

I, FLORA THOMPSON BROWN RUSSELL, residing in the Borough of Manhattan, City, County and State of New York, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and other testamentary dispositions heretofore made by me.

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

SECOND: I give and bequeath to my husband, THEODORE KRUEGER RUSSELL, if he be living, all of my personal and household effects, including but not being limited to, furniture, automobiles, clothing, jewelry and objects of art, to be his own property, absolutely and forever; but if he predeceases me, then I give and bequeath said property to SIDNEY STRUBLE, to be his own property, absolutely and forever. Without in any way intending to limit the absolute nature of the foregoing gift, it is my wish and desire that my said husband, THEODORE KRUEGER RUSSELL, or if he does not survive me, that the said SIDNEY STRUBLE, distribute the foregoing articles in such manner and to such persons as I may designate in a letter which I may address to them, or either of them, before my death.

THIRD: All the rest, residue and remainder of my estate, whether real, personal or mixed, of whatsoever kind or nature, and wheresoever situated, and whether acquired before or after the execution of this, my Will, including any lapsed legacies, shall be divided into two equal shares or parts, to be disposed of as follows:

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ARTICLE A

One such share or part I give, devise and bequeath to my husband, THEODORE KRUEGER RUSSELL, if he be living, to be his own property, absolutely and forever, and if he predecease me, said share or part shall be added to the trust hereinbelow provided for the benefit of my son, WILLIAM MILLS NEAL, JR., if he be living, but if my said son be not then living, the said share shall be paid over and delivered to his lawful issue him surviving, in equal shares per stirpes, and in default of such issue, then to my sisters, MARY ANN SCOVILLE EHRENBURG and DIXIE ELIZABETH SCOVILLE KRAFSUR, in equal shares, and if either of my said sisters be then deceased, the share such deceased sister would have taken if living shall be paid over and delivered to her lawful issue her surviving, in equal shares per stirpes, and in default of such issue, then to the survivor of my said sisters, and if both are then deceased, then to the lawful issue surviving any deceased sister, in equal shares per stirpes.

ARTICLE B

1. The other such share or part, or in the event that my said husband, THEODORE KRUEGER RUSSELL, predeceases me, both of said shares or parts, I give, devise and bequeath to my trustees hereinafter named, intrust, nevertheless, to collect and receive the rents, issues and profits from and of the principal thereof, and, after deducting therefrom all proper charges incidental to the administration of said trust, to apply during the minority of my son, WILLIAM MILLS NEAL, JR., so much of the net income of said trust fund as in the judgment of my said trustees may be necessary and proper for the

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reasonable and suitable education, maintenance and support of my said son, and to retain the unapplied net income and to invest and reinvest the same for accumulation for the benefit of my said son.

2. When my said son, WILLIAM MILLS NEAL, JR., attains the age of twenty-one years, such accumulation, if any, shall be paid over and delivered to my said son, and thereafter the entire net income of said trust shall be paid over to him during his lifetime in as nearly equal quarterly instalments as possible, except as otherwise hereinafter provided.

3. My trustees shall pay over and deliver the principal of said trust to my said son, WILLIAM MILLS NEAL, JR., as follows:

(a) One-third thereof when my said son attains the age of twenty-one years;

(b) One-half of the balance thereof when my said son attains the age of twenty-five years; and

(c) The balance thereof when my said son attains the age of thirty years, at which time the said trust shall cease and terminate.

4. During the minority of my said son, I hereby authorize and empower my said trustees, in their absolute and uncontrolled discretion, to apply so much of the principal of said trust, in addition to any income therefrom, as they deem necessary for the education, maintenance and support of, or to meet the cost of any illness or other emergency affecting, my said son.

5. Upon the death of my said son, WILLIAM MILLS

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NEAL, JR., during the pendency of the said trust, or in the event my said son predeceases me, then upon my death, the principal of said trust, as then constituted, or the said share of my residuary estate, as the case may be, shall be paid over and delivered to his lawful issue him surviving, in equal shares per stirpes, and in default of such issue, then to my said husband, THEODORE KRUEGER RUSSELL, if he be living, to be his own property, absolutely and forever, but if my said husband shall not be then living, the said principal or share shall be paid over and delivered to my said sisters, MARY ANN SCOVILLE EHRENBURG and DIXIE ELIZABETH SCOVILLE KRAFSUR, in equal shares, and if either of my said sisters be then deceased, the share such deceased sister would have taken if living shall be paid over and delivered to her lawful issue her surviving, in equal shares per stirpes, and in default of such issue, then to the survivor of my said sisters, and if both are then deceased, then to the lawful issue surviving any deceased sister, in equal shares per stirpes.

FOURTH: (a) I hereby nominate, constitute and appoint my said husband, THEODORE KRUEGER RUSSELL, the executor of this, my Last Will and Testament.

(b) I hereby nominate, constitute and appoint my said husband, THEODORE KRUEGER RUSSELL, and FIDUCIARY TRUST COMPANY OF NEW YORK, trustees of such part of my estate as is placed in trust as hereinbefore provided.

(c) Should my said executor, or either of my said trustees, fail to qualify or cease from acting as such executor or trustees, I hereby nominate, constitute and

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appoint SIDNEY S TRUBLE successor executor and/or trustee in his or its place and stead, with the same powers as herein granted to my said executor and/or trustees.

(d) I hereby direct that neither of my said executor nor my said trustees (including the said successor executor and successor trustee) shall be required to give any bond or security for the proper discharge of their duties in any jurisdiction in which they may be called upon to act.

FIFTH: I direct that all estate, transfer, succession, inheritance, death or similar taxes or duties of any kind or in any jurisdiction shall be paid by my executor out of my general estate without apportionment thereof among the legatees and devisees herein mentioned.

SIXTH: I hereby authorize and empower my executor and trustees to lease, mortgage or exchange any or all of my property, both real and personal, or any part thereof, or to sell the same at public or private sale, at such time and upon such terms as to credit or otherwise, as to them may seem proper.

I hereby further authorize and empower my executor and trustees to make, execute, acknowledge and deliver any assignment, deed, conveyance or instrument in writing, whether under seal or otherwise, which they may deem necessary or expedient for the purpose of exercising the powers herein granted and conferred.

SEVENTH: I hereby further authorize and empower my executor and trustees, in their absolute discretion, to retain and hold any investments, security or securities, stock, bonds or other property, real, personal or mixed, which my

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said estate may hold at the time of my death, whether or not such investments are properly authorized investments for trust funds under the laws of the State of New York.

EIGHTH: I hereby further authorize and empower my executor and trustees, in their sole discretion, to sell or otherwise dispose of, call in or change any or all such investments, and I hereby direct that the proceeds thereof shall be invested by my executor and trustees from time to time only in such securities or property as may be permitted for the investment of trust funds under the laws of the State of New York.

NINTH: All stock dividends or distribution of capital or surplus of any corporation, however arising, whether by way of stock or otherwise, which shall be received by my executor and trustees on any of the securities or investments which may at any time be held by them hereunder, shall in their sole and absolute discretion, to the extent that such discretion may legally be exercised, be considered either as a part of the principal of the trust estate and as resulting from the partial liquidation of such securities and investments or as income to be distributed to the beneficiary thereof.

TENTH: I hereby authorize my executor and trustee to vote in person or by proxy all stocks or other securities held by them, and to consent to any reorganization, consolidation, merger or dissolution of any corporation, and to accept securities issued by any corporation for other securities of such corporation or any other corporation, giving and granting unto my said executor and trustees full power and

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authority to make, execute and deliver all instruments necessary and proper in order to carry out the powers herein granted.

ELEVENTH: In any case in which my executor and trustees are required, pursuant to the provisions hereof, to divide, pay over or distribute any part of my estate or of the trusts created herein, my executor and trustees are authorized and empowered in their sole discretion to make such separation, division or distribution in kind, or partly in kind and partly in money, and to the extent that the same may be permitted by law, the judgment of my executor and trustees concerning the propriety thereof and the relative value for the purpose of separation, division or distribution shall be binding and conclusive upon all persons interested therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of October, 1946, in the presence of Sidney Struble, Milton Sargoy, and P. Richard Megali, whom I have requested to become attesting witnesses hereto.

FLORA THOMPSON BROWN RUSSELL (L.S.)

Witnesses:

SIDNEY STRUBLE

MILTON SARGOY

P. RICHARD MEGALI

THE FOREGOING INSTRUMENT, consisting of seven (7) typewritten pages, this being the seventh page thereof, was at the date hereof subscribed, sealed, published and declared by the above-named testatrix as and for her last Will and Testament, in the presence of us, who at her request, in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 25th day of Oct-

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ober, 1946. This clause having first been read to and duly noted by us, we do hereby certify that the matters therein related took place in fact and in the order therein recited and that the testatrix signed her name on the margin of each preceding page.

NAMES

RESIDENCES

SIDNEY STRUBLE

553-7TH ST. BROOKLYN, N.Y.

MILTON SARGOY

64 RIVERSIDE DRIVE, N.Y. 24, N.Y.

P. RICHARD MEGALI

4138 BARNES AVENUE, N.Y. 66, N.Y.

CERTIFICATE TO THE PROBATE OF WILL

Form No. 55-6-41-500

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The State of Alabama,
JEFFERSON COUNTY.

PROBATE COURT

I, the undersigned, as Judge of the Court of Probate in and for said State and County do hereby certify that the within instrument of writing purporting to be a certified copy of the last will and testament of _____

Flora Thompson Brown Russell

deceased, as well as an exemplification of the records relating to the probate thereof in the County of _____

Litchfield, District of New Milford, State of Connecticut

has this day in this Court been duly presented, and the said will has been, upon the proof, duly admitted to probate in this Court, and before me as the Judge thereof, as the last will and Testament of _____

Flora Thompson Brown Russell, _____ deceased,

and that said will together with the proof thereof have been recorded in my office in Book of Wills,

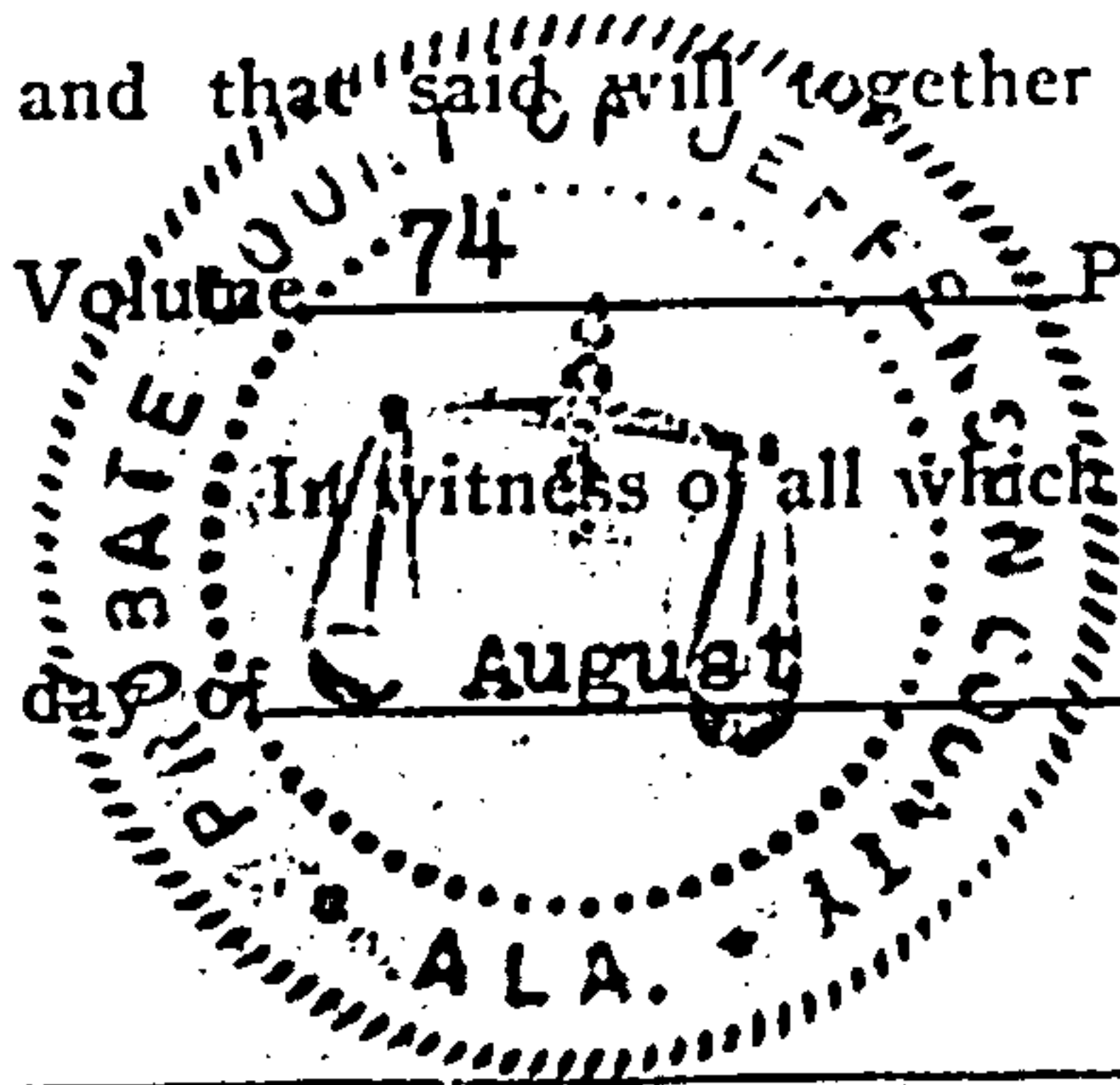
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In witness of all which I have hereto set my hand and the seal of the said Court, this the 5th.

day of August 19 48.

Thomas E. Garner

Probate Judge.



THE STATE OF ALABAMA,
JEFFERSON COUNTY.

PROBATE COURT

I, Tom C. Garner, Judge of the Court of Probate, in and for said County in said State hereby certify that the foregoing contains a full, true and correct copy of the Last Will and Testament of Flora Thompson Brown Russell, Deceased, together with the Certificate to the Probate thereof,

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as the same appears on file and of record, in this office.

Given under my hand and official seal, this

the 8th day of Jan., 19 53.

Tom C. Garner

Judge of Probate.

Filed in the office of the Probate Judge on the 22 day of Jan, 19 53 at 8 o'clock A M
and recorded in Deed Book 157 Page 428 this 28 day of Jan, 19 53.
Deed Tax Mortgage Tax has been paid.

L.C. Walker, Judge of Probate