

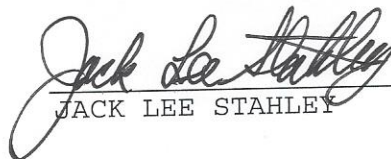
prior to my death (the "Trust"). If for any reason (other than revocation) the Trust shall not be in existence at the time of my death, or if, for any reason, a court of competent jurisdiction shall declare this testamentary transfer to be invalid, then I direct that my residuary estate be held, managed, invested and reinvested in the same manner as described in the Trust, and for that purpose incorporate the terms of the Trust into this Will by reference.

ARTICLE III

A. I name JEFFREY STAHLEY as personal representative of this will, or if he fails or ceases to act as personal representative, I name ROBERT SILVERMAN to serve as personal representative. If he fails or ceases to act for any reason, I name LOLLY SILVERMAN as personal representative. No personal representative under this will shall be required to furnish bond or security as personal representative.

B. If the appointment of a personal representative of my estate is necessary or desirable in any jurisdiction in which no personal representative herein named is able and willing to act, I appoint as my personal representative in that jurisdiction such person (who may be an officer or employee of a corporate personal representative then acting) or corporation as may be designated in an instrument signed by JEFFREY STAHLEY, or if he is unable or unwilling, ROBERT SILVERMAN or if he is unable or unwilling, LOLLY SILVERMAN, that personal representative to serve without bond, or if bond is required, without surety thereon, and to have all the powers and discretion with respect to my estate in that jurisdiction that are set forth or referred to in paragraph C of this Article, to be exercised without court order. As used in this will, the term "personal representative" means any court-appointed fiduciary of my estate from time to time qualified and acting in any jurisdiction.

C. In addition to all powers granted by law, I give my personal representative power, exercisable in the discretion of my personal representative and without court order, to retain, sell (at public or private sale), exchange, lease for any term (even though commencing in the future or extending beyond the date of final distribution of my estate), mortgage, pledge, or otherwise deal for any purpose with the property, real or personal, from time to time comprising my estate, for such consideration and on such terms (with or without security) as my personal representative shall determine; to borrow money for any purpose, at interest rates then prevailing, from any individual, bank, or other source, irrespective of whether that


JACK LEE STAHLEY