

LAST WILL AND TESTAMENT

of

GEORGE WEISZ

Dated: August 2 , 2004

I, GEORGE WEISZ, a resident of and domiciled in Lido Beach, New York, and a citizen of the United States, do hereby make, publish and declare this as and for my Last Will and Testament.

ONE: A. 1. I give all of my jewelry, wearing apparel and personal effects, furniture, furnishings, books, pictures, paintings and other objects of art, silver, china, glassware, linens and other household effects, automobiles and other vehicles, and all other similar tangible personal property, of whatsoever description and wheresoever situate, to my wife, JOAN B. WEISZ, or, if she shall not survive me, in equal shares to my children who shall survive me, to be divided among them as they shall agree or, if they shall be unable to agree upon such division, to be divided among them as my Executor, other than any of my children who may be acting as an Executor hereunder, shall determine in her absolute discretion.

2. Any expenses which may be incurred by my Executor in storing, packing, shipping and insuring any of such tangible personal property, including any expenses which may be incurred in delivering such property to the designated beneficiary or beneficiaries thereof, shall be charged against the principal of my estate and treated as an expense of administering my estate.

B. 1. I give to my wife, JOAN B. WEISZ, if she shall survive me, all of my right, title and interest in the income and earnings of Cleary, Gottlieb, Steen & Hamilton, or any successor firm of which I may be a partner at the time of my death, for the year in which I die (including both the periods before and after my death in such year).

2. I direct my Executor to pay that portion, if any, of any income tax attributable to the amount of any such income and earnings that I have withdrawn prior to my death after taking into account any estimated taxes that I may have paid with respect to such income and earnings.

3. I designate my wife, JOAN B. WEISZ, if she shall survive me, as my successor in interest in such partnership with respect to such income and earnings.

TWO: All the rest, residue and remainder of my estate, real, personal and mixed, of whatsoever nature and wheresoever situate, of which I shall die seized or possessed or to which I shall be in anywise entitled at the time of my death, including any legacies that may lapse or be invalid or for any reason fail to take effect, after the payment of debts and expenses (hereinafter referred to as my "residuary estate"), shall be disposed of in the following manner:

I. If any of my issue shall survive me:

A. I give my Estate Tax Exemption, as hereinafter defined in Paragraph 1 of Subdivision A of Article FOUR of this Will, to the trustees of the agreement establishing the GEORGE WEISZ 1995 INSURANCE TRUST, to be added to the principal of the trust created thereunder for the benefit of my wife and issue and disposed of as a part thereof.

B. I give the balance of my residuary estate, if any (or, if none of my issue shall survive me, all thereof), to my wife, JOAN B. WEISZ.

II. If my wife, Joan B. Weisz, shall not survive me but any of my issue shall survive me, I give my residuary estate in equal shares per stirpes to such issue.

THREE: A. I nominate and appoint my wife, JOAN B. WEISZ, as Executor hereunder. If my wife, Joan B. Weisz, shall fail for any reason to qualify or, having qualified, shall cease for any reason to act as Executor, I nominate and appoint my son, JAMES M. WEISZ, and HOWARD S. ZELBO as Executors hereunder in her place and stead.

B. 1. Notwithstanding my appointment of successor Executors, the individual Executors, at any time in office, are authorized, at any time and from time to time, by an instrument in writing, signed and acknowledged, to appoint one or more individuals or a series of

individuals or a bank or trust company to act as an Executor in addition or in succession to any Executor appointed herein or pursuant to the power granted herein.

2. Any instrument appointing an Executor shall be revocable by the individual Executors at the time being in office, whether or not such Executors shall have been the Executors signing such instrument, at any time prior to the qualification of the appointee. In the event that the individual Executors, at any time in office, shall have executed more than one such instrument, then, to the extent that such instruments shall be contradictory, the instrument that shall bear the most recent date and shall be unrevoked shall govern.

C. My Executor is authorized to act as an ancillary fiduciary in any jurisdiction where any real or tangible personal property is situated outside the state of my domicile at the time of my death or, in her discretion, to designate one or more persons or a bank or trust company to act as ancillary fiduciaries in any such jurisdiction and to negotiate the compensation of such ancillary fiduciaries.

D. Any individual Executor may, at any time and from time to time, by an instrument in writing, delegate any or all of his or her rights, powers, duties, authority and privileges, whether or not discretionary, to

any other Executor for such period or periods of time as may be specified in such written instrument, provided, however, that any such instrument shall be revocable at any time, and provided further, however, that any Executor who is granted any discretionary power hereunder may not delegate such discretionary power to any Executor who is not granted such discretionary power.

E. Any individual Executor may at any time resign by an instrument in writing, signed and acknowledged in duplicate, one counterpart of which shall be filed in the court in which this Will shall be admitted to probate and one counterpart of which shall be delivered to the remaining Executors or, if there are none, to the next successor Executor.

F. Any decision to be made by the Executors shall be made by a majority of the Executors or, if there shall be only two Executors, by the unanimous consent of the Executors.

G. I direct that no bond or other security shall be required of any Executor acting hereunder for the faithful performance of such Executor's duties or for the advance payment of commissions, any law of any state or jurisdiction to the contrary notwithstanding.

H. The terms "Executor" and "Executors" wherever used in this Will shall be taken to mean the

executor, executors, executrix or administrator for the time being in office, and all such Executors shall have the same rights, powers, duties, authority and privileges, whether or not discretionary, as if originally appointed hereunder, except as may be otherwise expressly provided in this Will or in an instrument appointing an Executor.

FOUR A. 1. References to my "Estate Tax Exemption" in Subdivision A of Section I of Article TWO of this Will and in this Subdivision A shall be taken to mean the largest amount, if any, that may pass under Subdivision A of Section I of Article TWO of this Will free of Federal estate tax by reason of the applicable credit amount (determined without regard to any disclaimer of property that may be made by my wife), provided, however, that if such amount shall equal or exceed the value of my residuary estate on the appropriate valuation date as finally determined for Federal estate tax purposes, then references to my Estate Tax Exemption shall be taken to mean my entire residuary estate.

2. In determining my Estate Tax Exemption, my Executor shall take into account (i) the value of all property, including gift taxes, included in determining the value of my gross estate for Federal estate tax purposes, which passes or has passed under any provision of this Will or outside of this Will with respect

to which a marital or charitable deduction is not allowed in computing the Federal estate tax on my estate (other than any such property which shall not qualify for the marital deduction as a result of a disclaimer by my wife), (ii) the amount of all adjusted taxable gifts, (iii) the amount of all principal charges against property included in determining the value of my gross estate for Federal estate tax purposes not allowed as deductions in computing the Federal estate tax on my estate, other than income taxes, and (iv) the aggregate amount of gift tax which would have been payable computed under Section 2001(b)(2) of the Internal Revenue Code.

3. In determining my Estate Tax Exemption, valuations and other determinations in the Federal estate tax proceedings for my estate shall control. I recognize that my Estate Tax Exemption may be affected by certain tax elections by my Executor.

B. I authorize my Executor to allocate any part or all of the unused portion of my generation-skipping transfer exemption, as defined in Chapter 13 of the Internal Revenue Code, in such proportions as she shall deem appropriate in her absolute discretion, to any property (i) with respect to which I am the transferor for purposes of the generation-skipping transfer tax and (ii) that is or may be the subject of a generation-skipping

transfer on my death or after my death, whether such property passes under this Will or otherwise.

C. The words "child", "children" and "issue" wherever used in this Will shall include children and issue of the blood and legally adopted children and issue and their issue if the legally adopted child or issue was a minor at the time of his or her adoption.

D. A disposition of property "in equal shares per stirpes" to the issue who shall be living at a particular time of a natural person shall be made in the following manner: such property shall be divided into equal shares (i) one share for each living issue of such person assigned to the nearest generation containing one or more living issue and (ii) one share for the issue collectively of a deceased issue of such person assigned to such generation who shall have died leaving issue who shall be living at such time. The disposition of the share of the issue collectively of a deceased issue shall be made in equal shares per stirpes, in the same manner as provided hereunder.

E. Unless the context otherwise requires, words in the singular number include the plural, words in the plural number include the singular, words of the masculine gender include the feminine, and words of the feminine gender include the masculine.

F. References in this Will to sections of the "Internal Revenue Code" shall be deemed to refer to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent United States Internal Revenue laws.

FIVE: If any beneficiary under this Will shall be under the age of twenty-one (21) years at the time title vests in such beneficiary, then in addition to any other powers my Executor may otherwise possess by law, I authorize my Executor in her absolute discretion:

A. To retain such beneficiary's share, to manage, invest and reinvest the same and to apply such part or all of the net income therefrom and such part or all of the principal, as my Executor may deem necessary or desirable, for the proper education, support and general welfare of such beneficiary until such beneficiary attains the age of twenty-one (21) years, at which time I direct my Executor to transfer and to pay over to such beneficiary the accumulated income, if any, and the balance of the principal. My Executor is authorized to retain any part of such income not so used and shall have in respect of such income and the principal all of the powers and authority set forth in Article SIX of this Will; and

B. To make payment or distribution of any property to which such beneficiary may be entitled to the

parent, guardian, committee, conservator or other legal representative, wherever appointed, of such beneficiary, or to the person with whom such beneficiary shall reside, or to a custodian for such beneficiary under the Uniform Gifts or Transfers to Minors Act of any state, to be held by such custodian until such beneficiary attains the age of twenty-one (21) years, if state law so permits, or to such beneficiary personally, and upon payment or distribution of such property, my Executor shall be relieved of all liability with respect thereto, the receipt of the person to whom such property shall have been paid or distributed being a complete discharge therefor even though an Executor may be such person.

SIX: I authorize my Executor, in her absolute discretion, with respect to any property, real or personal, left by me or at any time held or acquired by her (including accumulated income), without authorization by any court and in addition to any other powers she may otherwise possess by law:

A. To retain the same for such periods of time as she shall deem advisable;

B. To sell or otherwise dispose of the same at such times, in such manner, for cash or on credit, and upon such terms and conditions, all as she shall deem advisable;

C. To invest in such bonds, preferred or common stocks, mortgages, partnerships (general or limited) or other property, real or personal, without regard to any law concerning the investment of trust funds or to the amount which shall be invested in any one security or in any one kind of investment, or to hold all or any part uninvested, all as she shall deem advisable;

D. To abandon any property which she shall deem to be worthless or not of sufficient value to warrant keeping or protecting;

E. To manage, lease, mortgage or partition any real or personal property or any interest therein upon such terms and conditions as she shall deem advisable;

F. To exercise or dispose of any or all options, privileges or rights, whether to vote, by discretionary proxy or otherwise, or to assent, subscribe or convert, or of any other nature;

G. To carry on for such period of time as she shall deem advisable, and to contribute capital to, any business owned by me or in which I have an interest, or to sell or liquidate the same;

H. To adjust, compromise and settle or refer to arbitration any claim in favor of or against my estate;

I. To borrow money from herself or from any

other party, whether for the purpose of raising funds to pay taxes or otherwise, and to give or not to give security therefor, all upon such terms and for such periods as she shall deem advisable;

J. To make any loans, either secured or unsecured, in such amounts, with adequate interest and with such other terms and to such persons, firms, corporations or other entities as she shall deem advisable;

K. To make any division or distribution of property in kind or otherwise, and to allot any property, including an undivided interest therein, to any share, whether or not the same kind of property is allotted to other shares;

L. To employ and pay the compensation of, to delegate discretionary powers to, and to rely on information or advice furnished by such agents, accountants, custodians, experts and counsel, legal or investment, as she shall deem advisable (including, without limitation, an individual Executor or an organization in which an individual Executor has an interest or with which an individual Executor is associated, or an affiliate thereof, and without regard to any commissions to which such individual Executor may be entitled by law), provided, however, that no payments shall be made for custodian or investment counsel services rendered by or to any bank or

trust company which is acting as an Executor hereunder;

M. To pay any administration expenses in respect of any real or tangible personal property situated outside the jurisdiction of my domicile at the time of my death payable under the laws of the jurisdiction where such property is situated;

N. To set up reserves for taxes, assessments, insurance, repairs, depreciation, obsolescence or any other recurring charge with respect to any property held by her out of rents, profits or other income received on such property;

O. To disclaim any interest in property passing to or for my benefit, in whole or in part;

P. To make such equitable adjustments as and to the extent that she shall deem advisable to take into account the consequences of the exercise of her discretionary authority hereunder; and

Q. Generally, to exercise all such rights and powers, and to do all such acts, and to enter into all such agreements, as persons owning similar property in their own right might lawfully exercise, do or enter into.

SEVEN: A. I direct that there shall be no apportionment among the persons beneficially interested of any estate, transfer, succession or other inheritance taxes, or of any interest and penalties thereon, imposed by

reason of my death by the United States or any state or subdivision thereof, whether they be imposed with respect to any property or interest passing under this Will or otherwise, and all such taxes, interest and penalties shall be paid by my Executor out of the principal of my estate and treated as an expense of administering my estate, provided, however, that any such taxes, and any interest and penalties thereon, which are imposed with respect to any distributions from certain trusts, plans and accounts, the value of which is includable in my gross estate under Section 2039 of the Internal Revenue Code, shall be apportioned, to the extent provided or permitted under applicable law, among the persons beneficially interested in any such distribution.

B. I direct that any generation-skipping transfer taxes, and any interest and penalties thereon, which are imposed by reason of my death, whether they be imposed with respect to any property or interest passing under this Will or otherwise, be apportioned in accordance with Chapter 13 of the Internal Revenue Code.

EIGHT: In the event that my wife and I shall die in a common accident or disaster or under such circumstances that it is difficult or impracticable to determine who survived the other, then I direct that, for the purposes of this Will, my wife shall be deemed to have survived me.

In the event that any beneficiary under this Will (other than my wife) and I shall die in a common accident or disaster or under such circumstances that it is difficult or impracticable to determine who survived the other, then I direct that, for the purposes of this Will, such beneficiary shall be deemed to have predeceased me.

If my wife shall not survive me and in the event that any child of mine or an individual issue of any such child shall die within ninety (90) days after the date of my death leaving issue who shall survive such child or individual issue, then I direct that, for the purposes of this Will, such child or individual issue shall be deemed to have predeceased me.

NINE: A. With respect to any amounts which may be due to my estate or any successor in interest designated by me from the law partnership known as Cleary, Gottlieb, Steen & Hamilton or any predecessor thereof or successor thereto (such partnership or predecessor or successor being hereinafter in this article referred to as the "Firm"), I direct my Executor and any such successor in interest designated by me to accept without question certificates signed by a majority of all members of the Executive Committee of the Firm, or by a majority in voting power of any successors to the authority of the Executive Committee (as such terms are defined in the Partnership Agreement of

the Firm). Such certificates shall be binding and conclusive on my Executor and any such successor in interest and on all other interested persons, whether or not one or more of the Partners of the Firm (including any Partner signing such certificates) is also an Executor of my Will. I also direct my Executor and any successor in interest to allow the Firm such extensions of time as a majority of all members of the Executive Committee (or a majority in voting power of any successors to the authority of the Executive Committee) may request in writing for paying to my Executor or to any such successor in interest any amounts due from the Firm, such extensions not to exceed, however, more than a total of one year from the date at which any such amount would otherwise have been payable. If at the date of my death my surname shall be part of the name of the Firm, I direct my Executor to permit the Firm to continue to use my surname as part of the Firm name without compensation for so long a period after my death as such use may be desired.

B. All income and earnings received by my Executor from the Firm shall be deemed to be principal.

TEN: If any one or more of the persons entitled to any share of my estate shall be a minor under applicable state law, incompetent or under a legal disability, he or she shall be represented in any settlement and release of

my Executor by the other person or persons with the same interest in my estate or, if there is no such other person, by his or her guardian, committee, conservator or other legal representative wherever appointed or, in the case of a minor without a legal representative, his or her parents or either of them.

ELEVEN: I hereby revoke all wills and codicils heretofore made by me.

IN WITNESS WHEREOF, I, GEORGE WEISZ, have hereunto set my hand and seal this 2nd day of August, Two thousand and four.

s/ George Weisz [L.S.]

s/ Heide H. Ilgenfritz

s/ Amanda T. Oberg

The foregoing instrument was signed, sealed, published and declared by GEORGE WEISZ, the above-named Testator, as and for his Last Will and Testament in our presence, all being present at the same time, and thereupon we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses this 2nd day of August, Two thousand and four.

s/ Heide H. Ilgenfritz residing at 1131 E. Laurelton Pkwy

Teaneck, NJ

s/ Amanda T. Oberg residing at 175 W. 79th St., #10A

New York, NY 10024

AFFIDAVIT OF ATTESTING WITNESSES

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 GEORGE WEISZ, the within named Testator, on the 2nd day of August, 2004, at One Liberty Plaza, 45th Floor, New York, NY

Said Testator at the time of making such subscription declared the instrument so subscribed to be his last Will.

Each of the undersigned thereupon signed his 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 so executing said Will, over the age of eighteen 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.

Said Testator, in the respective opinions of the undersigned, could read, write and converse in the English language and was suffering from no defect of sight, hearing or speech, or from any other physical or mental impairment which would affect 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 said Testator and witnessed by each of the undersigned affiants under the supervision of HEIDE ILGENFRITZ, an attorney-at-law.

s/ Heide H. Ilgenfritz

s/ Amanda T. Oberg

Severally sworn to
before me this 2nd day
of August, 2004.

s/ Joanne Tucci

Notary Public

Joanne Tucci
Notary Public, State of New York
No. 01TU4817598
Qualified in New York County
Commission Expires January 31, 2007