

LAST WILL AND TESTAMENT

OF

MARY HALL CAINE BURR

I, MARY HALL CAINE BURR, of the County of Martin, State of Florida, by this instrument revoke my former Wills and Codicils to them and declare this to be my Will.

I.

CREMATION

I direct that my body be cremated, and that the ashes be delivered to my personal representative for burial alongside my late husband in Willowbrook Cemetery, 395 North Main Street, Westport, Connecticut, in the lot that I have purchased and to pay all expenses thereof.

II.

FAMILY

I am not married at the time of this Will.

I have two children born to me from an earlier marriage, my son, MICHAEL M. APOSTOL, who currently resides in Pleasant Valley, New York, and my son, NICHOLAS M. APOSTOL, who current resides in Palm City, Florida. My deceased husband also has a son, HOWARD COURTNEY BURR, III. I raised COURTNEY from the time he was very young and consider him my son even though I never formally adopted him. As a result, it is my intent that the bulk of my estate shall be shared equally by, MICHAEL, NICHOLAS and COURTNEY. Therefore, the words "my sons" or "my children" wherever used in this Will shall refer to all three of the named individuals.

III.

PAYMENT OF CLAIMS, EXPENSES AND ESTATE TAXES

I direct my personal representatives to pay from my probate estate all of the expenses of my last illness, funeral expenses, costs of administration, including ancillary administration, and other proper charges against my estate. I also direct my personal representatives to pay from my probate estate all estate and inheritance taxes that are payable because of my death, even though property that is included in the determination of a tax does not pass under this will. Insofar as possible, any payment shall be made as an expense of administration without apportionment, except as provided above, to anyone and without seeking contribution or reimbursement from anyone.

IV.

SPECIFIC BEQUESTS

I direct my personal representative, as soon as it is administratively convenient, to make the following distributions:

JS

MARY HALL CAINE BURR

AMQ

- A. To my brother, SIR DEREK HALL CAINE, BT., the sum of Ten Thousand (\$10,000.00) Dollars. If my brother predeceases me, this gift shall be made to my niece, MELISSA HALL CAINE. If both my brother and niece predecease me, this gift shall fail.
- B. To my niece, MELISSA HALL CAINE, the sum of Ten Thousand (\$10,000.00) Dollars. If she predeceases me, this gift shall fail.
- C. To my friend, LILLIAN E. ELPHICK, of 19 Compton House, Blackwater Drive, Calmore, Totton, Great Britain, the sum of Five Thousand (\$5,000.00) Dollars. If she predeceases me, this gift shall fail.
- D. To my step-son, HOWARD COURTNEY BURR, III, the right to be buried in the cemetery lot beside the lot where his father is buried in the Willowbrook Cemetery, 395 North Main Street, Westport, Connecticut. Included in this distribution is the right of my step-son, COURTNEY, to designate who may be buried alongside him in the referenced lot.
- E. To my brother, SIR DEREK HALL CAINE, BT., Cemetery Lot 10E in Section 9 of the Willowbrook Cemetery, burial expenses and headstone.

V.

TANGIBLE PERSONAL PROPERTY

I give certain items of the tangible personal property owned by me at the time of my death in the manner described in the last dated writing made for this purpose and signed by me that is in existence at the time of my death. My personal representatives may assume that no such writing exists if none is found within thirty (30) days of receiving notice of this gift after the admission of this will to probate.

All the rest of the tangible personal property owned by me at the time of my death, except money and except such as may be used in the operation of a business or as a part of rental property, together with insurance upon automobiles, shall be distributed in substantial equal shares to, MICHAEL M. APOSTOL, NICHOLAS M. APOSTOL, and HOWARD COURTNEY BURR, III, in substantially equal shares as they agree. If the three cannot agree within thirty (30) days, I direct that my personal representative shall dispose of the remaining items by gift to tax-exempt entities or by sale, the proceeds of sales to be disposed as part of the rest of my estate.

VI.

THE RESIDUE

The rest of my probate estate after payment of estate taxes, including all lapsed and void gifts, hereafter designated as my residuary estate, shall be divided into equal shares so as to provide one equal share for each of my living children and one equal share for each of my predeceased children with living lineal descendants. It is my intent that HOWARD COURNTNEY BURR, III, shall be considered a child for purposes of this division, notwithstanding that I have never adopted him. If a share is established for my son, NICHOLAS M. APOSTOL, it shall be distributed to him outright and free of trust. If a share is established for HOWARD COURTNEY BURR, III, it shall be

distributed to him outright and free of trust. If a share is established for my son, MICHAEL M. APOSTOL, then I direct that the share so established shall be further divided so that one-half (1/2) MICHAEL'S share shall be distributed to MICHAEL outright and free of trust and the remaining one-half (1/2) of MICHAEL'S share shall be further divided into subshares for his living children and each subshare so established shall be distributed to or for the benefit of each of MICHAEL'S living children. If a share is established for a predeceased child of mine, the share shall be distributed to the living lineal descendants of such predeceased child, per stirpes.

VII.

APPOINTMENT OF PERSONAL REPRESENTATIVES

A. I appoint my step-son, HOWARD COURTNEY BURR, to be personal representative of my estate. If my step-son, HOWARD COURTNEY BURR, is unable or unwilling to serve, I appoint my attorney, JAMES SOPKO, to be personal representative of my estate.

B. I direct that no bond be required for the individuals appointed as personal representative of my estate. Any personal representative shall be reimbursed for all reasonable expenses incurred in the administration of the estate. An individual personal representative may receive reasonable compensation for services actually performed.

C. The personal representatives shall not be liable for damage or loss caused by honest errors of judgment made by them or their agents or employees, or by any good faith exercise of the discretions given to them.

VIII.

POWERS OF PERSONAL REPRESENTATIVES

The personal representatives named in this Will, and their successors and parties serving in their stead, shall be governed by the provisions of Sections 733.612 and 733.402 and Chapter 738, Florida Statutes, that are not in conflict with this instrument, and they shall have all additional powers and protection granted by statute to them and to trustees at the time of application that are not in conflict with this instrument. In addition and not in limitation of any common-law or statutory authority, and without application to any court, they shall follow the directions hereafter given and shall have the powers and responsibilities described below to be exercised in their absolute discretion.

A. With regard to both real and personal property, for the purpose of obtaining funds for payment of taxes, claims and costs of administration, payment of bequests and making distributions, conversion into cash, management of the property and for every other proper purpose, they may acquire, retain, invest, reinvest, exchange, lease, sell, borrow, mortgage, pledge, transfer and convey in such manner and on such terms without limit as to time as they may deem advisable, even for terms beyond the expected administration of my estate, and no purchaser or lender shall be held liable to see to the propriety of the transaction, nor to the application of the proceeds.

B. To pay all or any portion of administration expenses, debts and taxes out of income or principal and to accumulate the income of the estate for this purpose. Unless otherwise provided by this instrument, the amounts paid from income shall be charged against income, and those payments

shall require no reimbursement or adjustment of the accounts of the estate or of the shares that the beneficiaries shall be entitled to receive in income or principal.

C. To pay expenses that are reasonable in the judgment of the personal representatives for the delivery of gifts.

D. To pay any pledge to a charity made by me in writing, if in the judgment of the personal representatives, I would want the pledge paid.

E. The distribution of a gift to a person who has not attained the age of 21 years at the time of distribution shall be made to the custodian for the minor under the Florida Uniform Transfers to Minors Act. If there is none, the custodians shall be appointed by the personal representative, and any party serving as personal representative may be appointed as custodian.

F. To make such elections under the tax laws as they may deem advisable, without regard to the relative interest of the beneficiaries. No adjustment shall be made between principal and income or in the relative interests or share of the beneficiaries to compensate for the effect of elections under the tax laws made by my personal representative.

IX.

DEFINITIONS

A. Wherever in this instrument, the context and facts permit, masculine, feminine and neuter pronouns and the words "personal representative", whether singular or plural, shall include singular and plural all genders and future fiduciaries as well as those named in this instrument.

B. Wherever in this instrument, the context and facts permit, masculine, feminine and neuter pronouns and the words "personal representative" and "trustee", whether singular or plural, shall include singular and plural all genders and future fiduciaries as well as those named in this instrument.

C. The application by the personal representatives and trustees of the definitions set forth above shall be conclusive upon all persons if made in good faith.

IN WITNESS WHEREOF, I have declared this instrument to be my Will, and I have signed it at Stuart, Florida, on January 15, 2003.

/s/ Mary Hall Caine Burr
MARY HALL CAINE BURR

In our presence the foregoing instrument was declared by the above-named Testatrix to be her Will and it was signed by her. We have subscribed our names as witnesses in the presence of the Testatrix, at her request and in the presence of each other after the Testatrix signed her name, on January 15, 2003.

JS

MARY HALL CAINE BURR

AMQ

/s/ Anna M. Quesada of 3071 SE Galt Circle
Anna M. Quesada Port St. Lucie, FL 34984

/s/ James Sopko of 1762 SW Crane Creek Circle
James Sopko Palm City, FL 34990

STATE OF FLORIDA
COUNTY OF MARTIN

I, MARY HALL CAINE BURR, declare to the officer taking my acknowledgement of this Last Will and Testament, and to the subscribing witnesses, that I signed this instrument as my Will.

/s/ Mary Hall Caine Burr
MARY HALL CAINE BURR, Testatrix

We, ANNA M. QUESADA and JAMES SOPKO, have been sworn by the officer signing below, and declare to that officer on our oaths that the Testatrix declared the Last Will and Testament, to be the Testatrix's Will and signed it in our presence and that we each signed the instrument as a witness in the presence of the Testatrix and of each other.

/s/ Anna M. Quesada
Anna M. Quesada

/s/ James Sopko
James Sopko

Acknowledged and subscribed before me by MARY HALL CAINE BURR, who [] is personally known to me, [] has produced a Florida Driver's License, or [] has produced _____ as identification, and sworn to and subscribed before me by the witnesses, ANNA M. QUESADA who [] is personally known to me or [] has produced _____ as identification and JAMES SOPKO who [] is personally known to me or [] has produced _____ as identification and subscribed by me in the presence of the Testatrix and the subscribing witnesses, all on January 2003.

(NOTARY SEAL)

/s/ Regina R. Mantz
REGINA R. MANTZ
I am a Notary Public of the State of Florida,
having a commission number of DD145672 and
my commission expires 09/25/2006.

JS

MARY HALL CAINE BURR

AMQ