

FIFTH

IRREVOCABILITY, SEVERABILITY, COUNTERPARTS

A. This Trust Agreement and the Trust created hereunder are irrevocable. Subject to each Trustee's right under Article FIRST, paragraph B of this Trust Agreement to amend this Trust for the sole purpose of ensuring that any Annuity Amount (as hereinafter defined) payable hereunder constitutes a qualified annuity interest within the meaning of Section 2702(b)(1) of the Code and the Treasury Regulations thereunder, neither the Grantor nor any other person shall have the right to alter, amend, revoke or terminate this Trust Agreement or the Trust created hereunder.

B. Should any part, clause, provision or condition of this Trust Agreement be held to be void or invalid, then such voidance or invalidity shall not affect any other part, clause, provision or condition hereof, but the remainder of this Trust Agreement shall be effective as though such void or invalid part, clause, provision or condition had not been contained herein.

C. This Trust Agreement may be executed in counterparts, each of which shall be an original, but together which shall constitute one instrument.