

3. On the death of the Settlor's said wife, if (or to the extent that) the Settlor's said wife does not exercise her power to appoint by will, the then remaining principal and the income, for the period between the last income distribution date and the date of the death of the Settlor's said wife, shall be added to TRUST B and henceforth held, administered and distributed as an integral part thereof.

EIGHTH: If the Settlor's said wife survives him, then during her lifetime, the trust property comprising TRUST B shall be held, administered, and distributed as follows:

1. The Trustee shall pay all the net income to or for the benefit of the Settlor's said wife for her life in monthly or other convenient installments.

2. The Trustee may pay to or for the benefit of the Settlor's said wife so much of the principal, from time to time, as the Trustee in its sole and absolute discretion believes to be necessary or advisable for her comfort, benefit and welfare; provided, however, that the Trustee may not exercise its power to pay the principal of this TRUST B to or for the benefit of the Settlor's said wife until the principal of TRUST A shall have been exhausted.

3. On the death of the Settlor's said wife, if she shall survive him, the trust property comprising TRUST B as then comprised shall be held, administered, and distributed as provided in Article NINTH below.

NINTH: On the death of the Settlor's said wife, if she shall survive him, or on his death if his said wife shall not survive him, the then remaining principal and undistributed income of TRUST B as then comprised, together with the addition thereto of the then remaining principal and undistributed income of TRUST A not otherwise appointed by the Settlor's said wife, shall be held, administered, and distributed as follows:

1. During the lifetime of the Settlor's son, W. P. KENNEDY, JR., the Trustee shall pay all the net income to or for the benefit of the Settlor's said son in monthly or other convenient installments.

2. During the lifetime of the Settlor's said son, the Trustee may pay to or for the benefit of the Settlor's said son so much of the principal, from

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