APPENDIX A

Pourover Will

(will pours over into revocable trust, with alternate disposition)

LAST WILL AND TESTAMENT

of

JOHN M. SMART

I, JOHN M. SMART, of the Town of Anywhere, County of Westchester and State of New York, being of sound mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all prior Wills and Codicils:

FIRST: I direct that all my legal debts and funeral expenses (including unpaid charitable pledges) be paid by my Executor, hereinafter named, as soon as may be practicable.

SECOND: To my wife, MARY K. SMART, if she survives me, I give and bequeath all of my tangible personal property, which shall mean all property that is not real estate and whose value is its own substance or uniqueness, such as furniture, jewelry or a coin collection. It does not include cash, books, documents or other papers that are only evidence of intangible property rights such as bank accounts, stock certificates, promissory notes, insurance policies and the like. If my wife fails to survive me, then such property shall pass equally to those of my children who survive me.

THIRD: All the residue of my estate, both real and personal and wheresoever situate, I give, devise and bequeath to the Trustee of a living trust created under an agreement that I have executed immediately before my execution of this will, which is designated the SMART FAMILY REVOCABLE TRUST. If the living trust has terminated at my death, or if it is ineffective for any other reason, then I give the residue to my wife, MARY K. SMART, if she is living, or if not to my children then living and the issue of any deceased child, per stirpes.

FOURTH: If any beneficiary herein dies within thirty (30) days after my death, I direct, as a condition subsequent, that the bequest to such

beneficiary shall be divested by such death, and that my estate shall be disposed of pursuant to the provisions of this Will as if the beneficiary had not survived me.

- FIFTH: I confer upon my Executor with respect to the management and administration of any property, included in my estate, of whatever nature and wherever located, in addition to the powers conferred upon an executor by the laws of the State of New York and elsewhere in this Will, the following discretionary powers, without limitation by reason of specification:
- (A) To retain any property in my estate, of whatever nature and wherever located, whether or not of a type or quality or constituting a diversification proper for investment by a fiduciary under the laws of New York or any other jurisdiction, and whether or not productive of income.
- (B) To sell, exchange, abandon or otherwise dispose of any property at public or private sale, for such consideration and upon such terms, including credit, as seems advisable;
 - (C) To hold property in the name of a nominee;
- (D) To borrow money from self or others for any purpose connected with the administration of my estate and to pledge or mortgage any property for any purpose;
- (E) To renew, assign, extend, compromise, release with or without consideration, abandon, or submit to arbitration, obligations or claims held by or asserted against them or that may affect estate assets;
- (F) To determine, without restriction, whether to exercise any elections provided for under the Internal Revenue Code, as the same may be amended, including an election to claim administration expenses or losses as income or estate tax deductions or an election to value my estate as of the date of my death or under the so-called alternate valuation method or special use valuation method, and to forgo any adjustment of the shares of the beneficiaries that may be provided by law when such elections are made:
- (G) If all or a portion of my estate shall vest in absolute ownership in a minor, I authorize the Executor in the exercise of absolute discretion and without authorization by any court:

- (1) To distribute the whole or any part of such distribution to a Custodian under the New York Uniform Transfers to Minors Act and to choose such Custodian without limitation. In establishing such account, I authorize the duration to be extended to age 21 at the fiduciary's discretion. The receipt and release by the Custodian shall be sufficient to discharge any liability of my Executor to the minor; or
- (2) To distribute the whole or any part of such property to the parent or guardian of such minor; or
- (3) To defer, in whole or in part, distribution of any property to which the minor may be entitled, holding the undistributed portion thereof as a separate fund for such minor with all the powers conferred upon a Trustee by law or by the provisions of this Will, and to distribute to the minor or apply, for his or her benefit, so much of the net income and principal (even to all of both) as in the Executor's sole discretion is necessary or desirable for the health, comfort and education of the individual, to accumulate any income not used and to distribute any balance to the individual upon the individual's reaching the age of majority, or to the individual's executor or administrator if he or she dies before reaching the age of majority. The receipt of the person to whom any such payment is made shall be sufficient discharge therefor.

The authority conferred upon the fiduciary shall be a power only and shall not operate to suspend the absolute ownership of such property by the minor. The Executor shall not be required to render or file annual accounts for such property, and shall be entitled to receive compensation with respect to the property so held at the same rate and manner as a testamentary trustee.

SIXTH: All estate, inheritance, succession, transfer and other death taxes, including any interest and penalties thereon, paid to any domestic or foreign taxing authority, with respect to all property taxable by reason of my death, whether such taxes be payable by my estate or any recipient of any such property shall be charged against and paid out of the property contained in or passing to the SMART FAMILY IRREVOCABLE TRUST, to be apportioned in accordance with the terms of that Trust. If the Trust does not exist, such tax shall be paid from the residue of my estate, without apportionment.

SEVENTH: (A) I hereby appoint MARY K. SMART as Executor hereof. If she fails to qualify or ceases to act, then I appoint ROGER M. TRUSTED to act as Executor.

	or other security shall be required of any fiduciary e the State of New York.
	IEREOF I have hereunto subscribed my name this in the year Two Thousand
John M. Smart	
was signed by the abo of us and that said Te- be his Last Will and I our names thereto as w	ed, do hereby certify that the foregoing instrument ove-named Testator in the presence of us and each stator at the same time declared said instrument of Testament and requested us and each of us to significant execution thereof, which we herebeated Testator and of each other on the day and year
	residing
	residing
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WITNESS AFFIDAVIT

STATE OF NEW YORK)

) SS:
COUNTY OF)
Each of the undersigned, individually and severally being duly sworn,
deposes and says:
The foregoing instrument was subscribed in our presence and sight at the end thereof by JOHN M. SMART, hereinafter referred to as the Testator, on the day of
The Testator at the time of making such subscription declared the foregoing instrument so subscribed to be his last Will.
Each of the undersigned thereupon signed as a witness at the end of the foregoing Will at the request of the Testator and in his presence and in sight of each other.
The Testator, in the respective opinions of the undersigned, could read, write and converse in the English language; was free from restraint and undue influence; was suffering no defect of sight, hearing or speech or from any other physical or mental impairment that would affect Testator's capacity to make a valid Will; and appeared to be 18 years old or over. The foregoing Will was executed as a single, original instrument and was not executed in counterparts.
Each of the undersigned was acquainted with the Testator at such time and makes this affidavit at Testator's request.
Each of the undersigned has, contemporaneously with the execution of this affidavit, examined the signatures at the end of the foregoing Will and such signatures are the signatures affixed by the Testator and by each of the undersigned. Severally sworn to before me this
day of, 2
Notary Public