

annuity interest within the meaning of Section 2702(b)(1) of the Code and the Treasury Regulations thereunder.

C. The provisions of this Trust Agreement shall be construed, and the Trust shall be administered solely in accordance with, the Grantor's intention to establish a "qualified annuity interest" and in a manner consistent with the applicable sections of the Code and the Treasury Regulations thereunder. No authorization or direction or other provisions contained in this Trust Agreement that would prevent the Trust from so qualifying shall apply to the Trust, it being the Grantor's intention that any Court having jurisdiction over this Trust Agreement construe it accordingly.

SECOND

DEFINITIONS

A. The word "Trustee" and all references to the Trustee shall mean and refer to the Trustees hereinbefore named and any successor or substitute Trustees or Trustee, as may be acting hereunder from time to time and shall be construed in the masculine, feminine or neuter and in the singular or plural, whichever is consistent with the facts prevailing at any given time.

B. The words "IN TRUST" shall mean "in trust, nevertheless, to hold, manage, invest and reinvest, and, until payment thereof as hereinafter directed, to receive the income thereof."