

LAST WILL AND TESTAMENT

OF

LOUIS SIMON

I, **LOUIS SIMON**, residing in the State of New York, County of Queens, being of sound mind and memory, declare that this is my LAST WILL AND TESTAMENT, and I revoke all prior Wills and Codicils which I have made.

FIRST - ESTATE OBLIGATIONS:

a) I direct my Executor to pay my funeral expenses, expenses of my last illness, claims allowed in the administration of my estate and all costs of administration and expenses of settling my estate.

b) I direct my Executor to pay all transfer, estate and similar taxes payable by reason of my death, on any property or interest in property which is included in my estate for the purpose of computing such taxes. These taxes shall be paid from my estate as if they were expenses of administration, and no part shall be apportioned or prorated; provided, however, such taxes will be paid from property not otherwise qualifying for the marital or charitable deductions.

SECOND - RESIDUARY TO BROTHER

I give all the rest of the property owned by me at the time of my death, both real and personal, including all expectancy or remainder interests which I may have and all powers of appointment or disposition, which I hereby expressly exercise in favor of my brother, to my brother, John M. Simon, of Glen Cove, New York, if he survives me. And if my brother, John M. Simon, does not survive me, then to his descendants.

THIRD - APPOINTMENTS:

Executor: I hereby name, constitute and appoint my brother, John M. Simon, to be the Executor of this, my LAST WILL AND TESTAMENT. If he dies before me or if for any reason he should fail to qualify or cease to act as Executor, then I appoint Claude Simon, my brother's son, to be the Executor of this will. Whoever is appointed Executor pursuant to this Article shall have all the powers authorized by the laws of the State of New York, and shall not be required to furnish any bond.

FOURTH- POWERS OF FIDUCIARIES:

My Executor (hereinafter "the Fiduciary"), including any successors, shall have the following powers and discretions with respect to all property, real and personal, forming part of my estate or any trust established by this Will (hereinafter "the Estate"), without limitation by reason of enumeration and in addition to powers conferred by Section 11-1.1 of the Estates, Powers and Trusts

Law and other law:

a) To retain any property in the form received; to invest and reinvest the Estate of any kind of property, real or personal, including stocks, bonds, and other securities without being limited to investments authorized for estate of trust funds by any governing laws. Nevertheless, the Fiduciary shall make such investments and only such investments as a prudent person would make having primarily in view of the needs of the income beneficiaries (both as to amount and regularity of income) as well as the preservation of the Estate.

b) To open and operate such checking, bank, brokerage or other financial accounts as may be expedient in the opinion of the Fiduciary and to deposit any monies in one or more banks or financial institutions in any form of account, whether or not interest bearing and to designate the signing authority for any such accounts opened by the Fiduciary. The signature of the Fiduciary, as Fiduciary and not in a personal capacity, shall be valid and binding upon the Estate.

c) To sell, exchange or otherwise dispose of realty and personalty, publicly or privately, wholly or partly on credit, or for any consideration including stocks, bonds or other corporate obligations and grant options for approval by applicable planning boards and zoning board of appeals and other governmental boards and agencies.

d) To make distribution in cash or in kind, or partly in each, including undivided interests, even though shares be composed differently, and allocate particular assets or portions thereof to any one or more of the beneficiaries hereunder, without regard to the income tax basis of

such assets.

c) To abandon, in any way, property which in the exercise of the Fiduciary's reasonable judgment the Fiduciary determines to be a burden on the Estate.

f) To determine the manner of ascertaining income and principal and the allocation and apportionment of receipts and disbursements between income and principal.

g) To appoint a bank, trust company, investment firm or brokerage house to act as the custodian or manager of the investments comprising the Estate, or to act as the Fiduciary's agent in respect of the investments comprising the Estate, and, from time to time to terminate any such appointments and make another. In this regard the Fiduciary shall fix the remuneration to be paid to any such organization and such remuneration is to be charged to the Estate; provided, however, if the Fiduciary is receiving any compensation for acting as Fiduciary, then the amount of any such remuneration payable to such organization is to be taken into account and deducted from the compensation to which the Fiduciary is annually entitled. In making any such arrangements, the Fiduciary is authorized to place the investments comprising the Estate in custody of such organization, to transfer such investments into the name of such organization or any nominee thereof, and to delegate to such organization any or all of the discretionary powers given to the Fiduciary by this Will.

h) To borrow money and pledge or mortgage any property for any purpose.

i) If any share of my estate shall vest in ownership in any person then under the age of

twenty-one (21) years (a "minor") or if at the termination of any trust created by this Will, all or a portion of such trust shall vest in ownership in any minor, I direct my Fiduciary to appoint a custodian under the New York Uniform Gifts to Minors Act and to distribute to that custodian all property to which the minor is entitled by this Will. The provisions of the New York Uniform Gifts to Minors Act, as that act may be amended from time to time, shall govern the designation of the custodian, transfer of property to the custodian and management of the property by the custodian. In particular, I acknowledge and direct that: (1) the Fiduciary may be the custodian; (2) all property shall be held and administered for the minor until age twenty-one; and (3) if the minor shall die before age twenty-one, then the property shall be distributed to the minor's estate.

FIFTH - ADMINISTRATIVE PROVISIONS:

a) Order of Deaths: In the event any beneficiary and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, for the purposes of distribution under this Will, and for the purpose of determination of ownership and seizing of any property which I may hold as joint tenant or tenant by the entirety, it shall be conclusively presumed that my spouse survived me and that I survived any other beneficiary and my estate shall be administered and distributed in all respects, in accordance with such presumptions.

b) Interpretation: Whenever necessary or appropriate, the use of any gender shall be deemed to include the other genders and the use of either the singular or the plural shall be deemed to include the other.

c) Governing Law: This Will, my Estate and any trust created hereunder shall be construed and administered accordingly to the laws of the State of New York.

IN WITNESS WHEREOF, I have signed my name this _____ day of August,
2000.

Louis Simon
LOUIS SIMON

WE, the undersigned, certify that on August 27 2000, at 37-30 83rd, New York, LOUIS SIMON, in our presence signed, published and declared this Instrument to be his LAST WILL AND TESTAMENT. At his request and in his presence and in the presence of each other, we sign our names as witnesses to the execution of his LAST WILL AND TESTAMENT and indicate our residence addresses.

Frank Travis residing at 37 47 90th
Jackson Hts. N.Y.

Yvette Brutus residing at 169-23 Linden Blvd
Jam, N.Y. 11434

Christine Gordon residing at 148-18 Brookville Blvd
Rosedale N.Y. 11422

SAM A. BRUNO
Notary Public, State of New York
No. 31-4978518
Qualified in New York County
Commission Expires March 4, 2002