



LAST WILL AND TESTAMENT

I, CHARLES W. MATIE, a resident of Orchard Park, New York, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils previously made by me.

ARTICLE ONE: I direct that all of my just debts and funeral expenses be paid as soon as practicable after my death.

ARTICLE TWO: I direct that my Executor pay out of my residuary estate without apportionment, all estate, inheritance and like taxes imposed by the government of the United States or any State or territory thereof, or by any foreign government, or political subdivision thereof, in respect to all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise without contribution by any recipient of any such property.

ARTICLE THREE: I hereby declare that I am not married. I do not have any children.

ARTICLE FOUR: I hereby give and bequeath any motor vehicle owned by me at the time of my death to TRACY KINN, [REDACTED]

ARTICLE FIVE: In the event that I own the property commonly known as [REDACTED] at the time of my death, I give, devise and bequeath said premises together with all household furniture and furnishings therein to TRACY KINN, [REDACTED]

ARTICLE SIX: I hereby give, devise and bequeath all

the rest, residue and remainder of my estate and property of which I may be seized or possessed or to which I may be entitled at the time of my death, wherever situated or of whatever nature, be it real, personal or mixed, including lapsed legacies and any property over which I may have a power of appointment, to SHRINERS HOSPITALS FOR CHILDREN. I further direct that the distribution of said funds to a Shriners Hospital or Hospitals for Children shall be determined by the Divan of the ISMAILIA SHRINE CENTER, 1600 Southwestern Boulevard, West Seneca, New York 14224.

ARTICLE SIX: Except as otherwise provided in this Last Will and Testament, I have intentionally omitted to provide herein for any other relative or for any other person, whether claiming to be an heir of mine or not.

ARTICLE SEVEN: I hereby appoint SALVATORE G. MAROTTA, residing at [REDACTED], as Executor, of my Last Will and Testament, and I request that he be permitted to serve without bond or other surety thereon and without the intervention of any Court or Courts, except as required by law. I authorize my Executor, in his discretion, with respect to all property, real and personal, at the time forming part of my estate, without limitation by reason of enumeration and in addition to powers conferred by statute, to:

A. Retain any and all property owned by me at my death, acquired by purchase or otherwise, and retain, temporarily or permanently, any kind of realty and personalty, including stocks and unsecured obligations, undivided interests, interests in investment funds, mutual funds, discretionary common trust funds, leases and property which is outside of my domicile, all without diversification as to kind or amount and without being limited to investments authorized by law for trust funds including the discretion to retain as

an investment any obligation or obligations owing to me by any corporation in which I have a stock interest at the time of my death; and hold funds uninvested or deposit any money in any bank or other banks in any form of account whether or not interest bearing;

B. Render liquid my estate or any trust estate in whole or in part at any time or times as I may direct, and hold cash or readily marketable securities of little or no yield for such period as my Executor may deem advisable;

C. Buy, sell, exchange or otherwise dispose of realty and personalty, publicly or privately, wholly or partly on credit or for any consideration including stocks, bonds or other corporate obligations and grant options for the purchase, exchange or other disposition of any such property;

D. Make distribution in cash or in kind or partly in each, including undivided interests, even though shares be composed differently;

E. Delegate discretionary powers to my executors, and pay their expenses; employ and pay the compensation of accountants, custodians, legal and investment counsel;

F. Borrow money and mortgage any property for any purpose;

G. Manage, insure against fire or other risk, retain, convey, lease, dedicate to public use or otherwise dispose of (with or without the privilege of purchase) real property, or grant easements with respect thereto for periods to begin presently or in the future without regard to statutory restrictions on leasing.

In the event that SALVATORE G. MAROTTA, shall predecease me or shall, for any reason, refuse or be unable to serve or to continue serving as Executor, I hereby appoint LUANA LIPKA, residing at [REDACTED] as Executrix, in his stead, to serve without bond and with the same powers and authority;

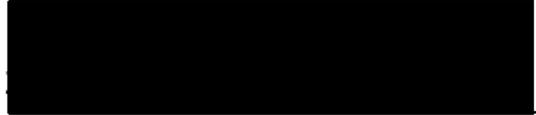
IN WITNESS WHEREOF, I sign, publish and declare this as my
Last Will and Testament this 26th day of July, 2005, at West
Seneca, New York.

CWM s/CHARLES M. MATIE

This instrument, consisting of this and three
preceding typewritten pages, was signed, published and declared by
CHARLES M. MATIE, the testator, to be his Last Will and Testament in
the presence, and we, at his request, and in his presence and in the
presence of each other, have hereunto subscribed our names as witnesses
this 26th day of July, 2005, at West Seneca, New York.

s/PAUL E. RUDNICKI residing at 

PAUL E. RUDNICKI

s/CHARMIN L. GERWEL residing at 

CHARMIN L. GERWEL