

LAST WILL AND TESTAMENT

OF

THERESA M. DELUCIA

I, **THERESA M. DELUCIA**, presently residing at [REDACTED] Wyoming Court, Syosset, New York 11791, do hereby make, publish and declare this my Last Will and Testament, hereby revoking all former wills and codicils made by me.

FIRST: I direct that all my just debts, funeral and administration expenses be paid as soon after my death as may be practicable.

SECOND: I direct that all estate, inheritance, legacy, succession and transfer taxes, and other death duties, including any interest or penalties thereon, imposed by any domestic or foreign law now or hereafter in force, with respect to all property taxable under such laws by reason of my death, whether or not such property passes under this Will and whether such taxes or duties be payable by my estate or by any beneficiary or recipient of any such property, shall be a charge against and paid out of my residuary estate, without apportionment.

THIRD: I direct that all the rest, residue and remainder of my property and estate, real and personal, of whatever nature and wherever situated, which I may own or have the right to dispose of at the time of my death (hereinafter referred to as my "Residuary Estate"), be divided into equal shares to provide one (1) such share for each of my children, **FRANK J. DELUCIA**, currently residing at [REDACTED] **JOANNE M. KEARNS**, currently residing at [REDACTED] **TINA HAMMOND**, currently residing at [REDACTED] and **JOSEPH R. DELUCIA**, currently residing at [REDACTED] Wyoming Court, Syosset, New York 11791, who survive me, and one (1) such share

for each predeceased child of mine who has issue who survive(s) me. I give, devise and bequeath each share so set apart for a surviving child of mine to that child. I give, devise and bequeath each share so set apart for the issue surviving me of a deceased child of mine to that issue, in equal shares, per stirpes.

FOURTH: If, at the time of my death, I own my home at [REDACTED] Wyoming Court, Syosset, New York 11791, or any other home, I direct that such home be sold as soon after my death as may be practicable and that the proceeds of such sale be treated and distributed as part of my Residuary Estate hereunder. I direct any member of my family who may be living in such home at the time of my death to vacate same to facilitate such sale and empower my Executor to take any and all steps reasonably required to effectuate this provision of my Will.

FIFTH: If any beneficiary hereunder and I should die in a common accident or disaster or under such circumstances as it is doubtful who died first, then all the provisions of this Will shall take effect as if such beneficiary had in fact predeceased me.

SIXTH: Whenever any property vests pursuant to the provisions of this Will in a beneficiary who has not then attained twenty-one (21) years of age, my executor, in his discretion, may hold and manage that property, without bond, until such beneficiary attains the age of twenty-one (21) years, whereupon my executor shall pay and deliver that property, as then constituted, together with any accumulated income thereof, to such beneficiary. My executor may exercise in respect of that property and any income thereof all powers conferred by this Will or by law on my executor including the power to apply any of such property or the income thereof to the use or benefit of such beneficiary. In lieu of such application, my executor may, in his discretion, pay and deliver any such property and income thereof to a parent, guardian or person having the care of such

beneficiary, or to the beneficiary directly, despite his or her age or minority, without responsibility to look to the application thereof by the recipient.

SEVENTH: I nominate, constitute and appoint my son FRANK J. DELUCIA as executor of this my Last Will and Testament. In the event that he, for whatever reason, fails to qualify or ceases to act as executor before his duties as same shall be completed, then I nominate, constitute and appoint, in his place and stead, my daughter, JOANNE M. KEARNS as executrix of this my Last Will and Testament.

EIGHTH: I direct that no executor named herein shall be required to furnish any bond or other security in order to act in such capacity in any jurisdiction.

NINTH: I authorize my executor and any successor or substitute with respect to all property, real and personal, at any time forming a part of my estate or any trust, including property held under a power in trust, without limitation by reason of enumeration and in addition to powers conferred by law:

- a) To retain, temporarily or permanently, any or all property owned by me at the time of my death in the form in which it then exists, notwithstanding that the same may not be permitted by law for investment by fiduciaries, including the discretion to retain as an investment any obligation(s) owing to me by any partnership or corporation in which I may have a stock or ownership interest at the time of my death.
- b) To sell or otherwise dispose of real or personal property at public or private sale, with or without notice, wholly or partly on credit.
- c) To make good and sufficient conveyance to any purchaser, and, until real property is sold or otherwise disposed of, to rent or lease the same for such period or periods as he deems advisable, and to collect the income or profits therefrom.

d) In respect of any securities at any time forming part of my estate, to vote upon any proposition or election at any meeting, and to grant proxies, discretionary or otherwise, to vote at any such meeting; to join in or become a party to any reorganization, readjustment, merger, voting trust, consolidation, recapitalization, or exchange, and to deposit any such securities with any committee, depository, trustee, or otherwise, and to pay any fees, expenses, and assessments incurred in connection therewith; to exercise conversion, subscription, preemptive, or other rights, or options, or to sell or abandon such rights; and to receive and hold any new securities issued as a result of any such reorganization, readjustment, merger, voting trust, consolidation, recapitalization, or exchange, or exercise of conversion, subscription, preemptive, or other rights or options.

e) To continue any business in which I may have an interest at the time of my death, or to settle and discontinue the same or any of them at any time, in accordance with any agreement or agreements to which I may be a party, and/or upon such terms and conditions as in his judgment may be for the best interests of my estate.

f) To borrow money from himself or others and pledge or mortgage any property for the payment of taxes, debts, legacies or expenses or for any other purpose which, in his opinion, will facilitate the administration of my estate or of any trust.

g) To invest and reinvest any funds or property in my estate or in any trust in any securities, without being limited to investments authorized by law.

h) To abandon, in any way, property which he determines is not worth protecting.

I) To perform any act and exercise any power or discretion even though such fiduciary may have a personal interest in the transaction.

j) To make any division or distribution required under the terms of this, my Will, in kind or in money, or partly in kind and partly in money, and to that end to allot specific securities or other property, real or personal, or an undivided share therein, to any share or part, even if shares or parts be composed differently. In so doing, my executor shall follow as nearly as possible any list or special instructions as to the distribution of my personal property which is left or made by me

k) To settle any disputes that may arise as to the division in kind of my personal effects and property among my beneficiaries herein named, either by my fiduciary determining that division in kind, or liquidating the property in question and dividing the proceeds thereof among my beneficiaries in appropriate shares as determined hereunder. The determination of my fiduciary in such matters shall be conclusive on all persons interested hereunder.

(l) To delegate discretionary powers to agents, remunerate them, and pay their expenses; to employ and pay the compensation of accountants, custodians, legal and investment counsel.

m) To renew, assign, alter, extend, compromise or release, with or without consideration, or submit to arbitration, obligations or claims, including taxes, held by or asserted against him or which effect estate or trust assets.


n) To retain, improve, alter or lease real property for periods to begin presently or in the future, without regard to statutory restrictions on leasing and even though any such period may extend beyond the term of any trust, and to manage and collect the rents and profits of real property constituting an asset of my estate until the making of a final decree judicially settling his account.

o) To make, join in, and file such income, estate and gift tax returns, and to make such elections with respect thereto, as may be permitted under the tax laws of the United States or any of the States, as in his discretion will produce the greatest benefit to the beneficiaries of my estate. The determination of my fiduciary in such matters shall be conclusive on all persons interested hereunder.

TENTH: My executor shall not be held responsible for any wrongdoing, defalcation or miscarriage of another, but shall be responsible for his own wrongful defaults. Such fiduciary shall at no time be held accountable for any loss occasioned to my estate or to any trust by reason of his retaining and not disposing of any investments or for any error of judgment in this respect.

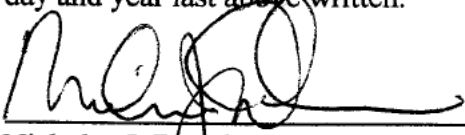
ELEVENTH: As used in this my Last Will and Testament, one gender shall be deemed to include and mean either or both genders wherever necessary or appropriate and the singular shall include the plural and vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of October, 2007.



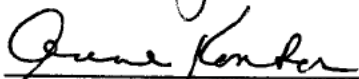
THERESA M. DELUCIA

SIGNED, SEALED, PUBLISHED and DECLARED by THERESA M. DELUCIA, the Testatrix above named, as and for her Last Will and Testament, in our presence, and we, at her request, in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the day and year last above written.



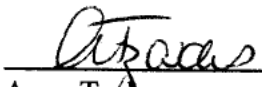
Nicholas J. Dorohue

_____ residing at _____



Anne Kantor

_____ residing at _____



Anna Tzikas

_____ residing at _____

STATE OF NEW YORK)
) ss:
COUNTY OF NASSAU)

Nicholas J. Donohue residing at [REDACTED]

Anne Kantor residing at [REDACTED]

Anna Tzakas residing at [REDACTED]
being severally sworn, depose and say:

The within Will was subscribed at the end thereof by THERESA M. DELUCIA, the within Testatrix, in the presence of the undersigned on the 30th day of October, 2007, at the office of Donohue, McGahan, Catalano & Belitsis, Esqs., [REDACTED] Jericho, New York 11753.

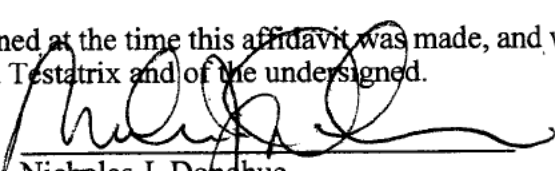
Said Testatrix, at the time of making such subscription, declared the instrument so subscribed to be her Last Will and Testament.

Each of the undersigned thereupon signed his or her name as a witness at the end of said Will, at the request of said Testatrix and in her presence and in the presence of each other.

Said Testatrix, at the time of so executing said Will, was over the age of twenty-one 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 Testatrix 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 her capacity to make a valid Will. The within Will was the only copy of such instrument executed on said occasion, and was not executed in counterparts.

Each of the undersigned was acquainted with said Testatrix at such time, and makes this affidavit at her request.

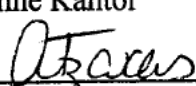
The within Will was shown to the undersigned at the time this affidavit was made, and was examined by each of us as to the signatures of said Testatrix and of the undersigned.



Nicholas J. Donohue

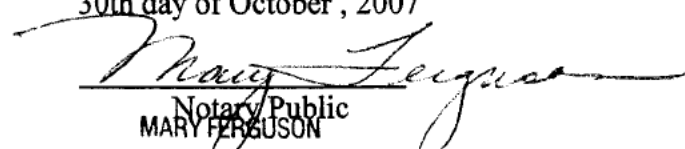


Anne Kantor



Anna Tzakas

Severally sworn to before me this
30th day of October, 2007



Notary Public
MARY FERGUSON
Notary Public, State of New York
No. 01FE5058702
Qualified in Nassau County