products or services that may be of use to you

Main users of personal information

- Wilmington Trust and its affiliates
- Outside companies that help us service your account
- Government entities that are legally entitled to request personal information
- Credit bureaus
- Outside companies with whom we have joint marketing agreements or who market on our behalf
- Outside companies offering products or services we believe could benefit you

Unless you request otherwise, we may also share personal information about you within our corporate family when we think it may help you to meet your financial goals and objectives. These companies all provide financial services, including, but not limited to, loans, leases, credit cards, family office services, brokerage services and insurance services.

Sharing of Information Outside of the Wilmington Trust Corporate Family

We may share some or all of your personal information with outside companies that perform marketing services on our behalf, or with other financial institutions with which we have joint marketing arrangements (such as financial service providers with which we offer products such as credit cards). We also may share some or all of your personal information with other companies that assist us in servicing your accounts, preparing monthly statements and/or processing and printing of checks; government agencies in response to subpoenas or regulatory requirements; credit reporting agencies to which we report information about your transactions with us; and otherwise as permitted by law.

Unless you request otherwise, we may also share your personal information with outside companies that we believe will be able to help us to help you meet your financial goals by providing additional financial products and services.

Your Privacy Choices

You have two choices: one concerning companies within the Wilmington Trust family, the other concerning outside companies. Where we have indicated above that you can request that we not share your personal information, you can check the appropriate box(es) on the signature page with respect to one, both, or neither.

If you have no objection to our sharing of personal information about you with other financial service providers, both within and outside of the Wilmington Trust corporate family, to help you meet your financial goals, you do not have to do anything. However, if you do nothing and you have previously submitted your privacy choices to us in connection with other relationships you may have with us, we will continue to honor those elections for all of your relationships.

Unless we receive indication to the contrary, your choices will apply to all individuals with whom you hold joint accounts, unless the joint accountholder(s) submits to us privacy choices that are different from your own choices.

Once indicated, a choice will remain in effect until you change it by notifying us in writing.

Policy Updates

This notice supersedes any previous Privacy Policy notice from us. We may amend our privacy policy at any time, and will inform you of changes as required by law.

4. Signatures

By signing below:

- a) You represent that you are authorized to execute this document.
- b) You indicate that you understand and acknowledge the terms of this document.
- c) You agree to comply with all laws and regulations that apply to you and your trust's relationship with us.
- d) You agree to provide us with your name, date of birth, address, and other identifying information or documents we request in order for us to verify and record your identity as required by Federal laws designed to fight the funding of terrorism and money-laundering activities. We may also ask for identifying documents such as your driver's license or passport.
- e) You agree to accept our periodic statements as sufficient information concerning transactions in the trust account and you waive your right to receive transaction confirmations, unless you indicate otherwise below or in subsequent notice to us.
- You wish to exercise your right to start receiving copies of individual transaction confirmations, at no expense to you other than a reasonable fee, as permitted by law, that Wilmington Trust may charge if it has investment responsibility for the trust account.
- f) You agree to notify us promptly in writing of any discrepancy in an account statement.
- g) If the trust agreement is governed by the California law, you waive your right to receive written notice from us of our initial investment of the trust account in any Wilmington Trust-sponsored mutual funds and to receive the related prospectuses within the time stipulated by California law.
- h) You request that idle cash be invested in the following money market fund, and you acknowledge that you have received a prospectus for that fund:
 Wilmington Prime Money Market Portfolio (Service Class) **Wilmington US Government Portfolio (Service Class)** **Wilmington Tax Exempt Portfolio (Service Class)**
If no choice is indicated,
this fund will be selected.
- i) You understand that we are obligated to provide the name(s), address(es), and share positions of those persons or entities with authority for voting proxies to issuers of securities held in the trust account (or to other parties an issuer may designate), unless you indicate otherwise below or through subsequent notice to us in writing.
- You request that we withhold the identifying information of those responsible for voting proxies relating to the trust account from issuers and their designates.



TERMS THAT APPLY TO REVOCABLE TRUST ACCOUNTS ONLY

j) You acknowledge that you have read Part II of our Form ADV. If you have not received that document more than 48 hours before you sign this document, you have the right to cancel our investment services, if any, without penalty, within five business days after you sign this agreement.

k) With respect to your Privacy Policy choices, you indicate that we have your permission to disclose personal information about you to members of the Wilmington Trust corporate family as well as persons and companies outside the Wilmington Trust corporate family unless you indicate otherwise by checking below:

- do not disclose personal information to members of the Wilmington Trust corporate family do not disclose personal information to persons and companies outside the Wilmington Trust corporate family

If you have already indicated your privacy choices to us earlier, and do not check either box here, your prior choices will remain in effect.

Acknowledged and Agreed to by:



TRUSTOR SIGNATURE

DATE

Wilmington Trust:

BY

All Trusts (if Applicable)



CO-TRUSTEE SIGNATURE

DATE



CO-TRUSTEE SIGNATURE

DATE



CONSENT/DIRECTION ADVISOR SIGNATURE

DATE

TITLE



SIGNATURE

Irrevocable Trusts Only



INCOME BENEFICIARY SIGNATURE

DATE



INCOME BENEFICIARY SIGNATURE

DATE

Request for Taxpayer
Identification Number and Certification

Give form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) Simon L. Bernstein					
	Business name, if different from above					
	Check appropriate box: <input checked="" type="checkbox"/> Individual/ Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other ►					<input type="checkbox"/> Exempt from backup withholding
	Address (number, street, and apt. or suite no.) 7020 Lions Head Lane			Requester's name and address (optional)		
	City, state, and ZIP code Boca Raton, FL 33496					
	List account number(s) here (optional)					

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number
3 | 7 | 1 + 3 | 2 + 5 | 2 | 1 | 1

or

Employer identification number
+ | | | | | | | |

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here	Signature of U.S. person ►	Date ►
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Purpose of Form

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

U.S. person. Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

For federal tax purposes you are considered a person if you are:

- An individual who is a citizen or resident of the United States,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, or

• Any estate (other than a foreign estate) or trust. See Regulations sections 301.7701-6(a) and 7(a) for additional information.

Foreign person. If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 1515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien.

Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

Request for Taxpayer
Identification Number and Certification

Give form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) Shirley Bernstein	
	Business name, if different from above	
	Check appropriate box: <input checked="" type="checkbox"/> Individual/ Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other ► <input type="checkbox"/> Exempt from backup withholding	
	Address (number, street, and apt. or suite no.) 7020 Lions Head Lane	Requester's name and address (optional)
	City, state, and ZIP code Boca Raton, FL 33496	
	List account number(s) here (optional)	
	Part I Taxpayer Identification Number (TIN)	
	<p>Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i> on page 3.</p> <p>Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.</p>	

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here	Signature of U.S. person ►	Date ►
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Purpose of Form

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

U.S. person. Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

For federal tax purposes you are considered a person if you are:

- An individual who is a citizen or resident of the United States,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, or

• Any estate (other than a foreign estate) or trust. See Regulations sections 301.7701-6(a) and 7(a) for additional information.

Foreign person. If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

**SIMON & SHIRLEY BERNSTEIN
7020 LIONS HEAD LANE
BOCA RATON, FL 33496**

May 20, 2008

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Re: Simon L. Bernstein Irrevocable Trust Agreement

Ladies and Gentlemen:

This letter is written to you in connection with my creation of the above-captioned trust (the "Trust"), which I will create after delivery of this letter.

I am aware that under certain circumstances assets held in the Trust may not be reached by my personal creditors. I have been advised by you that 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.¹ 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, I have, to the extent I deem advisable, consulted with counsel in Delaware and 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 law of similar import, in any state.

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, debts beyond my ability to pay when due.

I am not presently involved in, nor am I aware of, any pending or threatened litigation in which any person is directly or indirectly seeking damages against me. I am not involved in any

¹ Under Delaware law, a transfer is fraudulent if (i) made by the debtor with actual intent to hinder, delay or defraud a creditor, (ii) the debtor engages in a business or transaction for which his assets remaining thereafter are unreasonably small in relation to the business or transaction, or (iii) the debtor intended or should have known that he would incur debts beyond his ability to pay when due. See 6 Del. C. § 1304(a). The fraudulent transfer laws of other states may be more or less restrictive.

administrative proceeding under the jurisdiction of a federal, state or municipal government as of this date.

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.

To the best of my knowledge, I am not liable for, or indebted to, any person who suffered death, personal injury or property damage on or before the date upon which I create and fund the Trust, whose death, personal injury or property damage may be determined at any time to have been caused in whole or in part either by my act or omission or by the act or omission of another person for whom I am vicariously liable.

I am not presently in arrears on account of any agreement or court order for the payment of support or alimony in favor of my spouse, my former spouse or my children, nor have I failed to comply with any agreement or court order providing for the division of property in favor of my spouse or former spouse.

I have no intent to abscond.

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

I am not currently insolvent, nor have I incurred debts I am unable to pay when due. I do not currently contemplate filing for relief under the provisions of the U.S. Bankruptcy Code, nor am I involved in any situation that I reasonably anticipate would cause me to file for relief thereunder in the future.

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. 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 entirety when it is not subject to process by a creditor holding a claim against only one tenant.

I am not about to incur substantial debt, nor have I already incurred a substantial debt in relation to the value of my assets.

I have full right, title and authority to make the 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.

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

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 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 other Trustee of the Trust, may rely upon it for any purpose including assisting in any defense in any legal proceeding that may be brought against you in your corporate or fiduciary capacity.

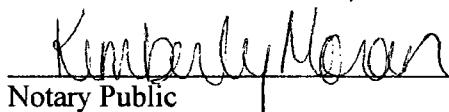
Very truly yours,



SIMON L. BERNSTEIN

SUBSCRIBED AND SWORN to before me

This 20 day of May, 2008



Kimberly Moran
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
Kimberly Moran
Commission # DD766470
Expires: APR. 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

William E. Stansbury
Life Insurance Concepts
950 Peninsula Corporate Circle
Suite 3010
Boca Raton, FL 33487

May 20, 2008

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890
Attn: Jeffrey C. Wolken

Re: Acceptance of Appointment as the Protector for the Simon L. Bernstein Irrevocable Trust Agreement.

Dear Mr. Wolken:

Please know that I hereby accept my appointment as the protector of The Simon L. Bernstein Irrevocable Trust Agreement under Section 14 of said Trust. Under this Section, I am given the power to remove and replace the trustee of said Trust.

Regards,


William E. Stansbury, TRUST PROTECTOR
William E. Stansbury, Investment Advisor

SIMON & SHIRLEY BERNSTEIN
7020 LIONS HEAD LANE
BOCA RATON, FL 33496

May 20, 2008

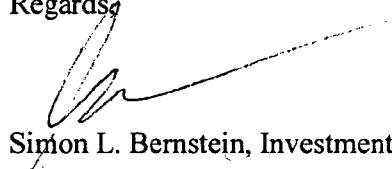
Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890
Attn: Jeffrey C. Wolken

Re: Acceptance of Appointment as the Investment Advisor for the Simon L. Bernstein Irrevocable Trust Agreement

Dear Mr. Wolken:

Please know that I hereby accept my appointment as the Investment Advisor of The Simon L. Bernstein Irrevocable Trust Agreement under Section 7 of said Trust. I agree that all powers conferred upon me as the Investment Advisor will be exercised in a fiduciary capacity for the exclusive interest of the beneficiaries.

Regards,


Simon L. Bernstein, Investment Advisor



WILMINGTON
TRUST

Relationship Summary

088949-000 TT/SIMON L BERNSTEIN IRREV TR

As of August 31, 2012

CONTACTS

Private Client Advisor:

CARECE M. RUFFE

302-651-8248

crufe@wilmingtontrust.com

CORPORATE HEADQUARTERS

Rodney Square North

1100 North Market Street

Wilmington DE 19890-0001

877-836-9206

www.wilmingtontrust.com

IMPORTANT INFORMATION

On July 1, 2012, Wilmington Trust converted to a new trust and investment management system. This statement is produced from our new system which reflects information in a slightly different format. Please note that year to date fields will include cumulative data with a start date of July 1, 2012, but will not include data or totals from the first six months of 2012. If you have any questions, please contact your relationship team.

For clients invested in the Wilmington Trust Common Trust Funds, audited financial reports are prepared annually for the funds and are available to you at no charge. If you would like to receive copies of these reports, please contact your Relationship Manager. Wilmington Trust receives an administration fee from the common trust funds equal to 0.10% annually of the market value of the common trust funds held in client accounts.

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SIMON L BERNSTEIN
7020 LIONS HEAD LANE
BOCA RATON FL 33496-5931





Market Value Summary

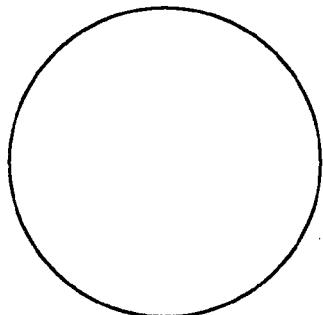
088949-000 TT/SIMON L BERNSTEIN IRREVTR

As of August 31, 2012

Page 1 of 7

ASSET ALLOCATION

CURRENT RELATIONSHIP MARKET VALUE: \$2,829,962



<input type="checkbox"/>	Equity	0%
<input type="checkbox"/>	Fixed Income	0%
<input type="checkbox"/>	Inflation Hedges	0%
<input type="checkbox"/>	Hedged Strategies	0%
<input type="checkbox"/>	Cash & Currency	
<input type="checkbox"/>	Other Assets	100%

	MARKET VALUE (M/V) As of 7/31/2012	NET CONTRIBUTIONS (WITHDRAWALS)	MARKET VALUE (M/V) CHANGE	MARKET VALUE (M/V) As of 8/31/2012
TOTAL PRINCIPAL	\$2,842,462	\$0	\$0	\$2,842,462
TOTAL INCOME	(\$12,500)	\$0	\$0	(\$12,500)
TOTAL	\$2,829,962	\$0	\$0	\$2,829,962

Net contribution/withdrawal figures include fees. Market value figures include accruals.



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Income Summary

088949-000 TT/SIMON L BERNSTEIN IRREVTR

As of August 31, 2012

Page 2 of 7

	From 7/31/2012 TAXABLE	through 8/31/2012 TAX EXEMPT	Calendar Year to Date TAXABLE	Calendar Year to Date TAX EXEMPT
TOTAL PRINCIPAL	\$0	\$0	\$0	\$0
TOTAL INCOME	\$0	\$0	\$0	\$0
TOTAL	\$0	\$0	\$0	\$0

Realized Gain/(Loss) Summary

	From 7/31/2012 SHORT TERM	through 8/31/2012 LONG TERM	Calendar Year to Date SHORT TERM	Calendar Year to Date LONG TERM
TOTAL PRINCIPAL	\$0	\$0	\$0	\$0
TOTAL	\$0	\$0	\$0	\$0

Realized gain/(loss) figures do not include currency gain/(loss).



Summary of Investments

088949-000 TT/SIMON L BERNSTEIN IRREVTR

As of August 31, 2012

Page 3 of 7

INVESTMENT CATEGORY	MARKET VALUE (M/V) As of 7/31/2012	% OF M/V	MARKET VALUE (M/V) As of 8/31/2012	% OF M/V
PRINCIPAL PORTFOLIO(S)				
Cash & Currency				
Uninvested Cash	(\$729.06)	(0.03)	(\$729.06)	(0.03)
TOTAL Cash & Currency	(729.06)	(0.03)	(729.06)	(0.03)
Other Assets				
Privately Held Partnerships	2,843,190.72	100.03	2,843,190.72	100.03
TOTAL Other Assets	2,843,190.72	100.03	2,843,190.72	100.03
TOTAL PRINCIPAL PORTFOLIO(S)	2,842,461.66	100.00	2,842,461.66	100.00
INCOME PORTFOLIO(S)				
Cash & Currency				
Uninvested Cash	(12,500.00)	100.00	(12,500.00)	100.00
TOTAL Cash & Currency	(12,500.00)	100.00	(12,500.00)	100.00
TOTAL INCOME PORTFOLIO(S)	(12,500.00)	100.00	(12,500.00)	100.00
GRAND TOTAL(S)	2,829,961.66		2,829,961.66	



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Summary of Activity

088949-000 TT/SIMON L BERNSTEIN IRREVTR

August 1, 2012 through August 31, 2012

Page 4 of 7

	AMOUNT
PRINCIPAL	
OPENING CASH & CASH MANAGEMENT BALANCES:	(\$729.06)
RECEIPTS	
No activity during this period	
DISBURSEMENTS	
No activity during this period	
CLOSING CASH & CASH MANAGEMENT BALANCES:	(729.06)
INCOME	
OPENING CASH & CASH MANAGEMENT BALANCES:	(12,500.00)
RECEIPTS	
No activity during this period	
DISBURSEMENTS	
No activity during this period	
CLOSING CASH & CASH MANAGEMENT BALANCES:	(12,500.00)

TS004811



Investment Detail

088949-000 TT/SIMON L BERNSTEIN IRREVTR

As of August 31, 2012

Page 5 of 7

QUANTITY DESCRIPTION	MARKET VALUE (M/V) MARKET UNIT PRICE	%M/V	FEDERAL TAX COST AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) YTM (%)
PRINCIPAL PORTFOLIO(S)							
Cash & Currency (729.0600) CASH	(\$729.06) 1.0000	(0.03)	(\$729.06) 1.00	\$0.00	\$0.00	\$0.00	0.00 0.00
TOTAL Cash & Currency	(729.06)	(0.03)	(729.06)	0.00	0.00	0.00	0.00 0.00
Other Assets BERNSTEIN FAMILY INVESTMENTS, LLLP (49.5% INTEREST) CUSIP 99W764AB3	2,843,190.72	100.03	1,915,456.39	927,734.33	0.00	0.00	0.00 0.00
TOTAL Other Assets	2,843,190.72	100.03	1,915,456.39	927,734.33	0.00	0.00	0.00 0.00
TOTAL PRINCIPAL PORTFOLIO(S)	2,842,461.66	100.00	1,914,727.33	927,734.33	0.00	0.00	0.00 0.00
INCOME PORTFOLIO(S)							
Cash & Currency (12,500.0000) CASH	(12,500.00) 1.0000	100.00	(12,500.00) 1.00	0.00	0.00	0.00	0.00 0.00
TOTAL Cash & Currency	(12,500.00)	100.00	(12,500.00)	0.00	0.00	0.00	0.00 0.00
TOTAL INCOME PORTFOLIO(S)	(12,500.00)	100.00	(12,500.00)	0.00	0.00	0.00	0.00 0.00
GRAND TOTAL(S)	2,829,961.66		1,902,227.33	927,734.33	0.00	0.00	0.00 0.00



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Activity Detail

088949-000 TT/SIMON L BERNSTEIN IRREVTR

August 1, 2012 through August 31, 2012

Page 6 of 7

DATE	TYPE	QUANTITY DESCRIPTION	AMOUNT
PRINCIPAL			
	OPENING CASH & CASH MANAGEMENT BALANCES:		(8729.06)
	Cash balances are invested on a daily basis.		
	No activity during this period		
	CLOSING CASH & CASH MANAGEMENT BALANCES:		(729.06)
INCOME			
	OPENING CASH & CASH MANAGEMENT BALANCES:		(12,500.00)
	Cash balances are invested on a daily basis.		
	No activity during this period		
	CLOSING CASH & CASH MANAGEMENT BALANCES:		(12,500.00)



Other Information

088949-000 TT/SIMON L BERNSTEIN IRREVTR

As of August 31, 2012

Page 7 of 7

The market value and estimated income information contained in this statement reflect market quotations at the close of your statement period and may not reflect current values. This statement should not be used to prepare tax documents. Information for tax reporting purposes will be reflected in your annual Wilmington Trust Tax Information Letter. Please contact your relationship manager if you have any questions.

The Estimated Annual Income (EAI) has been provided for comparison purposes only. EAI may be based on historical information for equities and commingled vehicles such as funds and private placements.

You have 180 days from your receipt of this report to notify Wilmington Trust in writing of your objection to or disapproval of any item set forth in this report. If you do not deliver a written objection or disapproval to Wilmington Trust within the time period stated above, the matters contained in this report shall be deemed to be approved by you and you will be prevented from later asserting any objection or disapproval.

If you do make an objection or disapproval of any item set forth in this report your claim will be limited to the applicable state statute of limitations and will begin to run on the date that you received this report. A claim may be precluded earlier by adjudication, release, consent, limitation or otherwise. We suggest that you consult with your attorney concerning limitation periods that may affect your rights to bring a claim.



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