

Test

~((and))~

Testament

~((of))~

VICKI CLAIREAUX SIMON

I, VICKI CLAIREAUX SIMON, of 6 Edwards Lane, Glen Cove, New York, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils at any heretofore made by me.

FIRST: I give and bequeath all tangible personal property owned by me at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silver, plate, linen, china, glassware, objects of art, wearing apparel, jewelry, boats and automobiles, together with all policies of insurance relating thereto, to my husband, John Simon, if he survives me, or, if he does not survive me, to my children who survive me, to be divided among them in as nearly equal proportions as they may agree upon, or, if they are unable to reach such an agreement, as my executor, in its absolute discretion, shall determine.

SECOND: I give, devise and bequeath all my real property, including all buildings and improvements thereon and all policies of insurance relating thereto, to my husband, John, if he survives me, or, if he does not survive me, I direct that said real property be sold and the net proceeds thereof be added to my residuary estate.

THIRD: If my husband, John, survives me, I give and bequeath to the Trustee hereinafter named a pecuniary sum equal to the maximum amount by which my federal taxable estate (determined without regard to this article of my Will) may be increased without causing an increase in the federal estate tax payable by reason of

my death after taking into account all credits available against such tax, provided, however, that the credit for state death taxes shall be taken into account only to the extent that it does not result in an increase in the state death taxes which would otherwise be payable. In computing the amount of this bequest, the values and amounts as finally determined for federal estate tax purposes shall control, disclaimers shall not be taken into account, and it shall be assumed that an election is made to qualify all qualified terminal interest property (other than this bequest) for the marital deduction regardless of what election is in fact made.

I direct the Trustee to hold said sum, IN TRUST, NEVERTHELESS, to manage, invest and reinvest the same, to collect the income thereof, and to pay over the net income to my husband, John, or to apply the same for his benefit, in convenient installments, but at least quarterly, during his life.

FOURTH: All the rest, residue and remainder of my property and estate, both real and personal, of whatsoever kind and wheresoever situated, or which I shall die seized or possessed or of which I shall be entitled to dispose of at the time of my death (my "residuary estate"), I give, devise and bequeath to my husband, John, if he survives me, or, if he does not survive me, to my descendants who survive me, in equal shares, per stirpes.

FIFTH: My spouse is authorized to disclaim all or any part of any interest

in property passing to him under this Will. He may disclaim a beneficial interest with respect to amounts, fractions, or percentages of that interest, or with respect to particular assets. If my husband, John, shall disclaim or renounce any outright bequest or devise to him under this my Will, I direct that such property shall be disposed of in accordance with the provisions of Article THIRD of this my Will, recognizing that my husband, John, as the income beneficiary of the trust created pursuant thereto will be entitled to the income thereof.

SIXTH: If any individual under the age of twenty-one (21) becomes entitled to any property from my estate upon my death or any property from any trust created hereunder upon the termination thereof, such property shall be held by, and I give, devise and bequeath the same to, the Trustee hereinafter named, IN TRUST NEVERTHELESS, for the following uses and purposes: to manage, invest and reinvest the same, to collect the income thereof and to apply the net income and principal to such individual's general use, to such extent (including the whole thereof) and at such time or times as the Trustee, in its absolute discretion, shall determine, until such individual reaches the age of twenty-one (21) years, and thereupon to transfer, convey and pay over the principal of the trust, as it shall then be constituted, to such individual. Any net income not so applied shall be accumulated and added to the principal of the trust at least annually and thereafter shall be held, administered and disposed of as a

part thereof. Upon the death of such individual before reaching the age of twenty-one (21) years, the Trustee shall transfer, convey and pay over the principal of the trust, as it shall then be constituted, to such individual's executors or administrators.

If any tangible personal property shall at any time be held as part of such individual's trust, the Trustee shall have no duty to convert the same into productive property and the expenses of the safekeeping thereof, including insurance, shall be a proper charge against the assets of the trust.

If my Executor or the Trustee, as the case may be, in the exercise of its absolute discretion, shall determine at any time not to transfer in trust or not to continue to hold in trust any part or all of such property, as the case may be, it shall have full power and authority to transfer and pay over such property, or any part thereof, without bond, to such individual, if an adult under the law of the state of his or her domicile at the time of such payment, or to his or her parent, the guardian of his or her person or property, or to a custodian for such individual under any Uniform Gift to Minors Act pursuant to which a custodian is acting or may be appointed, or to the person with whom such individual resides.

The receipt of such individual, if an adult, or the parent, guardian or custodian or any other person to whom any principal or income is transferred and paid over pursuant to any of the above provisions shall be a full discharge to my Executor or the

Trustee, as the case may be, from all liability with respect thereto.

SEVENTH: I authorize the Trustee, at any time and from time to time:

To pay over to my husband, John, for his care, support, maintenance, education or general welfare, or to apply for any such purpose, including the expenses of his last illness and funeral, out of the principal of the trust held for his benefit pursuant to Article THIRD hereof, such sum or sums, including the whole thereof, as the Trustee, in its absolute discretion, shall determine.

In determining the amounts of principal, if any to be paid over to or applied for the use of my husband, John, pursuant to the discretionary powers herein granted, I authorize, but do not require, the Trustee, in its absolute discretion, to take into consideration any sources of income available to, or assets owned by or held for the use of, my husband, John.

The Trustee shall not be responsible for the use made by any person or any payment of principal which may be made to that person hereunder, and the Trustee shall not be obliged to see to the proper use or application thereof by said persons.

Notwithstanding anything to the contrary hereinabove contained, if the value of any trust created under this my Will is less than One Hundred Thousand Dollars (\$100,000) of (a) the date as of which it shall have become fully funded or (b) any subsequent date as of which it shall be valued for purposes of computing the Trustee's

commissions, the Trustee may, in its absolute discretion, terminate the trust and distribute the principal thereof to the income beneficiary of such trust.

EIGHTH: If my husband, John, shall die simultaneously with me or in such circumstances as to render it impossible to determine who predeceased the other, I direct that he shall be deemed to have predeceased me and that the provisions of this my Will shall be construed upon that assumption, notwithstanding the provisions of any law establishing a different presumption or order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

NINTH: All estate, inheritance, legacy, succession, transfer or other death taxes, (and any interest and penalties on such taxes) imposed by any domestic or foreign taxing authority with respect to all property taxable by reason of my death, whether or not such property passes under this Will and whether such taxes otherwise would be payable by my estate or by any recipient of any such property, shall be paid out of my estate as administration expense without apportionment within or outside my residuary estate and with no right of reimbursement from any recipient of any such property.

TENTH: All references in this my Will to my children are intended to include children born after the execution of this my Will, and such after-born children shall have no rights in my estate other than those granted by this my Will.

As used in this my Will, the terms "child," "children," "descendent," and "descendants," are intended to include any person adopted by me or by any descendant of mine and the descendants of such adopted person.

ELEVENTH: A. I appoint my son, Claude, Executor of this my Last Will and Testament and Trustee of the trust herein created.

If my son Claude should fail to qualify for any reason whatsoever, I appoint my son John as Executor and Trustee in his place and stead.

B. Whenever the terms "Executor" and "Trustee" are used in this my Will, they shall be deemed to refer to the Executor or Executors and the Trustee or Trustees acting hereunder from time to time, unless the context expressly or impliedly refers to only one or the other of them.

I direct that my sons Claude or John, shall serve without compensation as Executor and as Trustee under this my Last Will and Testament.

I direct that no Executor, Trustee or Guardian shall be required to give any bond, and that if, notwithstanding this direction, any bond is required by any law, statute or rule of court, no sureties be required thereon.

TWELFTH: I authorize my Executor to make such elections under the tax laws as it, in its absolute discretion, deems advisable, regardless of the effect thereof on any of the interests by reason of any action taken by my Executor pursuant thereto. The

determination by my Executor with respect to all elections referred to in this Article shall be final and conclusive upon all persons.

THIRTEENTH: I authorize the Trustee, but do not require him, to accept any property transferred to it by any person during such person's lifetime or by his or her Last Will and Testament. Any property so transferred by any person shall become a part of such trust created by this my Will as such person shall direct and may be commingled with the other property in the trust to which such property has been added and shall be held, administered and disposed of as a part of such trust.

FOURTEENTH: I direct that in any proceeding involving my estate or any trust created hereunder it shall not be necessary to serve process upon, or to make a party to any such proceeding, any person under a disability where another party to the proceeding who is not under a disability has the same interest as the person under a disability.

FIFTEENTH: In the administration of any property, real or personal, forming a part of my estate or of any trust established hereunder, whether owned by me at the time of my death or subsequently acquired by my Executor or the Trustee, including any accumulated income thereof, my Executor or the Trustee, in addition to and not by way of limitation of the powers provided by law, shall, except as otherwise provided in this my Will, have the following powers to be exercised in its absolute discretion:

to purchase or otherwise acquire and to retain any and all stocks, bonds, notes or other securities, or any such variety of real or personal property, including interest in common trust funds and securities or of other interests in investment companies or investment trusts, and any money market deposit or similar account, or in one or more mutual funds or similar investments, whether or not such investments be of the character permissible for investments by fiduciaries and without regard to the effect any such investment or reinvestment may have upon the diversification of investments; to sell; lease, pledge, mortgage, transfer, exchange, convert or otherwise dispose of, or grant options with respect to, any and all property at any time forming a part of my estate or any trust estate, in any manner, at any time or times, for any purposes, for any prices and upon any terms, credits and conditions; to borrow money from any lender, for any purpose connected with the protection, preservation or improvement of my estate or any trust estate, and as security to mortgage or pledge any real or personal property forming a part of my estate or any trust estate, and as security to mortgage or pledge any real or personal property forming a part of my estate or of any trust estate upon any terms and conditions; to compromise and adjust any claims or demands of my estate against others or of others against my estate or any trust estate; to make distributions in kind (including in satisfaction of pecuniary bequests) and to cause any distribution to be composed of cash, property or undivided shares in

property different in kind from any other distribution without regard to the income tax basis of the property distributed to any beneficiary or any trust; to make distributions directly from my estate to the beneficiaries of any trust hereunder, whether or not such trust has been funded at the time of any such distribution; to retain itself, or any affiliate thereof, to render brokerage or other services and to pay reasonable compensation for such services; and to execute and deliver such instruments as may be necessary to carry out any of these powers.

No person dealing with my Executor or the Trustee shall be bound to see to the application or disposition of cash or other property transferred to my Executor or the Trustee or to inquire into the authority for or propriety of any action by my Executor or the Trustee.

Notwithstanding anything to the contrary contained in this Article of my Will, in the case of a trust for which the marital deduction is allowable in determining the federal estate tax payable by my estate, none of the powers granted to my Executor and the Trustee by this Article shall be exercised in such a manner as to disqualify such trust or any part thereof from such marital deduction. Upon my spouse's request the Trustee shall convert any unproductive property in such trust to productive property.

To continue the operation of any business, incorporated or unincorporated, which I may own or in which I may have an interest at the time of my death, and any

successor business thereto, and to purchase or otherwise acquire any business or interest in any business and to operate the same; and in connection with any business so continued, or purchased or otherwise acquired, to have the following authority to exercise the following powers, as they may deem advisable: to take part in the management of such business and to delegate such duties, with the requisite powers, to any employee, manager, partner or associate, without liability for such delegations; to reduce, expand, limit or otherwise fix and change the operation or policy of any such business and to act with respect to any other matter in connection with any such business; to subject to the risks of any such business, any part or all of my estate or any trust estate, for such term or period as my Executor or the Trustee may determine; to advance money or other property to any such business, to make loans, subordinated or otherwise, of cash or securities to any such business and to guarantee the loans of others made to any such business; to borrow money for any such business from any lender, and to secure such loan or loans by a pledge or mortgage of any part of my estate or any trust estate; to select and to vote for directors, partners, associates and officers of any such business; to act as directors, general or limited partners, associates and officers of any such business and to compensate such directors, partners, associates and officers, including any person who is a beneficiary or a fiduciary under this my Will; to establish and join with others in establishing such partnerships, limited

partnerships, corporations and other business organizations and associations for the carrying on of any such business, and to contribute to the capital of such business any part or all of my estate or any trust estate; to deposit securities with voting trustees; to enter into stockholders' agreements with corporations in which my estate or any trust estate has an interest and/or with stockholders of such corporations; to sell any such business, and interest in any such business, or any stock or other securities representing the interests of my estate or any trust estate in any such business; to liquidate, either alone or jointly with others any such business or any interest in any such business and generally to exercise any and all powers as they may deem necessary with respect to the continuance, management, sale or liquidation of any such business.

IN WITNESS WHEREOF, I, Vicki Claireaux Simon have to this my Last Will and Testament, subscribed my name and set my seal this 3rd day of December ~~November~~ in the

year One Thousand Nine Hundred and Ninety Four.

COUNTY OF WATKINS

Each of the undersigned, individually and jointly, has known and seen the Testatrix, and says:

Vicki C. Sincere (L.S.)

Subscribed and sealed by the Testatrix in the presence of us and each of us, and at the same time published, declared and acknowledged by her to us to be her Last Will and Testament, and thereupon we, at the request of the said Testatrix, in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 3rd day of ~~November~~ December, 1994.

Ed Stracher
ED STRACHER

residing at

One Hickory Rd
Boydville NY 11709

Frances H. Haug
FRANCES H. HAUG

residing at

3 Puri Place
Glen Cove, N.Y. 11542

residing at

STATE OF NEW YORK)
 NASSAU
COUNTY OF ~~NEW YORK~~)

ss.:

Each of the undersigned, individually and severally being duly sworn, deposes and says:

The within Will was subscribed in our presence and sight at the end thereof by Vicki Claireaux Simon, the within named Testatrix, on the 3rd day of ~~November~~, 1994, at Glen Cove, New York ~~December~~.

Said Testatrix at the time of making such subscription declared the instrument so subscribed to be her Last Will and Testament.

Each of the undersigned thereupon signed his name as a witness at the end of said Will at the request of said Testatrix and in her presence and sight and in the presence and sight of each other.

Said Testatrix was, at the time of so executing said Will, over the age of 18 years and, in the respective opinions of the undersigned, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Will.

The Testatrix, in the respective opinions of the undersigned, could read, write and converse in the English language and was suffering from no defect of sight, hearing or speech, or from any other physical or mental impairment which would affect her capacity to make a valid Will. The Will was executed as a single, original instrument and not executed in counterparts.

Each of the undersigned was acquainted with said Testatrix at such time and makes this affidavit at her request.

The within Will was shown to the undersigned at the time this affidavit was made and was examined by each of them as to the signatures of said Testatrix and of the undersigned.

The foregoing instrument was executed by the Testatrix and witnessed by each

of the undersigned affiants under the supervision of Mel B. Ginsburg, an attorney-at-law.

Francis H. Haug
Ed Strach

Severally sworn to before me this
3rd day of ~~November~~ December, 1994

Ernest S. Lobet
Notary Public

ERNEST S. LOBET
NOTARY PUBLIC, State of New York
No. 30-7577925
Qualified in Nassau County
Term Expires June 30, 1996