

SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

PROBATE PROCEEDING,
WILL OF JAMES GANDOLFINI

a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

Deceased.

(Note: Attach a copy of the Will/Codicil to this Affidavit of Comparison executed by any two persons; if a photocopy of the Will is used, only one person need make the affidavit.)

AFFIDAVIT OF COMPARISON

File No. 13-2546

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) ss.:
)

I/We ALEXCIA WHITE (and) MAYRA VILCHE being duly sworn, say(s) that (he/she has) (we have) carefully compared the copy of decedent's Will propounded herein to which this affidavit is annexed with the original Will dated the 19th day of December 2012, (and the original NA Codicil dated the NA day of _____), about to be filed for probate, and that the same is in all respects a true and correct copy of said original Will/Codicil and of the whole thereof.

Sworn to before me this 1st

day of JULY, 2013

Barry N. Kaplan

Notary Public
Commission Expires:
(Affix Notary Stamp or Seal)

BARRY N KAPLAN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KA7156570
Qualified in Westchester County
My Commission Expires July 31, 2014

Alexcia White

Signature

ALEXCIA WHITE

Print Name

Mayra Vilche

Signature

MAYRA VILCHE

Print Name

Name of Attorney Barry N. Kaplan

Tel. No. [REDACTED]

Address of Attorney [REDACTED]

beneficiaries among themselves as to corpus and income shall be governed by the rules of law applicable from time to time.

K) To deduct from the income of my estate or any Trust a reserve for depreciation of any depreciable asset and to authorize the income beneficiary thereof to take such deduction or to apportion such deduction between themselves, as fiduciaries, and the income beneficiary in such manner as they shall deem proper.

L) To sell property to or purchase property at public or private sale from any Trust created hereunder with the proceeds or funds from any such other Trust for a consideration equal to the then fair market value of the property notwithstanding that they may be the fiduciaries of both the selling and purchasing Trust.

M) To execute and deliver any written instruments which they may deem advisable to carry out any power, duty or discretion granted to them, and all persons shall be fully protected in relying upon their power to execute every such instrument and no one shall be obligated to see to the application by them of any money or property received by them pursuant to the execution and delivery of any such instrument.

N) Whenever they shall have the right to elect whether any item of expense connected with the administration of my estate or of any Trust shall be claimed as a deduction for income tax purposes or claimed, instead, as a deduction for estate tax purposes to exercise such right of election in such manner as they may, in their absolute discretion, determine to be advisable even though the manner in which such election is exercised may result in an advantage

or disadvantage to any beneficiary as compared with any other beneficiary.

O) Whenever required to make a distribution or transfer of all or a part of the assets of my estate or of any Trust, to retain therefrom assets sufficient, in their judgment, to cover any liability which may then or later be imposed upon them including, but not limited to, their liability for estate, inheritance, income or other taxes, until such liability shall have been finally determined.

P) The Executors and Trustees shall have sole custody of all securities, papers, personal property and cash comprising my probate or Trust estate and solely perform all ministerial duties. No individual Executor or Trustee shall be obligated, but may if he wishes to sign or countersign checks for the disbursement of estate or Trust funds.

Q) All powers, duties and discretionary authority granted to the Executors and Trustees may be exercised by them without posting any bond, without obtaining any order from or the approval of any Court and without any notice to or consent of anyone. The Executors and Trustees are not to be answerable for any loss that does not occur through their own default or negligence. A successor Executor or a successor Trustee shall succeed to all the powers, duties and discretionary authority of the original Executors and Trustees.

R) To hold, manage, invest and account for the Trusts created hereunder, in whole or in part, in solido, in one or more consolidated funds as they, in their sole discretion, may from time to time determine. In such event, the division of such funds into the

Trusts need be made only on the Trustees' books of account in which each Trust shall be proportionately charged and credited. No such consolidation holding, however, shall be deemed to defer or postpone the vesting or distribution, in accordance with the terms of this, my Will, of any property held in Trust.

S) Any Executor or Trustee may, with the consent of the other, delegate any or all of his or her or its powers, duties and discretions to any other Executor or Trustee by an instrument in writing and may revoke such delegation at will in the same manner.

T) To employ brokers, banks, custodians, investment counsel, attorneys, accountants and such other agents, professional or otherwise, and to delegate to them such of their duties, rights and powers as they may determine and for such periods as may be deemed proper without liability for any mistake or default of any such person selected or retained with reasonable care and prudence and to pay them, or any of them, reasonable compensation which shall be deemed part of the expenses of my estate or of the Trusts or Powers-in-Trust hereunder, as the case may be.

U) In case it shall become necessary or proper to divide all or any part of my estate or any Trust hereunder into parts or shares or to distribute the same, to make such division or distribution, in their discretion, in money, in kind, or partly in money and partly in kind; and, if such division is for the purpose of enabling any asset to be held pursuant to a Trust or a Power-in-Trust, to effect such division, in whole or in part, in their sole discretion, by allocating to each part or share an undivided interest in such asset.

V) In the event it shall be necessary or proper for my Executors or Trustees to distribute any part of my estate or any Trust hereunder, then and in their sole and absolute discretion, they shall have the power to make non-pro-rata distributions.

W) To join with my wife in filing any income tax return for any year in which such joinder is permitted by law and to pay all or such ratable share of any taxes thereon as they shall deem proper and to consent to any gifts made by my wife during my lifetime as having been made one-half by me for the purpose of any gift tax law, and the exercise of such authority shall be final and conclusive and not subject to question by any persons.

FOURTEENTH: A) I hereby nominate, constitute and appoint my wife, DEBORAH LIN, my sister, LETA GANDOLFINI, and my attorney and friend, ROGER S. HABER, as Co-Executors of this, my Last Will and Testament. In the event that DEBORAH LIN or LETA GANDOLFINI or ROGER S. HABER shall predecease me, fail to qualify, resign or cease to act as Executor for any reason whatsoever, then I direct that the remaining Co-Executors or sole remaining Co-Executor may continue to act as such without the necessity of appointing substitute or successor Co-Executors in the others place and stead. I direct that my Co-Executors, whether acting together or singly or in any combination, shall not be required to furnish any bond or other security for the faithful performance of their duties in any jurisdiction whatsoever, any law to the contrary notwithstanding.

B) I hereby nominate, constitute and appoint my wife, DEBORAH LIN, my sister, LETA GANDOLFINI, and my attorney,

ROGER S. HABER, as Co-Trustees of the Powers-in-Trust created under this, my Last Will and Testament. In the event DEBORAH LIN or LETA GANDOLFINI or ROGER S. HABER shall predecease me, resign, fall to qualify or cease to act as Co-Trustee for any reason whatsoever then I nominate, constitute and appoint my sister, JOHANNA ANTONACCI, as substitute or successor Co-Trustee hereunder. I direct that my Co-Trustees, whether serving together or singly or in any combination, shall not be required to furnish any bond or other security for the faithful performance of their duties in any capacity in any jurisdiction whatsoever, any law to the contrary notwithstanding.

C) No Individual Executor or Trustee acting hereunder shall be liable or responsible for the neglect or default of any other Executor or Trustee nor for the neglect or default of any agent selected or appointed with reasonable care, and my Individual Executors and Trustees shall not be liable or accountable for any act performed, permitted or omitted by them, or by reason of any loss or diminution in value suffered by my estate or any Trust herein established except for acts of fraud or gross negligence. No fiduciary at any time acting hereunder shall be required to file periodic accountings in the court in which this Will shall be admitted to probate, but such fiduciary may do so at any time or times if he or she shall deem the filing of any such accounting advisable.

FIFTEENTH: In the event that the mother of a minor child of mine, predeceases me or cannot serve as guardian of such child for any reason whatsoever, then I appoint my sister, LETA GANDOLFINI, as Guardian of my minor children. In the event the mother of a minor

child of mine and LETA GANDOLFINI, both predecease me or cannot serve as guardian of such child for any reason whatsoever, I hereby appoint my sister, JOHANNA ANTONACCI, as substitute or successor Guardian hereunder. I direct that my Guardian and my substitute or successor Guardian shall not be required to furnish any bond or other security for the faithful performance of her duties in any jurisdiction whatsoever, any law to the contrary notwithstanding.

SIXTEENTH: No person dealing with my Executors, Trustees or Guardians shall be required to see to the application of any property paid or delivered to them, or to inquire into the expediency or propriety of any transaction, or the authority of my Executors or Trustees or Guardians to enter into and consummate the same upon such terms as they may deem advisable.

SEVENTEENTH: If any beneficiary or beneficiaries under this Will, and I, or any person upon whose death such beneficiary or beneficiaries would have otherwise become entitled to receive any income or principal hereunder should die in a common accident or disaster, or as a result of a common accident or disaster, or under such circumstances that it is doubtful who died first, then all of the provisions of this Will shall take effect in like manner as if such beneficiary or beneficiaries had predeceased me or such other person, as the case may be.

IN WITNESS WHEREOF, I have subscribed and sealed and do publish and declare these presents as and for my Last Will and

Testament in the presence of the witnesses attesting the same
the 19 day of December in the year Two Thousand and Twelve.

[Signature] (L.S.)

The above instrument, consisting of fifteen (15) pages, of which this is the fifteenth (15th) page, was, at the date thereof, subscribed, sealed, published and declared by the Testator, JAMES GANDOLFINI, as and for his Last Will and Testament in the presence of us and each of us, who, at his request, in his presence and in the presence of each other, have hereunto subscribed our names as witnesses thereto the 19 day of December in the year Two Thousand and Twelve.

Valerie Baugh

residing at

[Redacted]

[Redacted]

Mayra Berra

residing at

[Redacted]

[Redacted]

Janeth Lew

residing at

[Redacted]

[Redacted]

State of New York)
County of New York) ss:

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 JAMES GANDOLFINI, the within named Testator on the 19th day of December 2012, at
Kraditor + Haber, LLP [REDACTED]

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 or her name as a witness at the end of said Will at the request of said Testator, 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 signatures 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 Valerie Baugh, an attorney-at-law.

WITNESSES:

[Signature]
Valerie Baugh
Janette Lewis

Sworn to before me this 19th
December day of 2012.
[Signature]
Notary Public

BERNARD J. JENNINGS
NOTARY PUBLIC, State of New York
No. 41-4547318
Qualified in NY - County
My Commission Expires 6/23/15 16

State of New York)
 County of New York) ss:

I, JAMES GANDOLFINI, have designated my attorney ROGER S. HABER as
 Executor in my Last Will and Testament dated December 19, 2012.

Prior to signing my Last Will and Testament, I was informed that:

1. Subject to limited statutory exceptions, any person, including an attorney, is eligible to serve as my executor;
2. Absent an agreement to the contrary, any person, including an attorney, who serves as an executor for me is entitled to receive statutory commissions for executorial services rendered to my estate;
3. Absent execution of this disclosure acknowledgement, the attorney who prepared the Will, a then affiliated attorney, or any employee of such attorney or a then affiliated attorney, who serves as an executor shall be entitled to one-half the commissions he or she would otherwise be entitled to receive and;
4. If such attorney serves as my executor, and he or she or another attorney affiliated with such attorney renders legal services in connection with the executor's official duties, he or she is entitled to receive just and reasonable compensation for those legal services, in addition to the commission to which an executor is entitled.

Dated: December 19, 2012.

[Signature] (L.S.)
 JAMES GANDOLFINI

WITNESSES:

[Signature]
[Signature]
[Signature]

Sworn to before me this
19th day of December, 2012.

[Signature]
 Notary Public

BERNARD J. ADAMS
 NOTARY PUBLIC, State of New York
 No. 41-46-0018
 Qualified in NY County
 My Commission Expires 6/23/15

STATE OF NEW YORK
SURROGATE'S COURT: COUNTY OF NEW YORK

PROBATE PROCEEDING,
WILL OF JAMES GANDOLFINI
a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

Deceased.

Filing Fee Paid \$
Certs \$
Certs \$
Bond, Fee: \$
Receipt No: No:

PETITION FOR PROBATE AND:

- ☒ Letters Testamentary
☒ Letters of Trusteeship
☐ Letters of Administration c.t.a.

File No. 13-2546

To the Surrogate's Court, County of New York

It is respectfully alleged:

1.(a) The name, citizenship, domicile (or, in the case of a bank or trust company, its principal office) and interest in this proceeding of the petitioners are as follows:

Name: Deborah Lin
Domicile or Principal Office: [REDACTED] (Street and Number)
[REDACTED] (City, Village or Town) [REDACTED] (State) [REDACTED] (Zip Code)
Mailing Address: _____ (If different from domicile)

Citizen of: USA

Name: Leta Gandolfini
Domicile or Principal Office: [REDACTED] (Street and Number)
[REDACTED] (City, Village or Town) [REDACTED] (State) [REDACTED] (Zip Code)
Mailing Address: _____ (If different from domicile)

Citizen of: USA

SEE ATTACHMENT FOR ADDITIONAL PETITIONER INFORMATION

Interest (s) of Petitioner (s): [Check one] ☒ Executors named in decedent's Will
☐ Other (Specify) _____

1.(b) One of the proposed Executors ☒ is an attorney.
[NOTE: A sole Executor-Attorney must comply with 22 NYCRR 207.16(e)]

1.(c) One of the proposed Executors ☒ is the attorney-draftsperson, a then-affiliated attorney or employee thereof.
[NOTE: An attorney-draftsperson, a then-affiliated attorney or employee thereof must comply with SCPA 2307-a]

2. The name, domicile, date and place of death, and national citizenship of the above-named decedent as follows:

(a) Name: James John Gandolfini a/k/a James Gandolfini and Jim Gandolfini

(b) Date of death June 19, 2013

(c) Place of death Policlinico Umberto I, Rome, Italy

(d) Domicile: Street [REDACTED]
City, Town, Village [REDACTED]
County New York State New York

(e) Citizen of the United States of America [REDACTED]

3. The Last Will, herewith presented, relates to both real and personal property and consists of an instrument or instruments dated as shown below and signed at the end thereof by the decedent and the following attesting witnesses:

December 19, 2012 ✓
(Date of Will)

Valerie Baugh, Mayra Vilche and Joneth Leon
(Names of All Witnesses to Will)

NONE
(Date of Codicil)
(Date of Codicil)

(Names of All Witnesses to Codicil)
(Names of All Witnesses to Codicil)

I, JAMES GANDOLFINI, a resident of the City, County and State of New York, and a citizen of the United States of America, being of full age, sound mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Last Wills and Testaments and Codicils thereto attached, heretofore made by me.

FIRST: I direct that all of my just debts, funeral expenses, last illness expenses, if any, and the cost of administration of my estate be paid out of the assets of my estate as soon after my demise as may be practicable. Such debts shall not include obligations secured by mortgages on real property and loans secured by a cooperative apartment.

SECOND: I direct that all inheritance, estate, transfer, succession and other death taxes and duties (including any interest or penalties thereon) imposed by any jurisdiction whatsoever by reason of my death (exclusive of any tax imposed as a result of any generation-skipping transfer under the Internal Revenue Code of 1986 as amended or a corresponding provision of state law) upon or with respect to any property includible in my estate for the purpose of any such taxes or duties, whether such property passes under or outside, or has passed outside the provisions of this Will or any Codicil hereto, be paid from the principal of my residuary estate without apportionment.

THIRD: A) I give all my clothing and jewelry to my son, MICHAEL GANDOLFINI, to be his absolutely, if he survives me, and which property he may distribute in his sole determination, and if he

SURROGATE'S COURT: COUNTY OF NEW YORK

X

PROBATE PROCEEDING,
WILL OF JAMES GANDOLFINI
a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

Deceased.

Question 1 (a) Continued

1.(a) The name, citizenship, domicile (or, in the case of a bank or trust company, its principal office) and interest in this proceeding of the petitioners are as follows:

Name: _____ Roger S. Haber _____
Domicile or Principal Office: _____

(City, Village or Town) (Street and Number) (State) (Zip Code)
California
Mailing Address: _____

(If different from domicile)
Citizen of: _____ USA _____

4. No other will or codicil of the decedent is on file in this Surrogate's Court, and upon information and belief, after a diligent search and inquiry, including a search of any safe deposit box, there exists no will, codicil or other testamentary instrument of the decedent later in date to any of the instruments mentioned in Paragraph 3 except as follows:

[Enter "NONE" or specify]

NONE

5. The decedent was survived by distributees classified as follows: [Information is required only as to those classes of surviving relatives who would take the property of decedent pursuant to EPTL 4-1.1 and 4-1.2. State the number of survivors in each class. Insert "NO" in all prior classes. Insert "X" in all subsequent classes].

a. 1 [] Spouse (wife).

b. 2 [] Child or children and/or issue of predeceased child or children. [Must include marital, nonmarital, adopted, or adopted-out of child under DRL Section 117]

c. X [] Mother/Father.

d. X [] Sisters and/or brothers, either of the whole or half blood, and issue of predeceased sisters and/or brothers (nieces/nephews, etc.)

e. X [] Grandparents. [Include maternal and paternal]

f. X [] Aunts and/or uncles, and children of predeceased aunts and/or uncles (first cousins). [Include maternal and paternal]

g. X [] First cousins once removed (children of predeceased first cousins). [Include maternal and paternal]

6. The names, relationships, domicile and addresses of all distributees (under EPTL 4-1.1 and 4-1.2), of each person designated in the Will herewith presented as primary executor, of all persons adversely affected by the purported exercise by such Will of any power of appointment, of all persons adversely affected by any codicil and of all persons having an interest under any other will of the decedent on file in the Surrogate's Court, are hereinafter set forth in subdivisions (a) and (b).

[If the propounded will purports to revoke or modify an inter vivos trust or any other testamentary substitute, list the names, relationships, domicile and addresses of the trustee and beneficiaries affected by the will in subparagraphs (a) and (b) below. Submit trust agreement]

(a) All persons and parties so interested who are of full age and sound mind or which are corporations or associations, are as follows:

Name and Relationship	Domicile Address and Mailing Address	Description of Legacy, Devise or Other Interest, or Nature of Fiduciary Status
-----------------------	--------------------------------------	--

Deborah Lin Wife

(1) Other Tangible Personal Property of Decedent per Paragraph Third B of Will

(2) Twenty Percent (20%) of Residuary Estate per Paragraph Eighth A iii of Will

(3) Co-Executor & Co-Trustee per Para. Fourteenth A & B of Will.*

* or the amount she would be entitled to pursuant to a Prenuptial Agreement between the decedent and the beneficiary if the same be greater than the Will provisions.

Leta Gandolfini

Roger S. Nabee

Co-Executor + Co-Trustee
Para. 14 A + B of Will
Co-Executor + Co-Trustee
Para 14 A + B of Will

- (b) All persons so interested who are persons under disability, are as follows:
[Furnish all information specified in NOTE following 7b]

Name and Relationship	Domicile Address and Mailing Address	Description of Legacy, Devise or Other Interest, or Nature of Fiduciary Status
✓ Michael Gandolfini Son Born 05/10/1999 No court appointed guardian	lives with mother and natural guardian Marcella Wudarski Gandolfini at [REDACTED]	None Intestate Distributee
✓ Liliana Ruth Gandolfini Daughter Born 10/10/2012 No court appointed guardian	lives with mother and natural guardian Debra Lin at [REDACTED]	Twenty Percent of Residuary Per Para. Eighth A iv of Will Intestate Distributee

7. (a) The names and domiciliary of all substitute or successor executors and of all trustees, guardians, legatees, devisees, and other beneficiaries named in the Will and/or trustees and beneficiaries of any inter vivos trust designated in the propounded Will other than those named in Paragraph 6 herewith are as follows:

Name	Domicile Address and Mailing Address	Description of Legacy, Devise or Other Interest, or Nature of Fiduciary Status
SEE ATTACHED LIST		

(b) All such legatees, devisees and other beneficiaries who are persons under disability are as follows:
[Furnish all information specified in NOTE below]

Name	Domicile Address and Mailing Address	Description of Legacy, Devise or Other Interest, or Nature of Fiduciary Status
NONE		

[NOTE: In the case of each infant, state (a) name, birth date, relationship to decedent, domicile and residence address, and the person with whom he/she resides, (b) whether or not he/she has a court-appointed guardian (if not, so state), and whether or not his/her father and/or mother is living, and (c) the name and residence address of any court-appointed guardian and the information regarding such appointment. In the case of each other person under a disability, state (a) name, relationship to decedent, and residence address, (b) facts regarding his disability including whether or not a committee, conservator, guardian, or any other fiduciary has been appointed and whether or not he/she has been committed to any institution, and (c) the names and addresses of any committee, person or institution having care and custody of him/her, conservator, guardian, and any relative or friend having an interest in his/her welfare. In the case of a person confined as a prisoner, state place of incarceration and list any person having an interest in his/her welfare. In the case of unknowns, describe such person in the same language as will be used in the process.]

8. (a) No beneficiary under the propounded will, listed in Paragraph 6 or 7 above, had a confidential relationship to the decedent, such as attorney, accountant, doctor, or clergyperson, except: [Enter "NONE" or indicate the nature of the confidential relationship]. NONE

SURROGATE'S COURT: COUNTY OF NEW YORK

X

PROBATE PROCEEDING,
WILL OF JAMES GANDOLFINI

a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

Deceased.

Question 7 (a) Continued

7. (a) The names and domiciliary of all substitute or successor executors and of all trustees, guardians, legatees, devisees, and other beneficiaries named in the Will and/or trustees and beneficiaries of any inter vivos trust designated in the propounded Will other than those named in Paragraph 6 herewith are as follows:

Name	Domicile Address and Mailing Address	Description of Legacy, Devise or Other Interest, or Nature of Fiduciary Status
<i>NCR</i> Johanna Antonacci	[REDACTED]	Substitute Trustee Paragraph Fourteenth B of Will and Substitute Guardian Paragraph Fifteen of Will and Thirty Percent (30%) of Residuary Paragraph Eighth A i of Will
<i>GA</i> Leta Gandolfini	[REDACTED]	Thirty Percent (30%) of Residuary Paragraph Eighth A ii of Will & Co-Executor & Co-Trustee Para Fourteenth A & B of Will Guardian Para. Fifteen of Will
<i>NEV</i> Paulette Flynn Bourne a/k/a Trixie Bourne	[REDACTED]	Bequest of \$ 200,000 Para. Fourth A of Will
<i>NCR</i> Fatima Bae	[REDACTED]	Bequest of \$ 50,000 Para. Fourth B of Will
<i>NEV</i> Laura Antonacci	[REDACTED]	Bequest of \$ 500,000 Para. Fourth C of Will
<i>NEV</i> Jenna Antonacci	[REDACTED]	Bequest of \$ 500,000 Para. Fourth D of Will
<i>NEV</i> Robert Joseph Parish	[REDACTED]	Bequest of \$ 100,000 Para. Fourth E of Will
<i>NEV</i> Thomas A. Richardson	[REDACTED]	Bequest of \$ 200,000 Para. Fourth F of Will
<i>NEV</i> Doug Katz	[REDACTED]	Bequest of \$ 50,000 Para. Fourth G of Will
Trust f/b/o Michael Gandolfini dtd 12/20/2002 Attention: Leta Gandolfini, Trustee	[REDACTED]	Option to Purchase Condo Para. Fifth

(b) No persons, corporations or associations are interested in this proceeding other than those mentioned above.

9. (a) To the best of the knowledge of the undersigned, the approximate total value of all property constituting the decedent's gross testamentary estate is greater than \$ 1,000,000 but less than \$ 10,000,000.

Personal Property \$ 2,000,000 Improved real property in New York State \$ 4,000,000
Unimproved real property in New York State \$ -0-

Estimated gross rents for a period of 18 months \$ -0-

(b) No other testamentary assets exist in New York State, nor does any cause of action exist on behalf of the estate, except as follows: [Enter "NONE" or specify]
NONE

10. Upon information and belief, no other petition for the probate of any will of the decedent or for letters of administration of the decedent's estate has heretofore been filed in any court.

WHEREFORE your petitioner (s) pray (s) that process be issued to all necessary parties to show cause why the Will and the Codicil (s) set forth in Paragraph 3 and presented herewith should not be admitted to probate; (b) that an order be granted directing the service of process, pursuant to the provisions of Article 3 of the S.C.P.A., upon the persons named in Paragraph (6) hereof whose names or whereabouts are unknown and cannot be ascertained, or who may be persons on whom service by personal delivery cannot be made; and (c) that such Will and Codicil (s) be admitted to probate as a Will of real and personal property and that letters issue thereon as follows: [Check and complete all relief requested.]

[X] Letters Testamentary to Deborah Lin, Leta Gandolfini and Roger S. Haber

[X] Letters of Trusteeship to Deborah Lin, Leta Gandolfini and Roger S. Haber f/b/o Liliana Ruth Gandolfini and Michael Gandolfini

f/b/o

f/b/o

[] Letters of Administration c.t.a. to

and that petitioner (s) have such other relief as may be proper.

Dated: June 28, 2013

1. Deborah Lin
(Signature of Petitioner)

DEBORAH LIN
(Print Name)

3. Roger S. Haber
(Signature of Petitioner)

ROGER S. HABER
(Print Name)

2. Leta Gandolfini
(Signature of Petitioner)

LETA GANDOLFINI
(Print Name)

COMBINED VERIFICATION, OATH AND DESIGNATION
 [For use when petitioner is an individual]

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

The undersigned, the petitioner named in the foregoing petition, being duly sworn, says:

1. VERIFICATION: I have read the foregoing petition subscribed by me and know the contents thereof, and the same is true of my own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe it to be true.

2. OATH OF [X] EXECUTOR and [X] TRUSTEE as indicated above: I am over eighteen (18) years of age and a citizen of the United States and I will well, faithfully and honestly discharge the duties of Fiduciary of the goods, chattels and credits of said decedent according to law. I am not ineligible to receive letters and will duly account for all moneys and other property that will come into my hands.

3. DESIGNATION OF CLERK FOR SERVICE OF PROCESS: I hereby designate the Clerk of the Surrogate's Court of NEW YORK County, and his/her successor in office, as a person on whom service of any process, issuing from such Court may be made in like manner and with like effect as if it were served personally upon me, whenever I cannot be found and served within the State of New York after due diligence used.

My domicile is: [REDACTED] (Street Address) [REDACTED] (City/Town/Village) [REDACTED] (State) [REDACTED] (Zip)

(Signature of Petitioner)

ROGER S. HABER
 (Print Name)

On June 28, 2013, before me personally came

ROGER S. HABER

to me known to be the person described in and who executed the foregoing instrument. Such person duly swore to such instrument before me and duly acknowledged that he/she executed the same.

Notary Public
 Commission Expires:
 (Affix Notary Stamp or Seal)

VALERIE A. BAUGH
 Notary Public, State Of New York
 No. 02BA6066606
 Qualified In Suffolk County
 Commission Expires 11/19/13

Signature of Attorney:

Print Name: BARRY N. KAPLAN

Firm Name: KRADITOR & HABER, LLP

Tel No. [REDACTED]

Address of Attorney: [REDACTED]

COMBINED VERIFICATION, OATH AND DESIGNATION
(For use when petitioner is an individual)

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

The undersigned, the petitioner named in the foregoing petition, being duly sworn, says:

1. VERIFICATION: I have read the foregoing petition subscribed by me and know the contents thereof, and the same is true of my own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe it to be true.

2. OATH OF [X] EXECUTOR and [X] TRUSTEE as indicated above: I am over eighteen (18) years of age and a citizen of the United States and I will well, faithfully and honestly discharge the duties of Fiduciary of the goods, chattels and credits of said decedent according to law. I am not ineligible to receive letters and will duly account for all moneys and other property that will come into my hands.

3. DESIGNATION OF CLERK FOR SERVICE OF PROCESS: I hereby designate the Clerk of the Surrogate's Court of _____ NEW YORK _____ County, and his/her successor in office, as a person on whom service of any process, issuing from such Court may be made in like manner and with like effect as if it were served personally upon me, whenever I cannot be found and served within the State of New York after due diligence used.

My domicile is [REDACTED] (Street Address) [REDACTED] (City/Town/Village) [REDACTED] (State) [REDACTED] (Zip)

Debarshi Das
(Signature of Petitioner)

DEBORAH LIN
(Print Name)

On June 28, 2013, before me personally came

DEBORAH LIN
to me known to be the person described in and who executed the foregoing instrument. Such person duly swore to such instrument before me and duly acknowledged that he/she executed the same.

Notary Public
Commission Expires:
(Affix Notary Stamp or Seal)

VALERIE A. BAUGH
Notary Public, State Of New York
No. 02BA6066596
Qualified In Suffolk County
Commission Expires - 11/19/13

Signature of Attorney: Dany A. Caplan

Print Name: BARRY N. KAPLAN

Firm Name: KRADITOR & HABER, LLP _____ Tel No. _____

Address of Attorney: [REDACTED]

COMBINED VERIFICATION, OATH AND DESIGNATION
 (For use when petitioner is an individual)

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

The undersigned, the petitioner named in the foregoing petition, being duly sworn, says:

1. VERIFICATION: I have read the foregoing petition subscribed by me and know the contents thereof, and the same is true of my own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe it to be true.

2. OATH OF ☒ EXECUTOR and ☒ TRUSTEE as indicated above: I am over eighteen (18) years of age and a citizen of the United States and I will well, faithfully and honestly discharge the duties of Fiduciary of the goods, chattels and credits of said decedent according to law. I am not ineligible to receive letters and will duly account for all moneys and other property that will come into my hands.

3. DESIGNATION OF CLERK FOR SERVICE OF PROCESS: I hereby designate the Clerk of the Surrogate's Court of NEW YORK County, and his/her successor in office, as a person on whom service of any process, issuing from such Court may be made in like manner and with like effect as if it were served personally upon me, whenever I cannot be found and served within the State of New York after due diligence used.

My domicile is: [REDACTED]
 (Street Address) (City/Town/Village) (State) (Zip)

Leta Gandolfini
 (Signature of Petitioner)

LETA GANDOLFINI
 (Print Name)

On June 28, 2013, before me personally came

LETA GANDOLFINI
 to me known to be the person described in and who executed the foregoing instrument. Such person duly swore to such instrument before me and duly acknowledged that he/she executed the same.

Notary Public
 Commission Expires:
 (Affix Notary Stamp or Seal)

VALERIE A. BAUGH
 Notary Public, State Of New York
 No. 02BA8086596
 Qualified in Suffolk County
 Commission Expires 11/19/13

Signature of Attorney: *Barry N. Kaplan*

Print Name: BARRY N. KAPLAN

Firm Name: KRADITOR & HABER, LLP

Tel No. [REDACTED]

Address of Attorney [REDACTED]

SURROGATE'S COURT STATE OF NEW YORK
COUNTY OF NEW YORK

PROBATE PROCEEDING
WILL OF JAMES GANDOLFINI
a/k/a JAMES JOHN GANDOLFINI and JIM
GANDOLFINI

Deceased.

AFFIDAVIT OF ATTESTING WITNESS

(After Death)

Pursuant to SCPA 1406

File No.

13-2546

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) ss.:

The undersigned witness, being duly sworn, deposes and says:

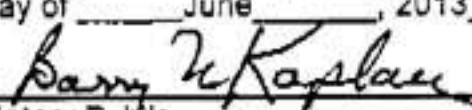
- (1) I have been shown [check one]
(☒) the original instrument dated December 19, 2012
() a court-certified photographic reproduction of the original instrument dated _____
purporting to be the last Will and Testament/Codicil of the above-named decedent.
- (2) On the date indicated in such instrument (under the supervision of an attorney), I saw the decedent subscribe the same at the place where decedent's signature appears, and I heard the decedent declare such instrument to be his/her last Will and Testament/Codicil.
- (3) I thereafter signed my name to such instrument as a witness thereto at the request of the decedent, and I saw the other witnesses) Mayra Vilche and Janeth Leon sign their names (s) at the end of such instrument as a witness thereto.
- (4) At the time the decedent subscribed and executed such instrument, the decedent was to the best of my knowledge and belief upwards of 18 years of age, and in all respects appeared to be of sound and disposing mind, memory and understanding, competent to make a will, and not under any restraint.
- (5) The decedent could read, write and converse in the English language, and was not suffering from defects of sight, hearing or speech, or any other physical or mental impairment, which would affect his/her capacity to make a valid will. The purported instrument was the only copy of said Will/Codicil executed on that occasion, and was not executed in counterparts.
- (6) I am making this affidavit at the request of Barry N. Kaplan, Esq.


(Witness Signature)

Valerie Baugh
(Print Name)

(Street Address)

(Town/State/Zip)

Sworn before me this 25th
day of June, 2013

Notary Public
Commission Expires:
(Affix Notary Stamp or Seal)

BARRY N KAPLAN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KA7156570
Qualified in Westchester County
My Commission Expires July 31, 2014

[Note: Each witness must be shown either the Original Will or a Court-Certified Reproduction thereof. The Notary Public subscribing to this affidavit may Not be a party or witness to the Will.]

SURROGATE'S COURT STATE OF NEW YORK
COUNTY OF NEW YORK

PROBATE PROCEEDING
WILL OF JAMES GANDOLFINI
a/k/a JAMES JOHN GANDOLFINI and JIM
GANDOLFINI

Deceased.

AFFIDAVIT OF ATTESTING WITNESS

(After Death)

Pursuant to SCPA 1406

File No. 13-25-0

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) ss.:

The undersigned witness, being duly sworn, deposes and says:

- (1) I have been shown [check one]
(☒) the original instrument dated December 19, 2012
() a court-certified photographic reproduction of the original instrument dated _____
purporting to be the last Will and Testament/Codicil of the above-named decedent.
- (2) On the date indicated in such instrument (under the supervision of an attorney), I saw the decedent subscribe the same at the place where decedent's signature appears, and I heard the decedent declare such instrument to be his/her last Will and Testament/Codicil.
- (3) I thereafter signed my name to such instrument as a witness thereto at the request of the decedent, and I saw the other witnesses) Valerie Baugh and Mayra Vilche sign their names (s) at the end of such instrument as a witness thereto.
- (4) At the time the decedent subscribed and executed such instrument the decedent was to the best of my knowledge and belief upwards of 18 years of age, and in all respects appeared to be of sound and disposing mind, memory and understanding, competent to make a will, and not under any restraint.
- (5) The decedent could read, write and converse in the English language, and was not suffering from defects of sight, hearing or speech, or any other physical or mental impairment, which would affect his/her capacity to make a valid will. The purported instrument was the only copy of said Will/Codicil executed on that occasion, and was not executed in counterparts.
- (6) I am making this affidavit at the request of Barry N. Kaplan, Esq.

Janeth Leon
(Witness Signature)

Janeth Leon
(Print Name)

(Street Address)

(Town/State/Zip)

Sworn before me this 25th
day of June, 2013
Barry N Kaplan
Notary Public
Commission Expires:
(Affix Notary Stamp or Seal)

BARRY N KAPLAN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KA7156570
Qualified in Westchester County
My Commission Expires July 31, 2019

[Note: Each witness must be shown either the Original Will or a Court-Certified Reproduction thereof. The Notary Public subscribing to this affidavit may Not be a party or witness to the Will.]

does not survive me, then to my wife, DEBORAH LIN, to be hers absolutely, if she survives me, and which property she may distribute in her sole determination, and if she does not survive me, to my Executors to be divided as my Executors shall determine, which determination shall be conclusive and binding upon all persons interested in my estate.

B) I give all my other tangible personal property (other than currency) to my wife, DEBORAH LIN, to be hers absolutely, if she survives me, and which property she may distribute in her sole determination, and if she does not survive me, then to my Executors to be divided as my Executors shall determine, which determination shall be conclusive and binding upon all persons interested in my estate.

C) Any expenses which may be incurred in selling, storing, packing, shipping and insuring any of such tangible personal property, including any expense 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.

FOURTH: I give, devise and bequeath the following:

A) To my assistant, PAULETTE FLYNN BOURNE a/k/a TRIXIE FLYNN, the sum of Two Hundred Thousand (\$200,000.00) Dollars, provided she shall survive me;

B) To my friend, FATIMA BAE, the sum of Fifty Thousand (\$50,000.00) Dollars, provided she shall survive me;

SURROGATE'S COURT STATE OF NEW YORK
COUNTY OF NEW YORK

PROBATE PROCEEDING

WILL OF JAMES GANDOLFINI

a/k/a JAMES JOHN GANDOLFINI and JIM
GANDOLFINI

Deceased.

AFFIDAVIT OF ATTESTING WITNESS

(After Death)

Pursuant to SCPA 1406

File No. 3-2546

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) ss.:

The undersigned witness, being duly sworn, deposes and says:

- (1) I have been shown [check one]
(☒) the original instrument dated December 19, 2012
(☐) a court-certified photographic reproduction of the original instrument dated _____
purporting to be the last Will and Testament/Codicil of the above-named decedent.
- (2) On the date indicated in such instrument (under the supervision of an attorney), I saw the decedent subscribe the same at the place where decedent's signature appears, and I heard the decedent declare such instrument to be his/her last Will and Testament/Codicil.
- (3) I thereafter signed my name to such instrument as a witness thereto at the request of the decedent, and I saw the other witnesses) Valerie Baugh and Janeth Leon sign their names (s) at the end of such instrument as a witness thereto.
- (4) At the time the decedent subscribed and executed such instrument, the decedent was to the best of my knowledge and belief upwards of 18 years of age, and in all respects appeared to be of sound and disposing mind, memory and understanding, competent to make a will, and not under any restraint.
- (5) The decedent could read, write and converse in the English language, and was not suffering from defects of sight, hearing or speech, or any other physical or mental impairment, which would affect his/her capacity to make a valid will. The purported instrument was the only copy of said Will/Codicil executed on that occasion, and was not executed in counterparts.
- (6) I am making this affidavit at the request of Barry N. Kaplan, Esq.

Mayra Vilche
(Witness Signature)

Mayra Vilche
(Print Name)

(Street Address)

(Town/State/Zip)

Sworn before me this 25th
day of June, 2013
Barry N. Kaplan
Notary Public
Commission Expires:
(Affix Notary Stamp or Seal)

BARRY N. KAPLAN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KA7156870
Qualified in Westchester County
My Commission Expires July 31, 2014

[Note: Each witness must be shown either the Original Will or a Court-Certified Reproduction thereof. The Notary Public subscribing to this affidavit may Not be a party or witness to the Will.]

STATE OF NEW YORK
SURROGATE'S COURT: COUNTY OF NEW YORK

PROBATE PROCEEDING

WILL OF JAMES GANDOLFINI
a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

AFFIDAVIT RE NO NEED
FOR GUARDIAN AD LITEM
File No. 2013-2546

Valerie A. Baugh, being duly sworn, deposes and says:

That I am attorney admitted to practice before the Courts of the State of New York and have knowledge of the following facts because I have acted as the decedent's business manager for approximately the past fifteen years.

That I make this affidavit to advise the Surrogate's Court of New York County that there is no need to appoint a guardian ad litem for Michael Gandolfini the minor son of the decedent.

Michael Gandolfini was born on May 10, 1999 to James Gandolfini and Marcella Wudarski Gandolfini who were then married.


That when the decedent and his first wife, Marcella Wudarski Gandolfini, were divorced as a part of the divorce settlement an insurance trust was created for the benefit of their son, Michael Gandolfini

That insurance trust dated December 20, 2002 owns a life insurance policy upon the life of the decedent in the sum of \$7 million.

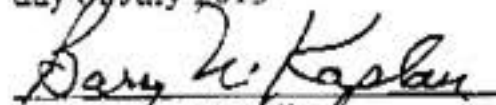
That the Trustee of that insurance trust is Leta Gandolfini the sister of the decedent and aunt of Michael Gandolfini.

Therefore, the decedent, knowing he had made provision for his son outside of his Will, made no provision for him in his Will. This is stated in Paragraph Ninth of his Will submitted for probate to this Court.

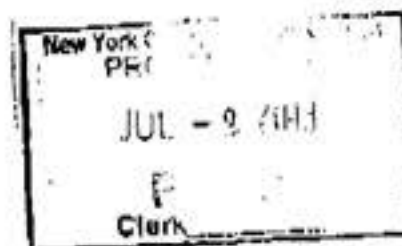
That I make this affidavit under penalties of perjury knowing that the Surrogate's Court of New York County will rely upon the same.


Valerie A. Baugh

Sworn to me this 2nd
day of July 2013


Notary Public

BARRY N KAPLAN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KA7156570
Qualified in Westchester County
My Commission Expires July 31, 2017



 PROBATE PROCEEDING,
 WILL OF JAMES GANDOLFINI

a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

Deceased.

NOTICE OF PROBATE
 (SCPA 1409)

File No.

13-2546

Notice is hereby given that:

1. The Will dated December 19, 2012 (and Codicil dated __NA__)

(and Codicil dated __NA__) of the above named decedent, domiciled at _____

_____ has been/will be offered for probate in the Surrogate's Court for the County of New York _____.

2. The name (s) of proponent (s) of said Will are Debra Lin, Leta Gandolfini and Roger S. Haber

whose address(es) are _____

_____ respectively

3. The name and post office address of each person named or referred to in the petition who has not been served or has not appeared, or waived service of process, with a statement whether such person is named or referred to in the will as legatee, devisee, trustee, guardian or substitute or successor executor, trustee or guardian, and as to any such person who is an infant or an incompetent, the name and post office address of a person upon whom service of process may be made on behalf of such infant or incompetent, is as follows:

NAME	MAILING ADDRESS	NATURE OF INTEREST OR STATUS
SEE ATTACHED LIST		

(USE ADDITIONAL SHEETS IF NECESSARY)

Date July 1, 2013

[Note: Complete Affidavit of Mailing. If serving infant 14 years of age or older, list and mail to infant as well as parent or guardian.]

Name of Attorney: Barry N. Kaplan Tel. No. _____

Address of Attorney: _____

P-6 (10/96)

STATE OF NEW YORK
SURROGATE'S COURT: COUNTY OF NEW YORK

PROBATE PROCEEDING,
WILL OF JAMES GANDOLFINI

a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

Deceased.

LIST OF PERSONS GIVEN NOTICE OF PROBATE

Name	Domicile Address and Mailing Address	Nature of Interest or Status
Johanna Antonacci	[REDACTED]	Substitute Trustee Paragraph Fourteenth B of Will and Substitute Guardian Paragraph Fifteen of Will and Thirty Percent (30%) of Residuary Paragraph Eighth A i of Will
Paulette Flynn Bourne a/k/a Trixie Bourne	[REDACTED]	Bequest of \$ 200,000 Para. Fourth A of Will
Fatima Bae	[REDACTED]	Bequest of \$ 50,000 Para. Fourth B of Will
Laura Antonacci	[REDACTED]	Bequest of \$ 500,000 Para. Fourth C of Will
Jenna Antonacci	[REDACTED]	Bequest of \$ 500,000 Para. Fourth D of Will
Robert Joseph Parish	[REDACTED]	Bequest of \$ 100,000 Para. Fourth E of Will
Thomas A. Richardson	[REDACTED]	Bequest of \$ 200,000 Para. Fourth F of Will
Doug Katz	[REDACTED]	Bequest of \$ 50,000 Para. Fourth G of Will

AFFIDAVIT OF MAILING NOTICE OF PROBATE

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

ALEXCIA WHITE, residing at _____
 being duly sworn, says that he/she is over the age of 18 years, that on the _____ 1st _____ day of
 _____ July, 2013, he/she deposited in the post office box regularly maintained by the government of the
 United States in the _____ City and County _____ of _____ New York _____, State of New York, a copy
 of the foregoing Notice of Probate contained in a securely closed postpaid wrapper directed to each of the
 persons named in said notice at the places set opposite their respective names.

Sworn to before me this _____ 1st _____

day of _____ July _____, 2013

Barry N. Kaplan
 Notary Public
 Commission Expires:
 (Affix Notary Stamp or Seal)

Alexcia White
 Signature

 Alexcia White
 Print Name

BARRY N KAPLAN
 NOTARY PUBLIC-STATE OF NEW YORK
 No. 02KA7156870
 Qualified in Westchester County
 My Commission Expires July 31, 2017

Name of Attorney Barry N. Kaplan Tel. No.: _____

Address of Attorney _____

STATE OF NEW YORK
SURROGATE'S COURT: COUNTY OF NEW YORK

PROBATE PROCEEDING

WILL OF JAMES GANDOLFINI
a/k/a JAMES JOHN GANDOLFINI and JIM GANDOLFINI

AFFIDAVIT RE REMOVED
STAPLES
File No. 2013-2546

Barry N. Kaplan, being duly sworn, deposes and says:

That the original Will of James Gandolfini bears staple holes indicating that staples had been inserted and removed from the Will.

That the staple holes resulted from the staples being removed after the death of the decedent in order to make photocopies of the original Will. After the original Will was photocopied new staples were placed into the Will to hold it together.

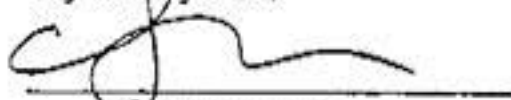
That no pages of the original Will were replaced or changed.

That the original Will submitted to the Surrogate's Court for probate contains all of the original pages as written and approved by the decedent. That I know the same because I was the attorney draftsman of said Will.

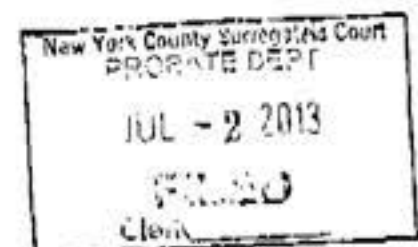
That I make this affidavit under penalties of perjury knowing that the Surrogate's Court of New York County will rely upon the same.


Barry N. Kaplan

Sworn to me this 2nd
day of July 2013


Notary Public

VALERIE A. BAUGH
Notary Public, State Of New York
No. 02BA6086598
Qualified In Suffolk County
Commission Expires 11/14/13



C) To my niece, LAURA ANTONACCI, the sum of Five Hundred Thousand (\$500,000.00) Dollars, provided she shall survive me;

D) To my niece, JENNA ANTONACCI, the sum of Five Hundred Thousand (\$500,000.00) Dollars, provided she shall survive me;

E) To my godson, ROBERT JOSEPH PARISH, the sum of One Hundred Thousand (\$100,000.00) Dollars, provided he shall survive me.

F) To my friend, Thomas A. Richardson, the sum of Two Hundred Thousand (\$200,000.00) Dollars, provided he shall survive me;

G) To my friend, Doug Katz, the sum of Fifty Thousand (\$50,000.00) Dollars, provided he shall survive me with the hope that he will use it for the benefit of his son.

FIFTH: I direct my Executors to and I give and grant to the Trust which I have created for the benefit of my beloved son, MICHAEL GANDOLFINI, a first option to purchase all my right, title and interest in Condominium Unit No. [REDACTED] together with Parking Space Number [REDACTED] located at [REDACTED] at its fair market value. In the event that said trust does not purchase from my estate Condominium Unit No. [REDACTED] together with Parking Space Number [REDACTED] located at [REDACTED] then the same shall be a part of my residuary estate and be disposed of in accordance with the provisions hereinafter contained in this my, Last Will and Testament, regarding the disposition of my residuary estate.

SIXTH: I have provided for my wife, DEBORAH LIN, as set forth in Articles Third and Eighth (B) herein. I have also made other

provisions for DEBORAH LIN and therefore, I am not making any further provisions for her under this, my Last Will and Testament.

SEVENTH: I give, devise and bequeath to my Trustees, hereinafter named, IN TRUST NEVERTHELESS, all of my right, title and interest in and to the house and land which I own in Italy. My Trustees shall hold the same for the benefit of my son, Michael Gandolfini and my daughter, Lilliana Ruth Gandolfini. The interest of my son, Michael Gandolfini in this Trust shall be fifty (50%) percent and the interest of my daughter, Lilliana Ruth Gandolfini shall be fifty (50%) percent. Upon both beneficiaries of this trust reaching the age of twenty-five (25) said property shall be transferred to them in such percentages. It is my hope and desire that they will continue to own said property and keep it in our family for as long as possible.

EIGHTH: A) I give, devise and bequeath all the rest, residue and remainder of my estate, of whatsoever nature and wheresoever situate, including any lapsed legacies, bequests and devises, (sometimes referred to herein as my "residuary estate") as follows:

- I) Thirty Percent (30%) to my sister, LETA GANDOLFINI;
- II) Thirty Percent (30%) to my sister, JOHANNA ANTONACCI;
- III) Twenty Percent (20%) to my wife, DEBORAH LIN;
- IV) Twenty Percent (20%) to my daughter, LILIANA RUTH GANDOLFINI.

B) In the event that any of the above-named beneficiaries shall predecease me or die with me in or as the result of a common accident or disaster or under such circumstances that it is

doubtful who died first, then the interest of such a deceased residuary estate beneficiary I give devise and bequeath to the remaining residuary estate beneficiaries in equal shares, share and share alike. In the event that any two of the above-named beneficiaries shall predecease me or die with me in or as the result of a common accident or disaster or under such circumstances that it is doubtful who died first, then the interest of such a deceased residuary estate beneficiaries I give devise and bequeath to the remaining residuary estate beneficiary.

NINTH: I have in mind my beloved son, MICHAEL GANDOLFINI, but I am not providing for him other than as set forth in this my Last Will and Testament because I have made other provisions for him.

TENTH: Whenever, pursuant to the provisions of this, my Will, any share of my estate or any income therefrom shall be payable or distributable to any beneficiary who is under twenty-one (21) years of age, the same shall absolutely vest in and belong to such beneficiary, but payment thereof may be deferred, and I authorize my Trustees, in their sole and uncontrolled discretion, to hold the same and to retain the custody and control thereof, and to administer the same on the beneficiary's behalf, and to accumulate the income therefrom, if any, with all the investment and other powers hereinafter granted to them as Trustees, and I direct that they shall apply so much of the income and principal thereof as in their discretion they may deem advisable and proper from time to time for the support, education and maintenance of such beneficiary, and upon such

beneficiary's attaining the age of twenty-one (21) years, to pay over to such beneficiary whatever principal and income may then remain in their hands, or in the event such beneficiary shall die prior to attaining the age of twenty-one (21) years, then to the estate of such beneficiary.

ELEVENTH: Any income or corpus to be applied for the use and benefit of a beneficiary under the age of twenty-one (21) years, under the provisions of this Will, may be so applied by the Executors and Trustees either directly or by making payment, without bond, to such beneficiary, or to a guardian of the person or of the property of such beneficiary, or to any head of any household with whom such beneficiary resides, for the use of such beneficiary, in which event the receipt of such beneficiary, parent, guardian or person, as the case may be, shall be a complete discharge to the Executors or Trustees making such payment; such person need not be legally appointed the guardian of such beneficiary, nor shall such beneficiary, guardian or person be obligated to give any accounting for the disposition of said income or corpus except on the written request of the Executors or Trustees hereunder.

TWELFTH: No principal or income payable or to become payable under any trust created by this Will shall be subject to anticipation or assignment by any beneficiary thereof, or to attachment by or to the interference or control of any creditor of any such beneficiary, or to be taken or reached by any legal or equitable process in satisfaction of any debt or liability of such beneficiary prior to its actual receipt by the beneficiary.

THIRTEENTH: In addition to, and not in limitation of, the powers and discretions elsewhere herein granted and conferred by law, I give and grant to my Executors and Trustees, in the administration of my estate and the Powers-in-Trust hereunder and, insofar as pertinent, in the administration of accumulated income held hereunder, the following powers and discretions:

A) To retain, in their absolute discretion and for such period or periods as shall seem advisable to them, all or any part of the property owned by me at the time of my death, the property received at the commencement of any Trust and the property received in substitution therefore.

B) To invest and reinvest the funds of my estate or of any Trust, in property of any kind, real, personal, mixed or chooses in action, irrespective of any statute, case, rule or custom limiting the investment of estate or Trust funds.

C) To continue and to operate any business or interest therein I may own at the time of my death for such time as they shall deem advisable; to engage in any other business; to become or remain a partner, general or special, in any business; to incorporate any such business and hold the stock thereof as an investment; and to provide capital for and employ agents to manage and operate any such business without liability or indebtedness resulting from the operation thereof if the management is selected with reasonable care.

D) To sell at public or private sale, exchange, mortgage, lease (although the term of the lease may extend beyond

the term of any Trust) and otherwise manage and deal with real estate and rights below and above its surface.

E) To exercise all rights as the owner of securities including, among others, the right to vote by proxy, participate in reorganizations and voting Trusts and hold stock in their own names, jointly or severally, or in the name of a nominee, with or without disclosing the fiduciary relationship.

F) To carry out the terms of any agreement I may have entered into to sell all or any part of any property or any interest I may own in any business at the time of my death.

G) To borrow money and mortgage or pledge the property of my estate or any Trust as security therefor; to advance money for the protection of my estate or any Trust and secure such advances by a lien on the property of my estate or any Trust; and to advance income to beneficiaries and secure such advance by a lien on the future benefits of such beneficiaries.

H) To make allotments and distribution in kind without regard to the income tax basis of any assets.

I) To compromise and arbitrate claims in favor of or against my estate or any Trust.

J) To determine, in their sole discretion, what is income or corpus of my estate or any Trust and to apportion and allocate all receipts, credits, disbursements, expenses and charges to income or corpus as they shall deem proper and, except insofar as they shall exercise such discretion, matters relating to the rights of