

# LAST WILL AND TESTAMENT

OF

[REDACTED]

I, [REDACTED], a resident of and domiciled in the State of New York, County of [REDACTED], in the United States of America, at [REDACTED] do hereby make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me.

**FIRST:** I direct that my bodily remains not be cremated.

**SECOND:** I direct that all my legally enforceable debts, the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid as soon after my death as may be practicable out of my residuary estate, without apportionment and with no right of reimbursement from any recipient of any such property.

**THIRD:** I give and bequeath all tangible personal property owned by me at the time of my death, including, without limitation, personal effects, clothing, jewelry, furniture, furnishings, household goods, automobiles and other vehicles, together with all insurance policies relating thereto, to my beloved husband, [REDACTED], absolutely, if he survives me, or shall he not survive me, then to those of my beloved children, [REDACTED] and [REDACTED], who survive me in equal shares, absolutely, or all to the survivor of them.

**FOURTH:** I give, devise and bequeath the rest, residue and remainder of my property and estate, both real and personal, of whatever kind and wherever located, that I own or to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate") to my beloved husband, [REDACTED], absolutely, if he survives me, or shall he not survive me, then as follows:

A. I give 25% of my residuary estate as follows:

(a) If my son, [REDACTED], survives me, to [REDACTED], absolutely.

(b) In the event my son, [REDACTED] shall not survive me, then I give, devise and bequeath the share of my estate which is bequeathed herein to him to my son, [REDACTED] absolutely, and not per stirpes or by representation to any issue of my predeceased child.

B. I give 25% of my residuary estate as follows:

(a) If my son, [REDACTED], survives me, to [REDACTED], absolutely.

(b) In the event my son, [REDACTED], shall not survive me, then I give, devise and bequeath the share of my estate which is bequeathed herein to him, to my son, [REDACTED], absolutely, and not per stirpes or by representation to any issue of my predeceased child.

C. I give 50% of my residuary estate as follows:

(a) If my daughter, [REDACTED], survives me, to my Trustee hereinafter named, to have and to hold for the following uses and purposes, for the benefit of my daughter, [REDACTED], such Trust being known as the "[REDACTED] FAMILY TRUST:"

1. During the lifetime of the beneficiary, the Trustee shall pay such sums of the net income and/or principal ("trust funds") of the [REDACTED] FAMILY TRUST to or for the benefit of my daughter, [REDACTED], as the Trustee shall determine in the Trustee's sole and absolute discretion, subject to the limitations stated herein below and regardless of whether my daughter, [REDACTED], has a severe and chronic or persistent disability.

2. It is my intent that the [REDACTED] FAMILY TRUST be a source of supplemental medical care and support for my daughter, [REDACTED], during her lifetime, my desire being that existing or future governmental programs shall be the primary source of her medical care and support.

3. The Trustee shall collect the income therefrom and, after deducting all charges and expenses properly attributable thereto, shall, at any time and from time to time, apply for the benefit of the beneficiary, so much (even to the extent of the whole) of the net income and/or principal of this Trust as the Trustee shall deem advisable, in his or her sole and absolute discretion, subject to the limitations set forth below. The Trustee shall add to the principal of such Trust the balance of net income not so paid or applied.

4. It is my intent to create a Supplemental Needs Trust which conforms to the provisions of Section 7-1.12 of the New York Estates, Powers and Trusts Law, or any successor statute thereto.

5. I intend that the Trust assets be used to supplement, not supplant, impair or diminish, any benefits or assistance of any federal, state, county, city, or other governmental entity for which the beneficiary may otherwise be eligible or which the beneficiary may be receiving. Consistent with that intent, it is my desire that, before expending any amounts from the net income and/or principal of this Trust, the Trustee consider the availability of all benefits from government or private assistance programs for which the beneficiary may be eligible and that, where appropriate and to the extent possible, the Trustee endeavor to maximize the collection of such benefits and to facilitate the distribution of such benefits for the benefit of the beneficiary.

6. None of the income or principal of this Trust shall be applied in such a manner as to supplant, impair or diminish benefits or assistance of any federal, state, county, city, or other governmental entity for which the beneficiary may otherwise be eligible or which the beneficiary may be receiving.

7. I direct that the provisions of Section 7-1.6 of the Estates, Powers and Trust Law of the State of New York, or any successor statute thereto, shall not be available to require any invasion of principal by the Trustees or any court.

8. The beneficiary does not have the power to assign, encumber, direct, distribute or authorize distributions from this Trust.

9. Notwithstanding the provisions above, the Trustee may make distributions to meet the beneficiary's need for food, clothing, shelter or health care even if such distributions may result in an impairment or diminution of the beneficiary's receipt or eligibility for government benefits or assistance but only if the Trustee determines that (i) the beneficiary's needs will be better met if such distribution is made, and (ii) it is in the beneficiary's best interests to suffer the consequent effect, if any, on the beneficiary's eligibility for or receipt of government benefits or assistance; provided, however, that if the mere existence of the Trustee's authority to make distributions pursuant to this paragraph shall result in the beneficiary's loss of government benefits or assistance, regardless of whether such authority is actually exercised, this paragraph shall be null and void and the

Trustee's authority to make such distributions shall cease and shall be limited as provided in the above paragraphs, without exception.

10. My Executor or Trustee, at any time and without court authorization, may: distribute the whole or any part of such property to the beneficiary; or use the whole or any part for the health, education, maintenance and support of the beneficiary; or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary (including a custodian appointed by my Executor without court order) under any gifts to minors or transfers to minors act, or to the person or persons with whom the beneficiary resides. Evidence of any such distribution or the receipt therefor executed by the person to whom the distribution is made shall be a full discharge of my Executor and Trustee from any liability with respect thereto, even though my Executor or Trustee may be such person.

11. Notwithstanding any provision herein to the contrary, my Trustee may also distribute trust funds herein (even to the full extent of the trust funds) to or for the benefit of my son, [REDACTED], if he survives me. Any such distribution will be considered an advancement in determining the beneficiary's share of the [REDACTED] FAMILY TRUST.

12. Upon my spouse's death, my Trustee shall pay and distribute the remaining principal and income in the [REDACTED] FAMILY TRUST to my sons, [REDACTED] and [REDACTED], surviving me in equal shares, or all to the survivor of them.

13. I appoint my son, [REDACTED], to be Trustee of this trust created for the benefit of my daughter, [REDACTED]. If my son, [REDACTED], for any reason shall die, resign, fail or refuse or cease to act as Trustee, or be unable to act, then I appoint my son, [REDACTED], to be Trustee of this trust created for the benefit of my daughter, [REDACTED]. I direct that no Trustee shall be required to file or furnish any bond, surety or other security in any jurisdiction.

If any of the Trustees for any reason shall die, resign, fail or refuse or cease to act as Trustee, or be unable to act, then I authorize the then acting Trustee or Trustees to designate a Successor Trustee or Successor Trustees by an instrument in writing, signed and acknowledged by the nominating Trustee and the incoming Trustee or Trustees in counterparts, one of which shall be delivered to each income beneficiary hereunder, one of which shall be delivered to the designated Successor Trustee or Successor Trustees. Any individual so appointed shall, upon delivery of the aforesaid documents, become and

The word "minor," wherever used in this Article shall mean any person who shall be under the age of twenty-one (21) years.

**SIXTH:** In addition to the powers conferred upon executors by law, I authorize my Executor to retain for such length of time as my Executor may deem advisable, without liability for depreciation or loss, any property, real or personal, at any time forming a part of my estate, whether or not such property may be such as an Executor may lawfully retain; to make investments and reinvestments in whatever form of investment my Executor may see fit, including any common trust fund or funds, and in making and holding investments my Executor shall not be restricted to those investments which are authorized by law for the investment of trust funds; to sell and convey, lease or let for any term, to mortgage or exchange for any purpose or otherwise dispose of, to abandon in any manner and for any reason, and generally to deal with, any such property at such time or times and on such terms and conditions, including terms of credit, as my Executor in his discretion may determine; to distribute any such property in kind or in money, or partly in kind and partly in money, and with or without consideration, and in any manner to waive, modify, compromise, release, discharge, settle and extend the time of payment of any claim or whatsoever nature in favor of or against my Executor, my estate (or all or any of the property forming a part of my estate); upon any terms to borrow money from any person for any lawfully purpose including the exercise of any stock option and to pledge assets as security for repayment; to exercise any options owned by me at the time of my death, and to retain the securities or other property purchased through the exercise of such options for such period of time as my Executor shall determine or as may be required by the option or in connection with the exercise thereof.

**SEVENTH:** A. The determination of my Trustee as to the amount or advisability of any discretionary payment shall be final and conclusive on all persons, whether or not then in being, having or claiming any interest in such trust.

B. No disposition, charge or encumbrance on any income or principal of any trust hereunder by any beneficiary thereof shall be valid or binding upon my Trustee. No beneficiary shall have the right to assign, transfer, encumber or otherwise dispose of any such income or principal until the same shall be paid to such beneficiary by my Trustee. No such income or principal shall be subject in any manner to any claim of any creditor of any beneficiary. The right of any beneficiary to any income or principal hereunder shall be subject to all charges or deductions which my Executor or Trustee may make under law or any provision of this Will. Upon making any payment of income or principal from any trust hereunder, my Trustee shall be released fully from all further liability therefor.

C. Notwithstanding anything to the contrary contained herein, during such time as any current or possible future beneficiary of any trust created hereunder may be acting as a Trustee hereunder, such person shall be disqualified from exercising any power to make any discretionary distributions of income or principal to himself or herself or to satisfy any of his or her legal obligations, or to make discretionary allocations of receipts or disbursements as between income and principal. All such powers shall be exercisable, if at all, only by any other Trustee acting at the time with such beneficiary. No Trustee who is a current or possible future beneficiary of any trust hereunder shall participate in the exercise of any powers of the Trustees which would cause such beneficiary to be treated as the owner of trust assets for tax purposes.

**EIGHTH:** In the event that my husband, [REDACTED], and I shall die in a common accident or under circumstances in which it is difficult or impractical to determine who survived the other, then I direct that for purposes of this Will that I shall be deemed to have survived him. If any beneficiary under this Will other than my husband and I (or any other person upon whose death the interest of such beneficiary depends) shall die in a common accident or under circumstances in which it is difficult or impractical to determine who survived the other, then I direct that for purposes of this will such beneficiary shall be deemed to have predeceased me (or such other person.)

**NINTH:** I appoint my husband, [REDACTED], to be my Executor. If my husband, KARL KNEIS, shall not survive me or shall she fail to qualify for any reason as my Executor, or having qualified shall die, resign or cease to act for any reason as my Executor, I appoint my son, [REDACTED] to be my Executor. If my son, [REDACTED], shall not survive me or shall he fail to qualify for any reason as my Executor, or having qualified shall die, resign or cease to act for any reason as my Executor, I appoint my son, [REDACTED], to be my Executor.

I direct that no Executor, Preliminary Executor or Trustee shall be required to file or furnish any bond, surety or other security in any jurisdiction.

Wherever used in this will and the context so requires, the masculine includes the feminine and the singular includes the plural, and vice versa.

**IN WITNESS WHEREOF,** I, [REDACTED], sign, seal, publish