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December 6, 1999

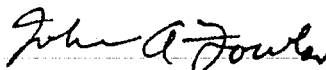
Ms. Sherri Wilson
Paralegal
St. Vincent's Hospital and
Medical Center of New York
153 West 11th Street
New York, New York 10011

Re: Estate of John A. Chadbourn

Dear Ms. Wilson:

Pursuant to your request by letter dated November 24, 1999, I enclose a copy of the will of John A. Chadbourn.

Very truly yours,



John A. Fowler

JAF:dk
Enclosure

cc: Sarah Zubke

RECEIVED

DEC 10 1999

Legal Department

(6) The sum of Five Hundred Thousand Dollars (\$500,000) to ST. VINCENT'S HOSPITAL AND MEDICAL CENTER OF NEW YORK, New York, New York, upon the condition that it establish a permanent endowment fund with the income only thereof to be used for the express purpose of educating medical students and house staff in the Department of Internal Medicine at that Hospital by, for example, the employment of a teacher (which must be a new position), whether full or part time, and the payment of the expenses of that teacher. If, at the time this bequest is payable or thereafter, the Hospital shall be unable for any reason to use the Fund income for those purposes, the bequest or the then endowment fund principal shall be paid over to NEW YORK MEDICAL COLLEGE, Valhalla, New York, to be used only for educational purposes in the manner provided above in this paragraph.

THREE: If my friend, VIRGINIA TOLLEY, of Larkspur, Colorado, survives me, I give the sum of Five Hundred Thousand Dollars (\$500,000) to my trustee hereinafter named:

- (1) During the life of my friend, VIRGINIA: to pay her the net income of this Trust in quarterly or more frequent installments;
- (2) During the life of my friend, VIRGINIA: to pay her as much of the Trust principal as my trustee shall, in his discretion, determine necessary for her maintenance, support and health, it being my wish that such discretion shall be exercised conservatively for emergency-type needs; and
- (3) Upon the death of my friend, VIRGINIA: to pay the then principal of the trust, together with any accrued income, as provided in Article FIVE.

FOUR: All estate and inheritance taxes payable by

John C. Chadbourne

I, JOHN A. CHADBOURN, declare this to be my Will and revoke all my prior Wills and Codicils.

ONE: (A) I give the oil painting of "School Class" by d'Usseau to my friend, DR. WILLIAM KEAVY, of New York City, if he survives me;

(B) Such other articles of personal or household use or ornament as I may own at my death (including automobiles) and all my unexpired insurance thereon, I give:

- (1) to my sister, JEAN MORTON, of Elm Grove, Wisconsin, if she survives me; or
- (2) if my sister does not survive me, to her children, in shares of substantially equal value or all to the survivor of them if but one of them survives me.

TWO: I give:

- (1) The sum of Five Thousand Dollars (\$5,000) to THE SALVATION ARMY, a New York corporation with its principal offices at 120 West 14th Street, New York, New York, to be used for its general religious and charitable purposes;
- (2) The sum of Five Thousand Dollars (\$5,000) to THE SALVATION ARMY to be used for its child sponsorship program;
- (3) The sum of Ten Thousand Dollars (\$10,000) to SAVE THE CHILDREN FEDERATION, INC., Westport, Connecticut for its general purposes;
- (4) The sum of Three Thousand Dollars (\$3,000) to CHRISTIAN CHILDRENS FUND, Richmond, Virginia for its general purposes;
- (5) The sum of Two Thousand Dollars (\$2,000) to THE MEDICAL COLLEGE OF WISCONSIN, Milwaukee, Wisconsin for its general purposes; and

reason of my death in respect of all items included in the computation of such taxes, whether passing under this Will or otherwise, shall be paid by my executrix as if such taxes were my debts, without recovery of any part of such tax payments from anyone.

FIVE: I give the residue of the property owned by me at my death, real and personal and wherever situate, in equal shares to my niece, SARAH, my niece MARY and my nephew JOHN (the children of my sister, JEAN MORTON), provided if any of them is not then living, his or her share shall be paid to his or her issue per stirpes.

SIX: (A) I name my niece, SARAH ZUBKE, of St. Louis Park, Minnesota, executrix of this Will; if she fails to qualify or ceases to serve, I name the following, in the order named, executor in her stead: my niece, MARY MORTON HANSON; my friend, DR. JAMES POMARICO, of New York City.

(B) I name ROYCE TOLLEY, Denver, Colorado, as trustee of the trust created under this Will; if he fails to qualify or ceases to serve, I name ERIC TOLLEY trustee in his stead.

(C) I authorize the last person named as executor or trustee and serving, by acknowledged written instrument, to name a successor to himself or herself.

(D) I direct that no bond or other security be required of any executrix, executor or trustee under this Will in any jurisdiction.

SEVEN: I empower my executrix or my trustee to hold any property vested in a minor, or any part thereof, if pursuant to this Will any part of my residuary estate shall vest in absolute ownership of such minor in a separate fund for the

John A. Chudbourn

benefit of such minor and to apply so much of the net income and principal thereof to the support, education and maintenance of such minor, as she shall see fit, and to accumulate, invest and reinvest the balance of such income until such minor shall attain the age of eighteen years and thereupon to pay over the principal, together with any accumulated and undistributed income, to such minor, and, if such minor shall die before attaining the age of eighteen years, the then principal together with any accumulated and undistributed income, shall be paid over to the estate of such minor.

EIGHT: In addition to all powers now or hereafter conferred by law upon executors, I empower my executrix and trustee with respect to any and all property at any time constituting part of my estate, in her or his discretion, to retain such property for so long as she or he may deem advisable; to sell the same at public or private sale, for cash or on credit; to borrow money and to pledge or mortgage such property as security therefor; to lease real property regardless of the fact that the term of any such lease may extend beyond the period of administration of my estate; to invest and reinvest in any property without being limited to the class of securities authorized for the investment of trust funds by executors; to adjust, compromise and sell or refer to arbitration any claim in favor of or against my estate, and to institute, prosecute or defend such legal proceedings as is deemed advisable; in the division and distribution of my estate, or the trust to make partition, division or distribution of property in kind, and for such purpose to determine the value thereof to the extent permitted by law; and, generally, to do all such acts and take all such proceedings with respect to such property as if the absolute

John A. Chadbourne

owner thereof:

IN WITNESS WHEREOF I have signed and sealed this Will,
consisting of five pages, each identified by my signature, this
16th day of March, One Thousand Nine Hundred and Ninety-Four.

John A. Chadbourn (L.S.)
JOHN A. CHADBOURN

On the date last above written, while we were all in his presence and in the presence of each other, JOHN A. CHADBOURN subscribed the foregoing, declared it to be his Will, and requested us to sign as witnesses thereof. Immediately thereafter, while we all remained in his presence and in the presence of each other, this clause was read aloud and we signed as such witnesses.

32 Woods End Road
Hartsdale NY 10530

Regina Ackley

300 Eighth Ave, #5K
Brooklyn, NY 11215

Penny A. Jernum

114 Avondale Ave
Clepton, NJ 07013

The

First

and

Testament

of

JOHN A. CHADBOURN

LAW OFFICES
PRERAU & TELLER
50 MAIN STREET
WHITE PLAINS, N.Y. 10606
19141 682-9300