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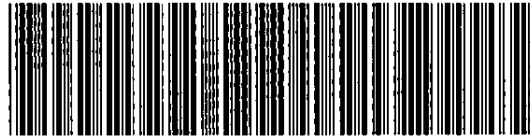
(Business Entity Name)

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2010 SEP -7 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9-8-10
01-8-10
85538
200

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: The David Minkin Foundation

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

FEES:

Declaration of Trust	\$350.00
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OPTIONAL:

Certified Copy	\$ 8.75
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FROM: Charles A. Lubitz, Esq.

Name (Printed or typed)

515 North Flagler Drive, 20th Floor

Address

West Palm Beach, FL 33401

City, State & Zip

561-832-5900

Daytime Telephone number

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

The David Minkin Foundation

A Charitable **TRUST**

FILED
2010 SEP -7 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of The David Minkin Foundation, a

(Name of Trust)

Florida

(State)

The David Minkin Foundation

(Name of Trust)

Trust hereby affirms in order to file or qualify

, in the State of Florida.

1. Two or more persons are named in the Trust.
2. The principal address is The David Minkin Foundation
44 Cocconut Row, Suite T1-T2, Palm Beach, FL 33480
3. The registered agent and street address in the State of Florida is:
Charles A. Lubitz, Esq.
515 North Flagler Drive, 20th Floor, West Palm Beach, FL 33401
4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

Charles A. Lubitz

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

NOTARY

Howard Lester
Name: Howard Lester
Chairman of the Board of Trustees

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

LAST WILL AND TESTAMENT

- OF -

DAVID MINKIN

#4438-2003
FILED
2010 SEP -7 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DAVID MINKIN residing at 67-15 102nd Street, Forest Hills, New York 11375, which I declare to be my domicile, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament.

FIRST: I hereby revoke any and all Wills and Codicils thereto, as well as any and all other instruments of a testamentary nature, at any time heretofore made by me.

SECOND: I direct that my remains be buried in my family plot located at Beth David Cemetery, Elmont, New York.

THIRD: I direct my Executors, hereinafter named, to pay all my just debts, except for debts secured by mortgages or pledges of, or liens upon, real or personal property ("secured debts"), funeral and testamentary expenses as soon as may be conveniently possible after my decease.

FOURTH: As used in this Will:

1. The word "GIVE" shall, where applicable, be deemed to include "devise" and/or "bequeath", and the word "pay" (and variants thereof) shall, where applicable, mean "convey, transfer and pay" (and variants thereof).

2. The words "my residuary estate" shall mean "ALL THE REST, RESIDUE AND REMAINDER of my estate and property, of whatever kind or nature and wherever situate."

3. The words "IN TRUST" shall mean "IN TRUST, NEVERTHELESS, to hold, manage, control, invest and reinvest and,



until payment thereof as hereinafter directed, to receive the income thereof."

4. The words "this Will" and words of reference to this Will shall be deemed to include any and all codicils hereto hereafter executed by me.

5. (i) PETER L. BRIGER ("PETER") shall mean my nephew, PETER L. BRIGER, PETER L. BRIGER, JR., MATTHEW BRIGER, LUCAS BRIGER and LILLIAN BRIGER shall mean PETER's children, my grandnephews and grandniece, PETER L. BRIGER, JR., MATTHEW BRIGER, LUCAS BRIGER and LILLIAN BRIGER;

(ii) PAUL H. BRIGER ("PAUL") shall mean my nephew, PAUL H. BRIGER, SAMUEL A.O. BRIGER and ANNABEL G. BRIGER shall mean PAUL's children, my grandnephew and grandniece, SAMUEL A. O. BRIGER and ANNABEL G. BRIGER;

(iii) PATRICIA B. LESTER ("PATRICIA") shall mean my niece PATRICIA B. LESTER, PETER B. LESTER, PAMELA R. LESTER and PRESCOTT E. LESTER shall mean PATRICIA's children, my grandnephews and grandniece, PETER B. LESTER, PAMELA R. LESTER and PRESCOTT E. LESTER;

(iv) ROBERT THALL ("ROBERT") shall mean my nephew ROBERT THALL, DAVID THALL and EMILY THALL shall mean ROBERT's children, my grandnephew and grandniece, DAVID THALL and EMILY THALL;

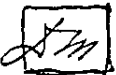
(v) HOWARD LESTER ("HOWARD") shall mean my nephew, HOWARD LESTER, PATRICIA's husband;

(vi) RICHARD THALL shall mean my nephew,
RICHARD THALL;

(vii) "NEW YORK REAL PROPERTY" shall mean my
entire interests in and to all real property owned by me and/or
owned by any partnership or other entity in which I shall have an
interest in at the time of my death, and situated in the State of
New York, including the land, all improvements thereon and all
appurtenances thereto.

FIFTH: (i) I give and bequeath all of my tangible personal
property, together with all of my insurance relating thereto to
PETER L. BRIGER, PAUL H. BRIGER, PATRICIA B. LESTER, ROBERT THALL
and HOWARD LESTER, as shall survive me, to be divided as they may
agree.

(ii) If any of such items of tangible personal
property are not selected by the said legatees, I direct that such
items be sold and that the net proceeds of said sale be added to
the balance of my residuary estate as set forth in Article SEVENTH
hereof.

SIXTH: (i) I give and bequeath the sum of ONE MILLION
(\$1,000,000) DOLLARS, * to the KINGSBROOK JEWISH MEDICAL CENTER,
presently located at 585 Schenectady Avenue, Brooklyn, New York
11203, for its general uses and purposes; * payable at the rate of 
\$200,000 per ANNUM.

(ii) I give and bequeath the sum of ONE MILLION
(\$1,000,000) DOLLARS, to be divided in equal shares, per stirpes,
among PETER L. BRIGER, JR., MATTHEW BRIGER, LUCAS BRIGER, LILLIAN

BRIGER, PETER B. LESTER, SAMUEL A.O. BRIGER, ANNABEL G. BRIGER, PAMELA R. LESTER, PRESCOTT E. LESTER, DAVID THALL and EMILY THALL.

(iii) I give and bequeath the sum of ONE HUNDRED THOUSAND (\$100,000) DOLLARS, to THE UNITED JEWISH APPEAL - FEDERATION OF JEWISH PHILANTHROPIES OF NEW YORK, INC., presently located at 130 East 59th Street, New York, New York 10022, for its general uses and purposes.

(iv) I give and bequeath the sum of FIFTY THOUSAND (\$50,000) DOLLARS, to THE JEWISH THEOLOGICAL SEMINARY OF AMERICA, presently located at 3080 Broadway, New York, New York 10027, for its general uses and purposes.

(v) I give and bequeath the sum of FIFTY THOUSAND (\$50,000) DOLLARS, to my friend and devoted employee, ESTHER SCHNEIDMAN, if she survives me.

(vi) I give and bequeath the sum of TWENTY-FIVE THOUSAND (\$25,000) DOLLARS, to my friend RICHARD HOLLAND, if he survives me.

(vii) I give and bequeath the sum of FIVE THOUSAND (\$5,000) DOLLARS, to my devoted employee, WILLY FIELDS, if he survives me.

(viii) I give and bequeath the sum of ONE THOUSAND (\$1,000) DOLLARS, to RICHARD THALL, if he survives me.

SEVENTH: I direct that all the rest, residue and remainder of my property and estates both real and personal of whatsoever and wherever situated of which I shall die seized or possessed of or which I shall be entitled to dispose of at the time of my death

("my residuary estate") shall be divided into nine (9) equal parts and I give, devise and bequeath each of such parts as follows:

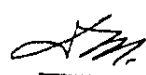
(i) Two (2) of such equal parts to PETER L. BRIGER, per stirpes, subject, however, to the provisions of Article EIGHTH hereof.

(ii) Two (2) of such equal parts to ROBERT THALL, per stirpes, subject, however, to the provisions of Article EIGHTH hereof.

(iii) Two (2) of such equal parts to PATRICIA B. LESTER, if she survives me, or if she does not survive me, her share herein shall be added to and become a part of the bequest and devise of HOWARD LESTER under paragraph (iv) hereof, if he is then living and if he is not then living, said share of my estate shall be distributed to the descendants of PATRICIA B. LESTER and HOWARD LESTER, per stirpes, subject, however, to the provisions of Article EIGHTH hereof.

(iv) Two (2) of such equal parts to HOWARD LESTER, if he survives me, or if he does not survive me, his share herein shall be added to and become a part of the bequest and devise of PATRICIA B. LESTER, under paragraph (iii) hereof, if she is then living, and if she is not then living, said share of my estate shall be distributed to the descendants of HOWARD LESTER and PATRICIA B. LESTER, per stirpes, subject, however, to the provisions of Article EIGHTH hereof.

(v) One (1) of such equal parts to PAUL H. BRIGER, if he survives me, subject, however, to the provisions of Article



NINTH hereof and if PAUL H. BRIGER shall not survive me, his share herein shall be distributed to SAMUEL A.O. BRIGER and ANNABEL G. BRIGER, in equal shares, per stirpes, subject, however, to the trust provisions of Article NINTH hereof.

If any bequest or devise of a part of my residuary estate hereunder shall lapse, then such part shall be added to the effective parts of my residuary estate, in the same proportions as each such part of my residuary estate which shall take effect bears to the aggregate of all such parts of my residuary estate which shall take effect.

EIGHTH: Anything in my Will to the contrary notwithstanding, I bequeath and devise to my Trustees, all NEW YORK REAL PROPERTY (hereinafter the "Real Property") and which shall be a part of the bequests and devises set forth in Article SEVENTH hereof, except for the share of PAUL thereof, which I bequeath and devise to my Trustees under the provisions of Article NINTH hereof, which Real Property shall be held by the Trustees, in separate and distinct trust funds for the benefit of each of the respective beneficiaries thereof, except for PAUL, IN TRUST, NEVERTHELESS, in accordance with and subject to the provisions of paragraph A hereof.

A. (i) My Trustees shall invest and reinvest such property and shall collect the income therefrom and distribute all net income of such trust to the beneficiary thereof at least quarter-annually.

(ii) At any time or from time to time, my Trustees may distribute to the beneficiary thereof all or any part

of the principal of such trust, as my Trustees (other than a Trustee who is a beneficiary) shall determine.

(iii) My Trustees may but need not take into account the beneficiary's other resources and his or her other actual or potential sources of support.

(iv) Upon the beneficiary's death, I direct my Trustees to divide the then balance of principal of the trust fund so held into a sufficient number of equal shares so that there shall be one (1) such equal share set aside for each child of a beneficiary then living and one (1) equal share, for the issue then living, collectively of a child of a beneficiary who shall have predeceased the beneficiary, leaving issue him or her surviving, which share shall be further divided in equal subshares for each living issue of such predeceased beneficiary, and my Trustees shall continue to hold each of such shares, in trust, in separate and distinct trust funds, for the benefit of each of such beneficiaries, in accordance with and subject to the provisions of paragraph B hereof.

(v) If any such beneficiary shall die without issue, him or her surviving, the share of any such beneficiary shall be distributed as follows:

1. The shares of PETER L. BRIGER and ROBERT THALL herein shall be added to the trusts created under Article EIGHTH hereof for the benefit of each of the other residuary beneficiaries set forth in Article SEVENTH hereof, in

proportion to their interests therein, as an addition to the principal thereof.

2. The shares of PATRICIA B. LESTER and/or HOWARD LESTER herein shall be added to the trust created under Article EIGHTH hereof for the benefit of the survivor thereof, as an addition to the principal thereof, or if neither of them shall then be living, their shares shall be added to the trusts created under Article EIGHTH hereof for the benefit of each of the other residuary beneficiaries set forth in Article SEVENTH hereof, in proportion to their interests therein, as an addition to the principal thereof.

B. (i) Each of such trusts shall be administered in accordance with the provisions of paragraph A(i), (ii) and (iii) hereof.

(ii) Upon the death of a beneficiary the principal of his or her trust fund, shall be divided in the same manner as set forth in paragraph A (iv) hereof, and my Trustees shall continue to hold each of such shares in trust, for the benefit of each beneficiary thereof, for the purposes and on the same conditions set forth in this Article EIGHTH, provided that if any such beneficiary shall die without issue, him or her surviving the share of any such beneficiary, shall be added to the trust(s) created hereunder for the sibling(s) of any such beneficiary, in equal shares, per stirpes, as an addition to the principal thereof, or if none, then such property shall be added to the trusts created under Article EIGHTH hereof for the benefit of each of the other

residuary beneficiaries set forth in Article SEVENTH hereof, in proportion to their interests therein, as an addition to the principal thereof.

C. Anything to the contrary notwithstanding, any trust created under this Article EIGHTH shall terminate at the earlier to occur of (a) the date on which all principal of that specific share is paid or applied, absolutely and free of trust pursuant to the provisions of my will or (b) the date which is twenty-one (21) years after the death of the last to die of myself and the beneficiaries in being at my death. If a trust is terminated pursuant to the provisions of clause (b) of the immediately preceding sentence, then at such termination, or as soon thereafter as reasonably practicable, all property remaining in any such trust, whether such property consists of principal or income or otherwise, shall be transferred, paid over and delivered to the person who, immediately prior to such termination, was entitled to receive the net income therefrom, or applied for that person's benefit, absolutely and free of trust, subject, however, to the provisions of Article TWELFTH hereof.

NINTH: The entire share of my estate given and devised to PAUL H. BRIGER (hereinafter "PAUL") hereunder, including but not limited to his proportionate share of the Real Property and directed to be paid, subject to the provisions hereof, shall not be distributed or paid to PAUL, but instead, shall in respect of PAUL, be held by my Trustees, IN TRUST, NEVERTHELESS, in a separate

distinct trust, for the benefit of PAUL, in accordance with the following:

(i) My Trustees, shall manage, invest and reinvest such property, shall collect the income therefrom and after deducting all proper charges, shall pay over or apply the net income and the principal thereof, to such extent at such time or times as my Trustees, in their absolute discretion, shall determine, to or for the benefit of such one or more members of a class ("Class") of persons consisting of PAUL and his children, SAMUEL A.O. BRIGER (hereinafter "SAMUEL") and ANNABEL G. BRIGER ("hereinafter "ANNABEL"), and the descendants of SAMUEL and ANNABEL, living from time to time, for the support, maintenance, education and general welfare of any member of the Class.

(ii) My Trustees may but need not take into account the other resources of any member of the Class nor other actual or potential sources of support.

(iii) Upon the death of the survivor of PAUL, SAMUEL and ANNABEL, my Trustees shall continue to hold the then principal of the trust, in trust to or for the benefit of the descendants of SAMUEL and ANNABEL, living from time to time, for the same purposes and on the same conditions set forth in paragraphs (i), (ii) and (iv) of this Article NINTH. If upon the death of the survivor of PAUL, SAMUEL and ANNABEL, SAMUEL and ANNABEL, shall leave no issue, then living or if they or either of them shall upon their deaths, leave issue then living, but said issue shall die prior to the full payment or application of the income

and principal held in trust for their benefit, with no issue, then surviving, then in either of those events, the property held in trust shall be distributed as follows:

1. Any NEW YORK REAL PROPERTY held by the trust shall be added to the trusts created hereunder under Article EIGHTH hereof for the benefit of the other residuary beneficiaries set forth in Article SEVENTH hereof, in proportion to their interests therein, as an addition to the principal thereof.

2. The balance of any property held by the trust shall be distributed to the other residuary beneficiaries set forth in Article SEVENTH hereof, in accordance with its terms, and in proportion to their interests therein.

(iv) The trust created herein shall terminate at the earlier to occur of (a) the date on which all principal of the trust is paid or applied, absolutely and free of trust pursuant to the provisions of my will or (b) the date which is twenty-one (21) years after the death of the last to die of myself and the beneficiaries in being at my death. If a trust is terminated pursuant to the provisions of clause (b) of the immediately preceding sentence, then at such termination, or as soon thereafter as reasonably practicable, all property remaining in any such trust, whether such property consists of principal or income or otherwise, shall be transferred, paid over and delivered to the person who, immediately prior to such termination, was entitled to receive the net income therefrom, or applied for that person's

benefit, absolutely and free of trust, subject, however, to the provisions of Article TWELFTH hereof.

(v) My Trustees by joint written document, may release, in whole or in part, their discretionary power to accumulate the revenue of the trust, whereupon the net income with respect to which such discretion has been released shall be distributed to PAUL, at least quarter-annually, during the term of the trust. In such event the Class shall consist of all the persons referred to in paragraph (i) hereof, except PAUL, and the provisions herein contained shall be applicable after the demise of PAUL, or upon my demise, if PAUL shall have predeceased me.

TENTH: If upon the occurrence of any contingency, any share of my estate or any trust created hereunder shall not be effectively disposed of pursuant to the foregoing provisions, then, upon the occurrence of such contingency, such portion shall be distributed to the individuals to whom and in the proportions that my property would be distributed under the laws of the State of New York, as I had died intestate at such time, owning such property, and as if all of such property were situated in said state, provided, however, that under no circumstances shall RICHARD, nor any of his descendants receive nor ever be entitled to receive any part of my estate.

ELEVENTH: For the purposes of this, my Will, I direct that:

A. If I and any legatee, devisee or beneficiary herein should die under such circumstances that it should be impossible or

difficult to determine which of us died first, such legatee, devisee or beneficiary shall be deemed to have predeceased me.

B. If any income beneficiary or any remainderman of any trust created hereunder should die under such circumstances that it should be impossible or difficult to determine which of them died first, such remainderman shall be deemed to have predeceased such income beneficiary.

TWELFTH: If pursuant to any provision of this Will, all or any part of my estate shall vest in absolute ownership in a person or persons under the age of thirty-five (35) years, or if at the termination of any trust created by this Will all or a portion of principal of such trust shall vest in absolute ownership in a person or persons under the age of thirty-five (35) years, I authorize my Executors or the Trustees in their absolute discretion and without authorization by any court:

(a) To defer, in whole or in part, payment or distribution of any or all property to which such person may be entitled, holding the whole or the undistributed portion thereof as a separate share for such person with all the powers and authority conferred by the provisions of this Will, including without limitation, the power to retain, invest and reinvest principal without being limited to investments by law for Trust funds.

(b) To pay, distribute or apply the whole or any part of any net income of principal at any time held for any such person, either directly or by making payment or distribution thereof to the guardian or other legal representative wherever

appointed, of such person, or the person with whom he or she resides, (without obligation to see to the proper application thereof), or to such person personally and to pay or distribute any balance thereof to such person when he or she reaches the age of thirty-five (35) years or, in the case such person shall die before distribution of all the property held under this Article, to the issue of such person, in equal shares, per stirpes.

(c) Notwithstanding anything to the contrary hereof set forth, I direct that the direction to pay the principal to a person hereunder at the age hereinabove set forth may be changed, altered and/or revoked in whole or in part, at the discretion of the Executors or Trustees. I further direct that the Executors or Trustees shall have the right to defer the term hereof beyond a person reaching the age of thirty-five (35) years up to whatever term they deem appropriate, including a person's lifetime. The final decision(s) as to whom and whether to distribute the principal shall be made solely by the Executors or Trustees, at their sole and absolute discretion. I request my Executors or Trustees to exercise such powers to distribute the principal at the age hereinbefore set forth, so long as a person, in their opinion, and in their sole and absolute discretion, is mature and evidences an ability to appreciate money and manage and invest assets distributable to him or her. The decision of my Executors or Trustees then serving hereunder concerning the foregoing provisions shall be conclusive and binding on all persons having an interest hereunder.

THIRTEENTH: The following provisions shall apply to any trust created hereunder:

PAYMENT: If income or discretionary amounts of principal become payable to a person not a minor but under legal disability or to a person not adjudicated incompetent but who, by reason of illness or mental or physical disability, is in the opinion of the Trustees unable to properly manage his or her affairs, then such income or principal shall be paid or expended only in such of the following ways as the Trustees deem best: (a) to the beneficiary directly; (b) to the legally appointed guardian of the beneficiary; (c) by the Trustees directly for the benefit of the beneficiary; (d) to an adult relative or friend in reimbursement for amounts properly advanced for the benefit of the beneficiary.

ACCRUED INCOME: All income received after the last income payment date or undistributed at the termination of any estate or interest shall, together with any accrued income, be paid by the Trustees as income to the person or persons entitled to the next successive interest in the proportions in which they take that interest.

FOURTEENTH: In allocating receipts and disbursements between income and principal my Executors and my Trustees:

A. Shall treat as principal:

1. Stock distributions in the stock of the distributing corporation, whether stock dividends, stock splits or otherwise;
2. Proceeds from the sale of subscription rights.

B. May with absolute discretion:

1. Determine whether and to what extent to allocate to income or to principal any property received in exchange for any bond with arrears of interest or any extraordinary or liquidating dividend or for any stock with cumulative dividend rights upon which any dividend may be in arrears;
2. Determine whether and to what extent to amortize from income the excess of cost over the call, redemption or liquidation price or value of any security.

FIFTEENTH: I hereby grant to my Executors, with respect to any and all property, whether real or personal, of which I am the owner at the time of my death or which shall at any time constitute part of my estate, and to my Trustees, with respect to any and all property, whether real or personal, which shall at any time constitute part of any trust fund under this Will, the following powers:

(a) To retain any such property as an investment without regard to the proportion which such property or property of a similar character as held may bear to the entire amount of my estate or of the trust in which such property is held.

(b) To sell any such property whether real or personal, at either public or private sale for cash or on credit, to exchange any such property, and to grant options for the purchase thereof.

(c) To invest and reinvest in any property, including, but not by way of limitation, bonds, notes, debentures, mortgages, certificates of deposit, and common and preferred stock, without regard to the proportion which any such investment, or investments, of a similar character, may bear to the entire amount of my estate or of the trust for which such investment is made.

(d) To participate in any plan of reorganization, consolidation, merger, combination, or other similar plan, and to consent to any such plan and any action thereunder, or to any contract, lease, mortgage, purchase, sale or other action by any corporation; to deposit any such property with any protective, reorganization or similar committee, to delegate discretionary power to such committee and to share in payment of its expenses and compensation and to pay any assessment levied with respect to such property; and to accept and retain any property which may be received by them under any such plan.

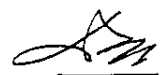
(e) To exercise all conversion, subscription, voting and other rights of whatsoever nature pertaining to any such property, and to grant proxies, discretionary or otherwise, with respect thereto; and to retain any property which may be acquired by the exercise of any such rights.

(f) (i) To manage any real property of which I may die seized or to which I may be entitled at the time of my death, or which may at any time constitute part of the principal of any trust fund under this Will, as if the absolute owners thereof, including, but not by way of limitation, the power to lease or grant options

to lease the same for any term or terms although in excess of five (5) years and although any such term may extend beyond the period of any trust under this Will without application to any court, and to enter into any covenants or agreements relating to the property so leased or any improvements which may then or thereafter be erected thereon; to make ordinary or extraordinary repairs, alterations and improvements to any building; to replace an existing building in the event it shall be destroyed by a disaster; to insure against loss by fire or other casualties; to subdivide and plot any such real property; to lay out and dedicate streets, ways and public places and to square lines; to make partition or enter into any agreement of partition of any real property which, or an interest in which, shall at any time constitute part of my estate or any trust under this Will even though my Executors or my Trustees may hold an interest in the same property in their own right or in some other capacity; and to give or receive money or other property for equality of partition.

(ii) It is my particular wish and desire that my Executors and Trustees while acting in the responsibility of my affairs under this will, will engage PRESCOTT B. LESTER, to manage my NEW YORK REAL PROPERTY, at the usual and customary compensation for such services.

(g) To borrow money from any source, upon such terms and in such manner as they may deem advisable, including themselves, and to pledge or mortgage any such property, for any purpose.



(h) To satisfy any general legacy or any part thereof, including any legacy to the Trustees of any trust under this Will, in kind; and in division or distribution of my estate or any trust fund under this Will or any part thereof, including any distribution to the Trustees of any trust under this Will, to make partition, division or distribution of property in kind, and for any such purpose to determine the value of any such property, which determination, however, shall be subject to approval thereof by the Surrogate or by any court having jurisdiction to settle the accounts of my Executors or Trustees.

(i) To apportion charges incurred between income and principal, which apportionment shall fully protect my Executors and my Trustees with respect to any action taken or payments made in reliance thereon.

(j) To appoint agents to act in their behalf, and to delegate discretionary powers to such agents.

(k) To collect and receive any and all money and other property of whatsoever kind or nature due or owing or belonging to my estate or any trust under this Will, and to give full discharge and acquittance therefor.

(l) To extend the time of payment of any obligation at any time owing by or to my Executors or Trustees, or my estate, or any trust under this Will, and to compromise, settle or submit to arbitration upon such terms as my Executors or Trustees may deem advisable, or to release, with or without consideration, any claim in favor of or against my estate or any trust under this Will.

(m) To do all such acts, take all such proceedings and exercise all rights and privileges, although not hereinbefore specifically mentioned, with relation to any such property, as if the absolute owner thereof, and in connection therewith, to make, execute and deliver any instruments, and to enter into any covenants or agreements binding my estate or any trust under this Will.

(n) Dividends in arrears at any time paid on cumulative preferred stock, whether paid in cash, stock or other property, shall be treated wholly as income of my estate or of the trust in which such preferred stock is held and as such, shall be applied to the use of the beneficiary or beneficiaries who are entitled to receive the income of my estate or of the trust at the time when the arrearage accrues. If at any time my Executors or my Trustees shall receive any dividend, payable in the stock of the corporation or association declaring or authorizing such dividend, which in their sole judgment my Executors or my Trustees deem to have been declared and paid in lieu of an ordinary cash dividend, such stock dividend shall be treated wholly as income and distributed as such. The decision of my Executors or my Trustees as to whether any stock dividend shall have been declared and paid in lieu of an ordinary cash dividend shall be binding and conclusive upon all persons interested and shall not be subject to review. All other dividends payable in the stock of the corporation or association declaring or authorizing the same shall be treated as principal. Regular or ordinary cash dividends which are wholly or partly in the nature of a payment in partial liquidation, or which wholly or partly

represent a distribution of assets of the corporation other than surplus earnings shall, nevertheless, be income; all other liquidating dividends shall be principal. All extraordinary dividends, whether payable in cash, in stock or in other property, concerning which no express provision has been made in this paragraph, shall be apportioned between income and principal in such manner as my Executors or my Trustees may deem proper, and their decision in this respect shall be binding and conclusive upon all persons interested, and shall not be subject to review.

(c) My Trustees in their sole and absolute discretion in addition to paying or applying principal to or for a primary income beneficiary of a trust created hereunder, may, with the consent of the primary income beneficiary, pay or apply principal to or for any member of the beneficiary's immediate family, at any time and from time to time, in such amount or amounts as the Trustees may deem advisable to provide for the education, care, maintenance and support of such person.

In exercising the discretionary powers granted to the Trustees to pay principal, the Trustees shall have absolute discretion and plenary power to pay principal for any reason or purpose whatever, even to the extent of terminating a trust by paying all of the principal at any one time. In paying principal, the Trustees should consider the other resources that may be available from any source to the beneficiary (including the resources of the beneficiary's parents). I suggest to the Trustees, but only by way of illustration and without limiting the

Trustee's plenary powers, that principal may be paid in the Trustee's discretion not only to enable a beneficiary to meet the expenses of emergencies or illness or medical or dental or nursing care, obtain an education (including graduate and professional school) or for any other reason whatever that the Trustee may have at any time. I wish to stress that the interest of the remaindermen of each trust shall be secondary and subordinate to the well-being of the current income beneficiary.

Discretionary powers granted in this Will to my Trustees to pay or apply principal to or for the use or benefit of any trust beneficiary shall be exercisable solely by my Trustees other than the Trustee who has a beneficial interest in the remainder of such trust, or, if at any time there is no Trustee qualified and acting who does not have such an interest, such powers shall be exercisable by all the Trustees (subject to any other provision of this Will restricting the exercise of such powers), in their discretion.

No Trustee hereunder shall have a power of discretion, or deemed to be a Trustee, (i) with respect to any payment or application of principal to or for the use or benefit of himself or herself as a beneficiary hereunder, or (ii) with respect to any payment or application of income or principal to or for the use or benefit of any person whom such Trustee, in his or her individual capacity, is legally obligated to support, if such payment or application would constitute the discharge of any part of such Trustee's legal support obligation.

(p) To carry on any business owned by me in whole or in part or in which I may be engaged at the time of my death, whether or not in corporate form, and to carry on with other partners any business in which I may be a partner at the time of my death, all for any period of time, and to invest additional money in, or make loans to, any such business or partnership, or to sell or liquidate the same.

(q) In addition to and not in limitation of any law authorizing Fiduciaries to act by a majority, I direct that ministerial duties of my Executors and Trustees (such as signing of checks, execution of brokerage transactions relating to securities or commodities, and the like) may be executed by a corporate Executor or Trustee together with any one individual Executor or Trustee.

(r) The foregoing powers shall apply to accumulated income, as well as to principal, shall continue until actual distribution of the property, and shall apply to any property held for a person under Article TWELFTH of this Will. Parties dealing with my Executors or Trustees shall not be obligated to look to the application of any monies or other property paid or delivered to my Executors or Trustees.

SIXTEENTH:

A. I direct my Executors and Trustees to faithfully perform all the terms of any contracts in existence at the time of my death relating to any corporation, partnership or other business in which

I am active or to agree to any modification of the terms of any of them that my Executors and Trustees shall determine advisable.

As to any of my business interests that are not so sold, I authorize my Executors and Trustees to continue the investment and participate in the management of said businesses as long as they shall choose to do so.

In the event my Executors and Trustees exercise the authority conferred upon them to continue the operation of any such business, whether through stock ownership or otherwise, it shall be at the sole risk of my general estate and without any personal liability on the part of my Executors and Trustees.

As to any such corporation, I empower my Executors and Trustees to take part in the management of the said business and to fix or change the policy thereof; to select and vote for directors and/or officers of the said corporation; to take such steps with respect to naming or changing officers constituting or reconstituting the managing and/or operating personnel, as they may deem proper; to reduce, expand, limit or otherwise change the business or the type of merchandise dealt in, or products manufactured by, or services rendered by the corporation, and to act with respect to any other matter in connection therewith which my Executors and Trustees shall deem advisable.

At any time my Executors and Trustees are authorized to sell and dispose of any such business interest on such terms as they shall deem best. If my Executors and Trustees deem that the best interests of the estate would be served by a liquidation of

said business rather than by a sale, I authorize them to do so by legal proceedings or otherwise, if permitted by law for an individual owning such an interest.

Whenever my Executors and Trustees deem it is for the best interests of the estate to do so, I authorize them to liquidate or dissolve, or agree to the liquidation or dissolution of any corporation whose stock is owned by them as such Executors and Trustees and to continue to operate such business in any form they may deem advisable.

B. With reference to any real estate or mortgages owned by me at my death, whether individually, in partnership or through the ownership of stock, I recommend, but do not command, that my Executors and Trustees, as far as practicable, retain such property and consult with any co-owners thereof before taking any action concerning it. I authorize my Executors and Trustees to consent to the demolition of buildings, to make ordinary and extraordinary repairs and alterations to any buildings, to replace an existing building in the event it shall be destroyed by a disaster. No reserves shall be set aside for depreciation and obsolescence. I also authorize my Executors and Trustees to enter into any such agreement or partnership, general or limited, with reference to such real estate, its management or its sale, as they shall deem advisable; to hold, possess, manage, develop, subdivide, control, sell, exchange, partition, or otherwise dispose of any and all real estate of which I may die seized or possessed, or which at any time may be held, either at public or private sale, and upon such terms

and in such manner as they shall deem advisable; to mortgage any such property in such amounts and on such terms as they shall deem advisable; and to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith.

SEVENTEENTH:

(i) I nominate, constitute and appoint HOWARD LESTER, PATRICIA B. LESTER and CHEMICAL BANK, a New York banking corporation, its successor or successors by any merger, conversion or consolidation (CHEMICAL BANK) as Executors of my Will and as Trustees of the trusts created under this my will.

(ii) In the event of a disagreement among my Executors or Trustees, the decision of the majority of those qualified and acting shall be binding; provided further that if at the time of any such disagreement there shall be only two Executors or Trustees acting, the decision of the individual Executor or Trustee, as the case may be, shall be binding upon the corporate Executor or Trustee, but the dissenting or non-assenting Executor or Trustee shall not be liable or responsible for any action taken or omitted to be taken as a result of this provision.

(iii) A corporate Executor and Trustee hereunder shall be entitled to compensation for its services as Executor and Trustee hereunder at rates agreed upon by a majority decision of the individual Executors and Trustees or in accordance with the provisions of any written agreement entered into by me during my

lifetime with a corporate fiduciary fixing the compensation such fiduciary shall be entitled to as such Executor and Trustee.

(iv) The commissions payable to the Trustees from income for any given trust year may be paid from either the trust income of that year or from the trust income of any other trust year.

(v) If a corporate trustee shall fail to qualify, or having qualified shall cease to act as Executor or Trustee for any of the trusts created hereunder, I authorize and direct the individual Executors or Trustees to appoint another corporate Executor or corporate Trustee, such appointee to qualify immediately upon its appointment.

(vi) (a) In the event HOWARD LESTER and/or PATRICIA B. LESTER shall fail to qualify as an Executor or Trustee, or having qualified shall cease to act as an Executor or Trustee for any reason whatsoever, I hereby nominate, constitute and appoint, PRESCOTT E. LESTER, as a Successor Executor and/or Trustee, in either of their places and steads. Subject to the foregoing designation, an individual Executor or Trustee serving hereunder (hereinafter sometimes referred to as my Fiduciary or Fiduciaries) may designate his or her Successor and if no Successor is so designated, or none qualifies when his or her designation becomes effective, the individual Fiduciary in office shall have the right to designate who shall fill the vacancy. In addition thereto the individual Trustees in office shall have the right to appoint one or more additional Co-Trustees. If such Fiduciaries shall fail to make such designation, or if none qualifies when his or her

designation becomes effective, or if there be no Trustee in office, the adult competent beneficiary of a trust, or if none, the guardian of such beneficiary, shall have the right to designate such Trustee(s). The designation of a Fiduciary hereunder shall be made by an instrument in writing, executed and acknowledged in the manner required for recording a deed, and such designation may be changed from time to time by the person making such designation and may provide for alternatives. If there are two or more instruments of designation, the one that bears the most recent date and that makes an unrevoked appointment shall govern.

(b) Except as otherwise expressly provided hereunder, the term "my Executors", "my Trustees", and "my Fiduciaries", wherever used in this Will, and each plural pronoun used with reference thereto, shall mean respectively, the executor or executors and the trustee or trustees at any time and from time to time acting hereunder, and also any substitute for or successor to any such executor or trustee whether or not named herein, and the survivor of them, and all powers and discretion herein granted to my Executors or to my Trustees shall be deemed granted to each executor or trustee, respectively, and to each such substitute successor or survivor.

(c) I direct that no bond or other undertaking shall be required of them or any of them, in any Court, place, or jurisdiction for the faithful performance of their respective duties hereunder as Executors and/or Trustees.

EIGHTEENTH: My Executors shall have the sole discretion to:

(a) allocate any portion of my exemption under Section 2631(a) of the Internal Revenue Code of 1986, as amended, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death; any allocation so made shall be binding on all persons interested in dispositions with respect to which I am the transferor, and my Executors shall have no liability if, as the result of or in light of subsequent events, the benefits of the exemption fall inequitably, or a different allocation would have protected a higher value of assets from generation-skipping transfer taxes.

(b) To set apart (according to fair market value at the time of division) in a separate trust property constituting any part of the property to be held in a trust hereunder to which my Executors intend to allocate all or part of such exemption under Section 2631(a) of the Internal Revenue Code, which trust would otherwise have an inclusion ratio, as defined in Section 2642(a) (1) of the Internal Revenue Code of 1986, as amended, of neither 1 nor zero, so that there are created two trusts representing two fractional shares of such property (using to establish such fractions the values finally determined in the Federal estate tax proceeding relating to my estate), one to have an inclusion ratio of 1 and the other to have an inclusion ratio of zero.

(c) The Trustees of any trust created hereunder (other than any beneficiary of such trust) of which a beneficiary is

currently authorized to receive net income, are authorized to confer upon such beneficiary a general power of appointment (as defined in Section 2041 of the Internal Revenue Code) over all or part of the principal of the trust (including a pecuniary sum). Any power thus conferred may be made exercisable by deed or will, or solely by will, but in any event the exercise of such power may take effect only upon such beneficiary's death and may dispose only of the principal as then constituted. The Trustees (other than any beneficiary) may revoke any such power previously conferred, may confer a new power after a revocation, and in conferring any power may make the exercise of such power require the consent of the Trustees (other than any beneficiary). Without limiting the Trustee's absolute discretion, I anticipate that the Trustee's authority under this Article will be used if doing so will reduce Generation Skipping taxes more than it increases estate taxes, consistent with my overall dispositive plan as expressed herein. If such a power is conferred over a portion of the trust principal, the trust may be divided into corresponding fractional shares constituting separate trusts of which one shall be subject to the power and the other not (and such separate trusts may later be recombined) in the absolute discretion of the Trustees (other than any beneficiary) to release irrevocably the right to confer or revoke a general power hereunder and consent to the exercise of a general power by an acknowledged instrument in writing.

NINETEENTH: The decision of my Executors and Trustees as to the exercise or non-exercise of any or all of the rights powers

and discretion granted to them by law or by this, my Will, shall be binding on all persons at any time or in any way interested in my estate or any trust created hereunder, whether such persons be adults or minors, in being, unborn or under disability, and no exercise or non-exercise shall constitute a precedent requiring similar action in any other situation even though conditions or persons involved should be similar or identical. Any and all of the powers and discretion granted hereunder shall be exercisable by my Executors and Trustees at any time or times.

TWENTIETH: Where a party to any proceeding brought by my Executors or my Trustees has the same interest as a person under disability, such party shall virtually represent the person under disability and it shall not be necessary to serve the person under disability. This provision shall apply also to any nonjudicial settlement of any accountants of any fiduciary under this Will.

TWENTY-FIRST: I direct my Executors to pay all estate, inheritance, succession and other taxes or duties arising by reason of my death, including interest or penalties in connection therewith, which may be levied or imposed on or with respect to property included in my estate for Federal estate tax purposes, whether the same shall pass according to the terms of my Will or otherwise, from my residuary estate as set forth in Article SEVENTH without apportionment.

TWENTY-SECOND: Persons dealing with my Executors or Trustees shall not be obligated to look to the application of any money or other property paid or delivered to my Executors or my Trustees, or

to inquire into the authority of my Executors or my Trustees in any transaction.

TWENTY-THIRD: The interests of beneficiaries in principal or income under any trust created hereunder shall not be subject to the claims of any creditor, any spouse for alimony or support, or others, or to legal process, and may not be voluntarily or involuntarily alienated or encumbered. This provision shall not limit the exercise of any power of appointment.

TWENTY-FOURTH: No trust created hereby, or by exercise of a power of appointment hereunder, shall continue for more than twenty-one (21) years after the death of the last to die of myself and the beneficiaries in being at my death. Any property still held in trust at the expiration of that period shall immediately be distributed to the persons then entitled to receive or have the benefit of the income therefrom in the proportions in which they are entitled thereto, or if their interests are indefinite, then in equal shares.

TWENTY-FIFTH: If any legatee or beneficiary under this Will shall interpose objections to the probate of this Will, or institute or prosecute or be in any way interested or instrumental in the institution or prosecution of any action or proceeding for the purpose of setting aside or invalidating this Will, then and in each such case, I direct that such legatee or beneficiary shall receive nothing whatsoever under this Will and such legatee or beneficiary shall be deemed to have predeceased me, without issue, me surviving. Any amount so forfeited by any such legatee or

beneficiary shall be divided among the will beneficiaries who did not so contest the will, in proportion to their share of the probate estate as a whole.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of November, in the year One Thousand Nine Hundred Ninety-Five.

David Minkin (L.S.)
DAVID MINKIN

WITNESSES:

Peter Grossman

Judith Buchman

Robert A. Jensen

The foregoing instrument was signed, sealed published and declared by the above-named Testator, DAVID MINKIN, as and for his Last Will and Testament, in the presence of each of us who were all present at the same time, and who, in his presence at his request and in the presence of each other, have hereunto sub-

scribed our names as witnesses the day and
year last above written.

Peter Grossman residing at 1045 Chennel Drive
New York Harbor N.Y. 11557

Julien Guelman residing at 145 West 67th Street apt. #3913
New York, N.Y. 10023

Kurt D. Jensen residing at 18 Glen Road
Greenwich, Conn 06830

STATE OF NEW YORK
COUNTY OF QUEENS) S.S.
I, ALICE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby
certify that I have compared the foregoing with the original Will
In the above entitled matter, now remaining in this office, and have found the same to be a
correct transcript therefrom, and is the whole of such original record.
In Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court
the 22nd day of May, 2004
Alice Marie E. Rice
Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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 DAVID MINKIN, the within named Testator, on the 21st day of November, 1995, at Chemical Bank, 270 Park Avenue, New York, New York 10017.

Said Testator, at the time of making such subscription, declared the instruments so subscribed to be his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Will at the request of said Testator and in his presence and sight and in the presence and sight of each other.

Said Testator was, at the time of 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 Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Will. The Will was executed as a single, original instrument, and was not executed in counterparts.

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

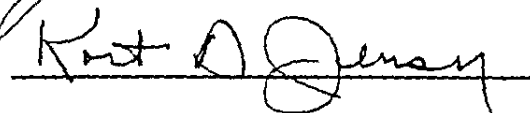
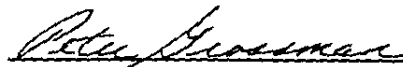
The within Will was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before
this 21st day of November,
1995.



Notary Public



HARVEY J. PLATT
Notary Public, State of New York
No. 60-3116000
Certificate Filed in New York County
Term Expires June 30, 1997

24

FIRST CODICIL
LAST WILL AND TESTAMENT
OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the First Codicil to my Last Will and testament dated November 21, 1995.

FIRST: I revoke Article "SIXTH" of my Will and substitute the following in place thereof:

"SIXTH: A.- It is my purpose to establish a foundation for charitable purposes, which should be created as soon as is practicable after my death, and to effectuate my aim I give and bequeath to the Trustees hereinafter named, the sum of TEN MILLION (\$10,000,000) DOLLARS, IN TRUST, NEVERTHELESS, for the following uses and purposes:

(i) The name of this trust shall be the DAVID MINKIN FOUNDATION.

(ii) The Trustees shall hold the trust property in perpetuity and shall manage, invest and reinvest the property held hereunder, shall collect the income therefrom and dispose of the net income and principal thereof as follows: During the term of the trust the Trustees shall pay over or apply, each year, from the net income and principal thereof, such sum or sums, equal or unequal, including the whole thereof, to such extent and at such time or times as the Trustees, in their absolute discretion, deem advisable, to or for the use of such one or more charitable organizations as selected by the Trustees, so long as each such

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organization qualifies as exempt from federal income taxes as an organization described in and meeting the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor thereto (the "Code"), and transfers to which are deductible for income tax and estate tax purposes under the provisions of Sections 170(b), 170(c) and 2055(a) of the Code and, to the extent not inconsistent with the foregoing provisions of the Code, the income tax and estate tax laws of the State of New York in effect at the time of the payment or application.

(iii) During the term of the trust, (a) the income of the said trust for each taxable year shall be distributed at such time or times and in such manner as not to subject the trust to tax under Section 4942 of the Internal Revenue Code of 1986, as amended; (b) prohibit the Trustees from engaging in any act of self-dealing as defined in Section 4941(d) of said Code; from retaining any excess business holdings as defined in Section 4943(c) of said Code which would subject the trust to tax under Section 4943 of said Code; from making any investments or otherwise acquiring assets which would subject the trust to tax under Section 4944 of said Code; from retaining any assets which would give rise to a tax under Section 4944 of said Code if the Successor Trustees have acquired such assets; and from making any taxable expenditures as defined in Section 4945(d) of said Code; and (c) none of the powers and authority granted to the Trustees hereunder shall be exercised in such a manner as to disqualify the interests in such

(v) I nominate and appoint, my nephew, PETER L. BRIGER, (PETER), my niece PATRICIA B. LESTER (PATRICIA) and PATRICIA's husband, HOWARD LESTER (HOWARD), as the Trustees of this trust. The Trustees shall act by vote of a majority of their number at any given time. Any vacancy, occasioned by death, removal, resignation, inability to serve or otherwise may be filled by the remaining Trustees. The Trustees in office shall have the right at any time and from time to time during the term of the trust to increase the number of Trustees provided, however, that at no time shall there be more than five (5) Trustees acting hereunder. The resignation or removal of a Trustee or the appointment of a successor Trustee and an additional Trustee shall be made by an instrument in writing, executed and acknowledged in the manner required for recording a deed.

(vi) Each Trustee shall be entitled to receive a commission as provided by law in addition to being reimbursed for all reasonable expenses incurred on behalf of this trust. I direct that each Trustee shall be entitled to waive or renounce his or her commission. No Trustee shall be required to furnish any bond or surety. The Trustees shall have the right to employ such persons as the Trustees may in their discretion deem necessary to carry out the purposes of this trust.

(vii) No Trustee shall be answerable for loss in investments made in good faith. No Trustee shall be liable for the acts or omissions of any other Trustee, or of any accountant, agent, counsel or custodian selected with reasonable care.

(viii) The Trustees may receive donations from any other source in cash or in other property acceptable to them. All donations so received together with the income, herein referred to as the trust fund, shall be held, managed, administered, and paid out by the Trustees pursuant to the terms hereof. The Trustees may accept donations which restrict their uses and purposes, provided such restrictions are within the uses and purposes set forth hereunder and which limit the time, manner, amount, or other terms of distribution; but, unless otherwise specifically required, the Trustees may mingle such restricted donations with other assets of the trust fund.

(ix) Anything to the contrary notwithstanding, I direct the Trustees of this trust, make the following charitable gifts out of corpus of the trust, as soon after my death as shall be convenient:

a. The sum of ONE MILLION (\$1,000,000) DOLLARS, to the KINGSBROOK JEWISH MEDICAL CENTER, presently located at 585 Schenectady Avenue, Brooklyn, New York 11203, payable at the rate of TWO HUNDRED THOUSAND (\$200,000) DOLLARS, per annum, to be used for its general purposes.

b. The sum of TWO HUNDRED THOUSAND (\$200,000) DOLLARS, to the UNITED JEWISH APPEAL - FEDERATION OF JEWISH PHILANTHROPIES OF NEW YORK, INC., presently located at 130 East 59th Street, New York, New York 10022, payable at the rate of FORTY THOUSAND (\$40,000) DOLLARS, per annum, to be used for its general purposes.

c. The sum of FIFTY THOUSAND (\$50,000) DOLLARS, to THE JEWISH THEOLOGICAL SEMINARY OF AMERICA, presently located at 3080 Broadway, New York, New York 10027, payable at the rate of TEN THOUSAND (\$10,000) DOLLARS, per annum, to be used for its general purposes.

(xi) Without intending to limit the discretionary powers of the Trustees, it is my wish and desire that the Trustees continue the pattern established by me during my lifetime of purchasing bonds of the State of Israel and donating them to qualified organizations.

B. I give and bequeath the sum of ONE MILLION (\$1,000,000) DOLLARS, to be divided in equal shares, per stirpes, among PETER L. BRIGER, JR., MATTHEW BRIGER, LUCAS BRIGER, LILLIAN BRIGER, PETER B. LESTER, SAMUEL A.O. BRIGER, ANNABEL G. BRIGER, PAMELA R. LESTER, PRESCOTT E. LESTER, DAVID THALL and EMILY THALL.

C. I give and bequeath the sum of FIFTY THOUSAND (\$50,000) DOLLARS, to my friend and devoted employee, ESTHER SCHNEIDMAN, if she survives me.

D. I give and bequeath the sum of TWENTY-FIVE THOUSAND (\$25,000) DOLLARS, to my friend RICHARD HOLLAND, if he survives me.

E. I give and bequeath the sum of FIVE THOUSAND (\$5,000) DOLLARS, to my devoted employee, WILLY FIELDS, if he survives me.

F. I give and bequeath the sum of ONE THOUSAND (\$1,000) DOLLARS, to RICHARD THALL, if he survives me."

SECOND: As thus amended, I ratify, confirm and republish my Will dated November 21, 1995, and I hereby declare that said Will and this First Codicil together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of January, in the Year One Thousand Nine Hundred and Ninety-Six.

David Minkin
DAVID MINKIN

WITNESSES:

John Grossman
Steven Berner
Ronald T. Heller

The foregoing instrument was signed, sealed published and declared by the above-named Testator, DAVID MINKIN, as and for a First Codicil to his Last Will and Testament, in the presence of each of us, who were all present at the same time and who, in his presence, at

his request, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year last above written.

Peter Grossman residing at 1045 Channel Drive
Hewlett Harbor, N.Y. 11557

Steven P. Driver residing at 19 TARTLETON ROAD
BEDFORD, NY 10506

Ronald T. Heller residing at 58 Margaret Street
Old Bridge, N.J. 08857

STATE OF NEW YORK
COUNTY OF QUEENS) S.S.

I, ALICE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby certify that I have compared the foregoing with the original, First Amended

In the above entitled matter, now pending in this office, and have found the same to be a correct transcript herefrom, and is the whole of such original record.

In Testimony whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court
this 13th day of July 2004

Alice Marie E. Rice
Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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

The within First Codicil was subscribed in our presence and sight at the end thereof by DAVID MINKIN the within named Testator, on the 12th day of January, 1996, at Chemical Bank, 270 Park Avenue, New York, New York 10017.

Said Testator, at the time of making such subscription, declared the instruments so subscribed to be a First Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.


Said Testator was, at the time of executing said Codicil, 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 Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.



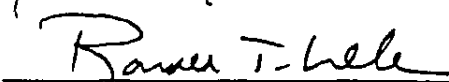
Each of the undersigned was acquainted with said Testator at such time and makes this affidavit at his request.

The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 12th day of January,
1996


Notary Public

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SECOND CODICIL TO
LAST WILL AND TESTAMENT

OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Second Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: I hereby revoke in its entirety paragraph (v) of Article SEVENTH of my Will and substitute the following in place thereof:

"(v) One (1) of such equal parts to the Trustees then acting of THE PAUL H. BRIGER NO. 1 TRUST and THE PAUL H. BRIGER NO. 2 TRUST, as set forth in paragraph 4.2 of Article FOURTH of the DAVID MINKIN 1996 TRUST, dated March 7, 1996, between myself as Grantor and myself as Trustee, to hold and dispose of pursuant to the provisions thereof.

SECOND: I hereby revoke in its entirety Article EIGHTH of my Will and substitute the following in place thereof:

"EIGHTH: I hereby give, devise and bequeath, to the Trustees then acting of THE PETER L. BRIGER TRUST, THE ROBERT THALL TRUST, THE PATRICIA B. LESTER TRUST and THE HOWARD LESTER TRUST, as set forth in paragraph 4.1 of Article FOURTH of the DAVID MINKIN 1996 TRUST, dated March 7, 1996 between myself as Grantor and myself as Trustee, in equal shares, the NEW YORK REAL PROPERTY included in the bequests and devises set forth in paragraphs (i)

through (iv) of Article SEVENTH hereof, to hold and dispose of pursuant to the provisions thereof."

THIRD: I hereby revoke in its entirety Article NINTH of my Will.

FOURTH: I hereby amend Article FOURTH of my Will by adding thereto the following paragraph 6.:

"6. The words "issue", "child" and "descendant" as used herein shall mean and include all those who would be the descendants of such person if such person were deceased at the time that such definition is applied, provided, however, an individual born out of wedlock and his or her descendants shall be deemed not to be a descendant by birth of such person unless such person has openly and notoriously acknowledged such individual as his or her child. For all purposes of determining descendants of any person in all degrees, legally adopted children shall not be considered a descendant by birth, and their descendants, as herein defined, shall have none of the benefits accorded to descendants by birth."

FIFTH: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, and this Second Codicil together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the
7th day of March, in the year One Thousand Nine Hundred and Ninety-
Six.

David Minkin
DAVID MINKIN

WITNESSES:

Pete Grossman
Morton Katz

The foregoing instrument was signed, sealed
published and declared by the above-named
Testator, DAVID MINKIN, as and for a Second
Codicil to his Last Will and Testament, in the
presence of each of us, who were all present
at the same time and who, in his presence, at
his request, and in the presence of each
other, have hereunto subscribed our names as
witnesses the day and year last above written.

Pete Grossman residing at 1045 Channel Drive
Hewlett Harbor N.Y. 11557

Morton Katz residing at 72-36 112th St.
Forest Hills, N.Y. 11375

_____ residing at _____

STATE OF NEW YORK
COUNTY OF QUEENS) S.S.

-3-

I, ALICE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby
certify that I have compared the foregoing with the original, Second Codicil

Is now of one and the same tenor, now remaining in this office, and have found the same to be a
correct transcript therefrom, and is true and correct copy of each original retained.

In Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court
the 13th day of May 2064

Alice Marie E. Rice
Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

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

The within Second Codicil was subscribed in our presence and sight at the end thereof by DAVID MINKIN the within named Testator, on the 7th day of March, 1996, at 95-25 Queens Boulevard, Rego Park, New York 11374.

Said Testator, at the time of making such subscription, declared the instruments so subscribed to be a Second Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Second Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.


Said Testator was, at the time of executing said Second Codicil, 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 Second Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Second Codicil. The Second Codicil was executed as a single, original instrument, and was not executed in counterparts.



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

The within Second Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 7th day of March,
1996


Notary Public

Doc #2860.3.wp

HARVEY J. PLATT
Notary Public, State of New York
Certificate Filed in New York County
No. 6059416000
Term Expires June 30, 1997
-4-
97

THIRD CODICIL TO
LAST WILL AND TESTAMENT

OF

DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Third Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: In the First Codicil to my Will dated November 21, 1995, I directed, inter alia, that as soon as practicable after my death, a charitable foundation be created with a gift of TEN MILLION (\$10,000,000) DOLLARS. I hereby amend the amount of said gift and now direct that the gift to the charitable foundation be increased to the sum of TWENTY MILLION (\$20,000,000) DOLLARS, which sum I give and bequeath to the Trustees for the uses and purposes set forth therein.

SECOND: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, the Second Codicil thereto dated March 7, 1996 and this Third Codicil together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of October, in the year One Thousand Nine Hundred and Ninety-Seven.


DAVID MINKIN

WITNESSES:

Augusta Ricci

Pete Grossman

The foregoing instrument was signed, sealed, published and declared by the above-named Testator, DAVID MINKIN, as and for a Third Codicil to his Last Will and Testament, in the presence of each of us, who were all present at the same time and who, in his presence, at his request, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year last above written.

Augusta Ricci

residing at *2 Fifth Ave., NY, NY 100*

Pete Grossman

residing at *1045 Channel Drive*
Hewlett Harbor N.Y. 11557

STATE OF NEW YORK
COUNTY OF QUEENS

residing at _____

I, ANNE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby

certify that I have compared the foregoing with the original: *Third Codicil*

in the above entitled matter, now remaining in this office, and have found the same to be a correct transcript therefrom, and is the whole of such original record.

In Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court the *23rd* day of *May* 20*04*

Blanca Ricci
Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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

The within Third Codicil to Last Will and Testament was subscribed in our presence and sight at the end thereof by DAVID MINKIN, the within named Testator, on the 16th day of October, 1997 at Chase Manhattan Bank, 270 Park Avenue, New York, New York 10017.

Said Testator at the time of making such subscription, declared the instrument so subscribed to be a Third Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.


Said Testator was, at the time of executing said Codicil, 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 Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.

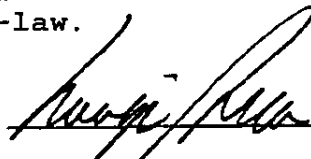

Each of the undersigned was acquainted with said Testator at such time and makes this affidavit at his request.

The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 16th day of October, 1997.


Notary Public

OK
JTC
JLC
JTH
JTC

FOURTH CODICIL TO
LAST WILL AND TESTAMENT
OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Fourth Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: In my Will dated November 21, 1995, I directed, inter alia, that if my niece, PATRICIA B. LESTER ("PATRICIA") does not survive me, her share thereunder shall be added to and become a part of the bequest and devise of her husband, HOWARD LESTER. I hereby amend my said Will and now provide that in the event of my death after December 31, 1997, and if my said niece PATRICIA, does not survive me, her share of my estate shall be distributed to the descendants of PATRICIA, in equal shares, per stirpes, subject, however, with regard to any NEW YORK REAL PROPERTY, so bequeathed and devised, to the applicable provisions of the PATRICIA B. LESTER TRUST, referred to in Article EIGHTH of my said Will.

SECOND: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, the Second Codicil thereto dated March 7, 1996, the Third Codicil dated October 16, 1997, and this Fourth Codicil, together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
25th day of November, in the year One Thousand Nine Hundred and
Ninety-Seven.

David Minkin
DAVID MINKIN

WITNESSES:

Thampi Poon
Peter Grossman

The foregoing instrument was signed, sealed,
published and declared by the above-named
Testator, DAVID MINKIN, as and for a Fourth
Codicil to his Last Will and Testament, in the
presence of each of us, who were all present
at the same time and who, in his presence, at
his request, and in the presence of each
other, have hereunto subscribed our names as
witnesses the day and year last above written.

Thampi Poon residing at 2 Fifth Avenue, NY, NY
Peter Grossman residing at 1045 Channel Drive
Hewlett Harbor, N.Y. 11557
 residing at

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STATE OF NEW YORK
COUNTY OF QUEENS) S.S.
JAYCE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby
certify that I have compared the foregoing with the original, Forwitherdial
In the above entitled matter, now remaining in this office, and have found the same to be a
correct transcript therefrom, and in the whole of such original record.
Testimony Whereof, I have hereunto set my hand and utilized the Seal of said Surrogate's Court
this 25th day of May 1997
Jayce Marie E. Rice
Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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

The within Fourth Codicil to Last Will and Testament was subscribed in our presence and sight at the end thereof by DAVID MINKIN, the within named Testator, on the 25th day of November, 1997 at Chase Manhattan Bank, 270 Park Avenue, New York, New York 10017.

Said Testator at the time of making such subscription, declared the instrument so subscribed to be a Fourth Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.

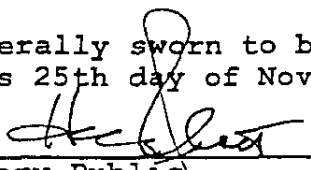
Said Testator was, at the time of executing said Codicil, over the age of 18 years and, in the respective opinions of the undersigned, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.

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

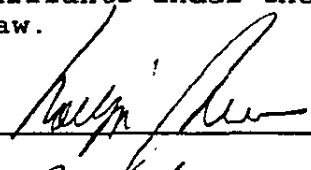
The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.


The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 25th day of November, 1997.



Notary Public





OK
4/11/95
5/14

FIFTH CODICIL TO
LAST WILL AND TESTAMENT
OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Fifth Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: I hereby revoke paragraph "B" of Article "SIXTH" of my Will and substitute the following in place thereof:

"B. I give to the Trustees then acting of the trusts created by trust Agreement dated this date, between myself as Grantor and Chase Manhattan Bank Delaware, Howard Lester and Patricia B. Lester, as Trustees, an amount equal to the amount, if any, which equals my unused GST exemption amount as allowed under federal law at the time of my death, to be added thereto in equal shares, as an addition to the principal of each trust created thereunder."

SECOND: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, the Second Codicil thereto dated March 7, 1996, the Third Codicil dated October 16, 1997, the Fourth Codicil thereto dated November 25, 1997, and this Fifth Codicil together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

29th day of July, in the year One Thousand Nine Hundred and Ninety-Nine.

David Minkin
DAVID MINKIN

WITNESSES:

Harold Rubin
Pete Grossman

The foregoing instrument was signed, sealed, published and declared by the above-named Testator, DAVID MINKIN, as and for a Fifth Codicil to his Last Will and Testament, in the presence of each of us, who were all present at the same time and who, in his presence, at his request, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year last above written.

Harold Rubin residing at 2 Fifth Avenue
NY, NY 10011
Pete Grossman residing at 1045 Channel Drive
Hungt H Harbor N.Y. 11557
_____ residing at _____

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STATE OF NEW YORK
COUNTY OF QUEENS) S.S.
I, ALICE MARIE E. PRICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby
certify that I have compared the foregoing with the original Fifth Codicil
to the above named instrument, now remaining in this office, and have found the same to be a
correct transcript in form, and is the whole of such original record.
In Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court
the 29th day of July, 1999.
Alice Marie E. Price
Clerk of the Surrogate's Court

COUNTY OF NEW YORK)

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

The within Fifth Codicil to Last Will and Testament was subscribed in our presence and sight at the end thereof by DAVID MINKIN, the within named Testator, on the 29th day of July, 1999 at The Chase Manhattan Bank, 270 Park Avenue, New York, New York 10017.

Said Testator at the time of making such subscription, declared the instrument so subscribed to be a Fifth Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.

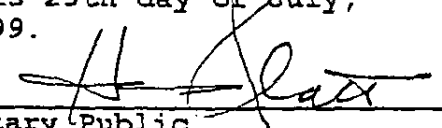
Said Testator was, at the time of executing said Codicil, over the age of 18 years and, in the respective opinions of the undersigned, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.

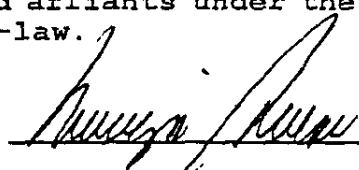
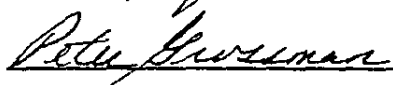
Each of the undersigned was acquainted with said Testator at such time and makes this affidavit at his request.

The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 29th day of July,
1999.


Notary Public

Doc #11690_1.wp

HARVEY J. PLATT
Notary Public, State of New York -3-
No. 60-3116000
Certificate Filed in New York County
Term Expires June 30, 2001

0146

SIXTH CODICIL TO
LAST WILL AND TESTAMENT
OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Sixth Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: I hereby revoke in its entirety the charitable gift made to the KINGSBROOK JEWISH MEDICAL CENTER in the sum of ONE MILLION (\$1,000,000) DOLLARS, pursuant to subdivision (ix) a. of Paragraph A. of ARTICLE SIXTH of my Will.

SECOND: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, the Second Codicil thereto dated March 7, 1996, the Third Codicil thereto dated October 16, 1997, the Fourth Codicil thereto dated November 25, 1997, the Fifth Codicil thereto dated July 29, 1999 and this Sixth Codicil together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of June, in the year Two Thousand.



DAVID MINKIN

WITNESSES:

Esther M. Johnson

Pete Grossman

The foregoing instrument was signed, sealed, published and declared by the above-named Testator, DAVID MINKIN, as and for a Sixth Codicil to his Last Will and Testament, in the presence of each of us, who were all present at the same time and who, in his presence, at his request, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year last above written.

Esther M. Johnson residing at 66-25 103 St. Forest Hills, N.Y. 11375

Pete Grossman residing at 1045 Channel Drive
Hewlett Harbor, N.Y. 11557

residing at _____

STATE OF NEW YORK
COUNTY OF QUEENS) S.S.

I, ALICE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby certify that I have compared the foregoing with the original. Sybil C. Rice

In the above entitled matter, now remaining in this office, and have found the same to be a correct transcript thereof, and is the whole of such original record.

In Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court

28th day of May 1964

Alice Marie E. Rice
Clerk of the Surrogate's Court

COUNTY OF QUEENS)

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

The within Sixth Codicil to the Last Will and Testament was subscribed in our presence and sight at the end thereof by DAVID MINKIN, the within named Testator, on the 12th day of June, 2000 at 95-25 Queens Boulevard, Rego Park, New York 11374.

Said Testator at the time of making such subscription, declared the instrument so subscribed to be a Sixth Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.

Said Testator was, at the time of executing said Codicil, 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 Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.

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

The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 12th day of June, 2000.

Notary Public

HARVEY J. PLATT
Notary Public, State of New York
No. 60-3116000
Certificate Filed in New York County
Term Expires June 30, 2001

SEVENTH CODICIL TO
LAST WILL AND TESTAMENT
OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Seventh Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: I hereby amend ARTICLE FIFTEENTH of my Will by the addition thereto of the following paragraphs:

"(s) To invest in any money market deposit or similar venture account of The Chase Manhattan Bank or any affiliate thereof, or in one or more limited partnerships, investment trusts, joint mutual funds or similar investment funds, (each such enumerated investment is hereinafter referred to in this paragraph (s) as an "investment fund") whether or not The Chase Manhattan Bank, or any affiliate thereof, renders services to such investment fund and receives compensation therefrom. The Chase Manhattan Bank shall be entitled to receive such compensation as is provided in its published fee schedule for serving as to amounts invested in any such investment fund even though The Chase Manhattan Bank, or any affiliate thereof, may receive additional fees from such investment fund and the Executors and/or the Trustees shall have no duty or obligation to make the disclosure or obtain any written beneficiary consents prior to making such investments."

(t) To enter into transactions with, and/or to retain

the services of, The Chase Manhattan Bank, or any entity affiliated with The Chase Manhattan Bank, upon such terms and conditions as the Executors and/or the Trustees deem advisable, including but not limited to transactions or services in which The Chase Manhattan Bank or its affiliated entity (i) is a broker or dealer retained to execute security and any other transactions including without limitation the acquisition of life insurance policies to be owned by any trust hereunder on behalf of the estate or any trust; (ii) purchase assets from or sell assets to the estate or any trust; (iii) lends money to the estate or any trust; (iv) engages in any other transactions (whether as an agent, as a principal, as a counterparty or any other capacity) with, or renders any other services to, the estate or any trust. In such instances, The Chase Manhattan Bank or its affiliated entity shall be entitled to receive fees or other compensation from the estate or any trust without any reduction of the fees which the Executors and/or the Trustees shall be otherwise entitled to receive from the estate or any trust."

SECOND: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, the Second Codicil thereto dated March 7, 1996, the Third Codicil thereto dated October 16, 1997, the Fourth Codicil thereto dated November 25, 1997, the Fifth Codicil thereto dated July 29, 1999 and the Sixth Codicil thereto dated June 12, 2000, and this Seventh Codicil,

together constitute my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of June, in the year Two Thousand and One.

David Minkin
DAVID MINKIN

WITNESSES:

Peter Grossman
Harvey Sussman

The foregoing instrument was signed, sealed, published and declared by the above-named Testator, DAVID MINKIN, as and for a Seventh Codicil to his Last Will and Testament, in the presence of each of us, who were all present at the same time and who, in his presence, at his request, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year last above written.

Peter Grossman residing at 1045 Channel Drive
Hewlett Harbor N.Y. 11557
Harvey Sussman residing at 2 Fifth Ave
N.Y., N.Y. 10011
_____ residing at _____

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STATE OF NEW YORK)
COUNTY OF QUEENS) S.S.
JULIE MARIE E. RICE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby certify that I have compared the foregoing with the original, David Minkin
In the above entitled matter, now remaining in this office, and have found the same to be a true and correct transcript therefrom, and is the whole of such original record.
Testimony Whereof, I have hereunto set my hand and affixed the Seal of said Surrogate's Court
this 13th day of May 2001
Julie Marie E. Rice Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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

The within Seventh Codicil to the Last Will and Testament was subscribed in our presence and sight at the end thereof by DAVID MINKIN, the within named Testator, on the 15th day of June, 2001 at the Chase Manhattan Bank 345 Park Avenue, New York, New York 10154.

Said Testator at the time of making such subscription, declared the instrument so subscribed to be a Seventh Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.


Said Testator was, at the time of executing said Codicil, 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 Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.

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


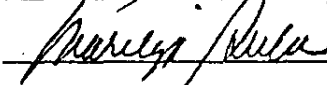
The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 15th day of June,
2001.



Notary Public

HARVEY J. PLATT
Notary Public, State of New York
No. 80-3116000
Certificate Filed in New York County
Term Expires June 30, 2003

EIGHTH CODICIL TO
LAST WILL AND TESTAMENT
OF
DAVID MINKIN

I, DAVID MINKIN, do hereby make, publish and declare this to be the Eighth Codicil to my Last Will and Testament dated November 21, 1995.

FIRST: I hereby amend ARTICLE SEVENTEENTH of my Will by the addition thereto of the following paragraph:

"(vii) My individual Executors and Trustees shall have the absolute and unrestricted right to remove my corporate Executor and Trustee as Executor or Trustee, or both, at any time they shall determine. In case of such removal, my individual Executors and Trustees shall appoint such other corporate Executor or Trustee, or both, as they shall determine by a written instrument duly acknowledged and filed in every court in which this Will has been admitted to probate."

SECOND: As amended, I ratify, confirm and republish my Will dated November 21, 1995, and hereby declare that said Will, the First Codicil thereto dated January 12, 1996, the Second Codicil thereto dated March 7, 1996, the Third Codicil thereto dated October 16, 1997, the Fourth Codicil thereto dated November 25, 1997, the Fifth Codicil thereto dated July 29, 1999, the Sixth Codicil thereto dated June 12, 2000, the Seventh Codicil thereto dated June 15, 2001, and this Eighth Codicil, together constitute

my Last Will and Testament, and that all other Wills, Codicils or testamentary writings by me at any time heretofore made are hereby revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of September, in the year Two Thousand and Two.

David Minkin

DAVID MINKIN

WITNESSES:

Elvira Pola Cruz

Pete Grossman

The foregoing instrument was signed, sealed, published and declared by the above-named Testator, DAVID MINKIN, as and for a Eighth Codicil to his Last Will and Testament, in the presence of each of us, who were all present at the same time and who, in his presence, at his request, and in the presence of each other, have hereunto subscribed our names as witnesses the day and year last above written.

Elvira Pola Cruz

residing at 67-16 Woodside Ave.

Woodside N.Y. 11377

Pete Grossman

residing at 1045 Channel Drive

Hewlett Harbor N.Y. 11557

residing at _____

(STATE OF NEW YORK)
COUNTY OF QUEENS) S.S.

AUCC MARIE E. PITE, Clerk of the Surrogate's Court in and for the County of Queens, do hereby certify that I have compared the foregoing with the original Eighth Codicil.

In the above entitled matter, now remaining in this office, and have found the same to be a correct transcription thereof, and is the whole of such original record.

Testimony Whereof I have hereunto set my hand and affixed the Seal of said Surrogate's Court

at 134 day of July 2007
Elvira Pola Cruz Clerk of the Surrogate's Court

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

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

The within Eighth Codicil to the Last Will and Testament was subscribed in our presence and sight at the end thereof by DAVID MINKIN, the within named Testator, on the 13th day of September, 2002 at 67-15 102nd Street, Forest Hills, New York 11375.

Said Testator at the time of making such subscription, declared the instrument so subscribed to be a Eighth Codicil to his Last Will and Testament and each of the undersigned thereupon signed his or her name as a witness at the end of said Codicil at the request of said Testator and in his presence and sight and in the presence and sight of each other.

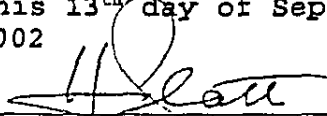
Said Testator was, at the time of executing said Codicil, over the age of 18 years and, in the respective opinions of the undersigned, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Codicil. The Testator, in the respective opinions of the undersigned, was suffering from no physical or mental impairment which would affect his capacity to make a valid Codicil. The Codicil was executed as a single, original instrument, and was not executed in counterparts.

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



The within Codicil was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of HARVEY J. PLATT, an attorney-at-law.

Severally sworn to before me
this 13th day of September,
2002


Notary Public

HARVEY J. PLATT
Notary Public, State of New York
No. 60-3116000
Certificate Filed in New York County
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ELVIRA DEA CRUZ


2010 SEP -7 PM12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN THE CIRCUIT COURT OF
PALM BEACH COUNTY, FLORIDA
PROBATE DIVISION

IN RE: THE DAVID MINKIN FOUNDATION, u/w
dtd November 21, 1995,
as amended

CASE NO. 502009CP000039XXXXMB

**FINAL JUDGMENT
TRANSFERRING PRINCIPAL PLACE OF ADMINISTRATION
OF TESTAMENTARY TRUST TO FLORIDA**

THIS CAUSE came to be heard upon the Amended Complaint filed by PETER L. BRIGER, PATRICIA B. LESTER and HOWARD LESTER, as Trustees, pursuant to Section 736.0108(2), Florida Statutes, to transfer the principal place of administration of THE DAVID MINKIN FOUNDATION, a New York trust (the "Trust") created under the Will of DAVID MINKIN dated November 21, 1995, as amended by eight (8) codicils (hereinafter the "Will"). The Court having reviewed the Amended Complaint and acknowledging the Consent and Waiver forms submitted on behalf of the two specific legatees of the Trust, and being otherwise fully advised in the premises, it is hereby ORDERED and ADJUDGED as follows:

1. DAVID MINKIN (the "decedent"), last a resident of Forest Hills, New York, died domiciled in Queens County, New York, on September 19, 2003, with his estate having been probated in that jurisdiction.

2. Petitioner PETER L. BRIGER, a Trustee of the Trust, has been and is a resident of the State of Connecticut.

3. Petitioner PATRICIA B. LESTER, a Trustee of the Trust, has been and is a resident of Palm Beach County, Florida.

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Dated November 21, 1995, as amended

4. Petitioner HOWARD LESTER, a Trustee of the Trust, has been and is a resident of
Palm Beach County, Florida.

5. The Trust has qualified as a charitable foundation exempt from federal taxation under the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as amended, and is to exist in perpetuity for the charitable purposes described in the Trust. Because of a dispute with IRS, recently resolved, the Trust has not been funded or operated except to qualify as "exempt" and to accept a loan and distribute a gift to the Mayo Clinic.

6. The property subject to the Trust will be intangibles (cash and securities) valued at \$20 million.

7. The terms of the Trust provide for distributions of income and principal to one or more charitable organizations as selected by the Trustees, so long as each organization qualifies as an exempt organization qualified under §501(c)(3) of the Internal Revenue Code of 1986, as amended. To date, the Trust is unfunded, with no organization receiving distributions, except to redistribute the proceeds of a loan to the Trust to the Mayo Clinic.

8. Neither the Trust nor New York law requires that this testamentary Trust, under the Will, probated in Queens County, New York, have its principal place of business or be administered in the State of New York.

9. Based upon the residency of two of the three Trustees in Florida, the Trustee, for their convenience and ease of administration, wish to operate the Trust solely from an office in Palm Beach County, Florida.

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10. To date, all business of the Trust has been conducted from Trustee's Florida offices
~~without charge. The records of the Trust are maintained in Palm Beach County, Florida.~~

11. This court has jurisdiction pursuant to Section 736.0201, Florida Statutes, and venue is proper pursuant to Section 736.0204, Florida Statutes.

12. UNITED JEWISH APPEAL – FEDERATION OF JEWISH PHILANTHROPIES, one of two specific legatees of the Trust, is a charitable organization with offices located in New York and Israel, and has submitted a Consent and Waiver in response to the Amended Complaint.

13. THE JEWISH THEOLOGICAL SEMINARY OF AMERICA, the other specific legatee of the Trust, is a national charitable organization, with offices in Boca Raton, New York and elsewhere, and has submitted a Consent and Waiver in response to the Amended Complaint.

14. The Attorney General of the State of New York was provided notice of the Amended Complaint. Pursuant to the directives of the Attorney General's Office, once this Court agrees to accept jurisdiction, a proceeding may be brought in Surrogate's Court, Queens County, New York to approve the transfer of the venue of the Trust to Florida.

Based on the foregoing, it is hereby ORDERED and ADJUDGED:

15. This Court agrees that it is in the best interest of the Trust and its beneficiaries, for the sake of expediency and ease of administration, that the Trust's principal place of administration be established in Palm Beach County, Florida, where two of the three Trustees reside and have offices, which the Trust may use on a rent free basis.

16. Therefore, this Court accepts jurisdiction over the Trust and the Trustees.

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17. This Court declares that Palm Beach County, Florida, is the Trust's principal place of
administration, for all purposes.

18. All other provisions of the Trust will be administered according to its original terms.

19. Petitioner's counsel is entitled to a reasonable fee and costs pursuant to Section
736.0816(20), Florida Statutes.

DONE and ORDERED in West Palm Beach, Florida, this ____ day of _____, 2009.

**SIGNED BY JACK H. COOK,
CIRCUIT COURT JUDGE**

SEP 30 2009

JACK H. COOK, Circuit Judge

Copy furnished:

Charles A. Lubitz, Esq., 515 North Flagler Drive, 17th Floor, West Palm Beach, FL 33401