

Article Three

Trustee Succession Provisions

Section 3.01 Resignation of a Trustee

A Trustee may resign by giving written notice to me. If I am incapacitated or deceased, a resigning Trustee must give written notice to the trust's Income Beneficiaries and to any other then-serving Trustee.

Section 3.02 Trustee Succession during My Lifetime

During my lifetime, this Section governs the removal and replacement of my Trustees.

(a) Removal and Replacement by Me

I may remove any Trustee with or without cause at any time. If a Trustee is removed, resigns, or cannot continue to serve for any reason, I may serve as sole Trustee, appoint a Trustee to serve with me, or appoint a successor Trustee.

(b) During My Incapacity

During any time that I am incapacitated, the following will replace any then-serving Trustee in this order:

George E. Benko, Sr. and Ella F. Benko, jointly, or the survivor of them;

Barbara B. Murphy;

John E. Benko;

Rebecca L. Benko.

If I am incapacitated, a Trustee may be removed only for cause, and only if a court of competent jurisdiction approves the removal upon the petition of an interested party.

All appointments, removals, and revocations must be by signed written instrument.

Section 3.03 Trustee Succession after My Death

After my death, this Section will govern the removal and replacement of my Trustees.

(a) Successor Trustee

I name the following, in this order, to serve as my successor Trustee after my death, replacing any then-serving Trustee:

George E. Benko, Sr. and Ella F. Benko, jointly, or the survivor of them;

Barbara B. Murphy;

John E. Benko;

Rebecca L. Benko.

(b) Removal of a Trustee

A Trustee may be removed only for cause, and a petitioning beneficiary must obtain approval from a court of competent jurisdiction before the removal is effective. The petition may subject the trust to the jurisdiction of the court only to the extent necessary to review the petition and may not subject the trust to the continuing jurisdiction of the court.

A minor or incapacitated beneficiary's parent or Legal Representative may act on his or her behalf.

(c) Default of Designation

If the office of Trustee of a trust created under this instrument is vacant and no designated successor Trustee is able and willing to act as Trustee, the trust's Primary Beneficiary may appoint an individual or corporate fiduciary as successor Trustee.

Any beneficiary may petition a court of competent jurisdiction to appoint a successor Trustee to fill any vacancy lasting longer than 30 days. The petition may subject the trust to the jurisdiction of the court only to the extent necessary to make the appointment and may not subject the trust to the continuing jurisdiction of the court.

A minor or incapacitated beneficiary's parent or Legal Representative may act on his or her behalf.

Section 3.04 Notice of Removal and Appointment

Notice of removal must be in writing and delivered to the Trustee being removed and to any other then-serving Trustees. The removal becomes effective in accordance with its provisions.

Notice of appointment must be in writing and delivered to the successor Trustee and to any other then-serving Trustees. The appointment becomes effective at the time of acceptance by the successor Trustee. A copy of the notice may be attached to this instrument.

Section 3.05 Appointment of a Co-Trustee

Any individual Trustee may appoint an individual or a corporate fiduciary as a Co-Trustee. This Co-Trustee serves only as long as the appointing Trustee serves, or as long as the last to serve if more than one Trustee appointed the Co-Trustee. This Co-Trustee will not become a successor Trustee upon the death, resignation, or incapacity of the appointing Trustee, unless appointed under the terms of this instrument. Although this Co-Trustee may exercise all the powers of the appointing Trustee, the combined powers of this Co-Trustee and the appointing Trustee may not exceed the powers of the appointing Trustee alone. The Trustee appointing a Co-Trustee may revoke the appointment at any time, with or without cause.