

I, EDWARD M. KENNEDY, of Hyannisport, Massachusetts, make this my last will, hereby revoking all earlier wills and codicils. I do not by this will exercise any power of appointment other than the powers exercised in Article SECOND below.

FIRST: I give and devise all my property, of whatever kind and wherever located, that I own at my death to the then trustees of The Edward M. Kennedy 2006 Trust established earlier this day by me, as Donor, with myself and Paul G. Kirk, Jr., of Marstons Mills, Massachusetts, as trustees (my "2006 Trust"), to be added to the principal of my 2006 Trust and administered and disposed of in accordance with the provisions thereof, as from time to time hereafter amended, whether before or after my death, as if a part of said principal at the time of my death. I have provided in my 2006 Trust for my wife, Victoria R. Kennedy, my children and more remote issue and for the payment of my debts, funeral and burial expenses and the expenses of administering my estate, and for the method of paying all federal and state taxes in the nature of estate, inheritance, succession and like taxes occasioned by my death. References in this will or a codicil to "children" mean descendants in the first degree only and references to "issue" mean descendants in the first, second or any other degree, in each case meaning lawful descendants, whether by blood or adoption.

SECOND: Under the provisions of Article FIFTH of The Edward M. Kennedy Blind Trust established March 13, 1978, by me, as Donor, of which John C. Culver, of


Edward M. Kennedy
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Washington, District of Columbia, is currently the trustee (the "Blind Trust"), and under the provisions of Article FIFTH of The Edward M. Kennedy 1987 Blind Trust, established September 25, 1987, by me, as Donor, with Joseph Anthony Kouba, of Los Angeles, California, as trustee (the "1987 Blind Trust"), I have, in each case, the power to appoint by will the trust property held thereunder at the time of my death. In full exercise of said powers I hereby appoint the trust property remaining at my death in the Blind Trust and in the 1987 Blind Trust to the then trustees of my 2006 Trust, to be added to the principal of my 2006 Trust and administered in accordance with the provisions thereof, as from time to time hereafter amended, whether before or after my death, as if a part of said principal at the time of my death.

THIRD: I name Paul G. Kirk, Jr., of Marstons Mills, Massachusetts, as my executor and temporary executor; if for any reason he fails to qualify or ceases to serve in either capacity, I name my son Edward M. Kennedy, Jr. as my executor or temporary executor, or both (as the case may be), in his place; and if for any reason he fails to qualify or ceases to serve in either capacity, I name as my executor or temporary executor, or both (as the case may be), that person designated in writing by the trustees of my 2006 Trust and filed with the Court in which this will is offered for probate.

References in this will or a codicil to my "executor" mean the one or more executors (or temporary executors or administrators with this will annexed) for the time being in office.

No executor named in this will or a codicil need furnish any bond or surety on any official bond. In any proceeding for the allowance of an account of my executor, I

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request the Court to dispense with the appointment of a guardian ad litem to represent any person or interest.

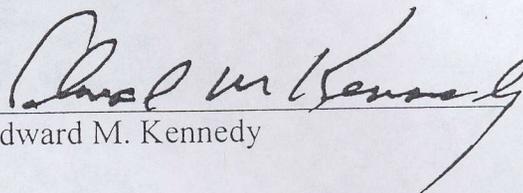
FOURTH: In addition to other powers, my executor shall have power from time to time at discretion and without license of court: To retain, and to invest and reinvest in, any kind or amount of property; to vote and exercise other rights of security holders; to exercise options to buy securities and, in connection therewith or with the sale of any securities acquired upon such exercise, to take such action as is customary or, in the opinion of my executor, appropriate, including the giving of investment representations; to make such elections for federal and state estate, gift, generation-skipping transfer and income tax purposes as my executor may deem advisable; to compromise or submit to arbitration any matters in dispute; to borrow money, and to sell, mortgage, pledge, exchange, lease and contract with respect to any real or personal property, all without notice to any beneficiary and in such manner, for such consideration and on such terms as

Richard W. King

C.G. *JAC*

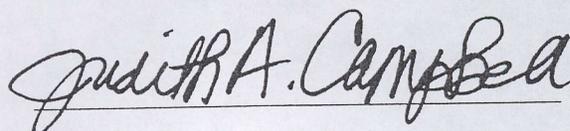
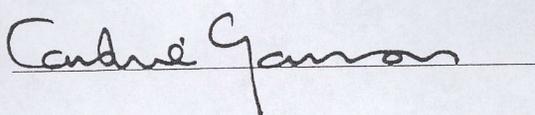
to credit or otherwise as my executor may deem advisable, whether or not the effect thereof extends beyond the period of settling my estate; and in distributing my estate, to allot property, whether real or personal, at then current values, in lieu of cash.

WITNESS my hand this 25th day of August, 2006.

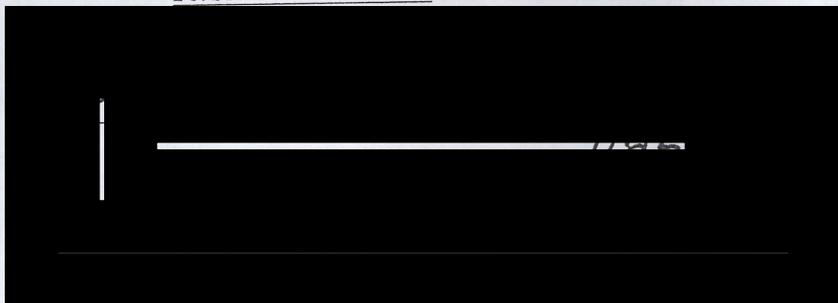

Edward M. Kennedy

Signed, published and declared by the above-named Edward M. Kennedy as and for his last will, in the presence of us two who, at his request and in his presence and in the presence of each other, hereto subscribe our names as witnesses, all on the date last above written.

Signature

Residence Address



COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss.

Before me, the undersigned authority, on this day personally appeared Edward M. Kennedy, Judith A. Campbell and Caroline Gannon, known to me to be the testator and the witnesses, respectively, whose names are signed to the foregoing instrument, and all of these persons being by me duly sworn, Edward M. Kennedy, the testator, declared to me and to the witnesses in my presence that the instrument is his last will, that he willingly signed it, and that he executed it as his free and voluntary act for the purposes therein expressed; and each of the witnesses stated to me, in the presence of the testator and in the presence of each other, that he or she signed the will as a witness at the request and in the presence of the testator and in the presence of each other, and that to the best of his or her knowledge the testator was eighteen years of age or over, of sound mind and under no constraint or undue influence.

Edward M. Kennedy
Edward M. Kennedy, Testator

Judith A. Campbell
Witness

Caroline Gannon
Witness

Subscribed and sworn to before me by the said testator and the said witnesses, this 25th day of August, 2006.

James Lowell Colella
Notary Public
My commission expires: April 11, 2008