

I, MAURICE SENDAK, residing in the County of Fairfield, State of Connecticut, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other and previous Wills and Codicils thereto by me at any time heretofore made.

FIRST: I direct that all my just debts, funeral expenses and expenses of the administration of my estate be paid as soon as may be convenient and practicable after my decease.

SECOND: I direct my executors to destroy, immediately following my death, all of my personal letters, journals and diaries. I have informed my executors of the location of these articles in my residence located at 200 Chestnut Hill Road, Ridgefield, Connecticut.

THIRD: A. I direct my executors to sell, upon such terms and conditions as they shall determine in their sole and absolute discretion, the following described property which I may own at the time of my death, and the net proceeds of such sale shall be added to and disposed of as part of my residuary estate: All of my right, title and interest in and to the cooperative apartment known as Apartment No. 3B, situated in the building located at 40 Fifth Avenue, New York, New York (hereinafter referred to in this paragraph "THIRD" as the "Cooperative Apartment"), together with all improvements thereon and any appurtenances thereto, any proprietary or other lease of the Cooperative Apartment then in effect and made by me as tenant, and any and all shares of capital stock then owned by me in any corporation owning the said building in which the Cooperative Apartment is situated.

B. Except as provided under paragraph "FOURTH" hereof, I further direct my executors to remove all of the contents of the Cooperative Apartment and, in their sole and

absolute discretion, to sell any articles thereof that they shall determine not to distribute in kind pursuant to the provisions of paragraph "FOURTH:F" hereof, and the net proceeds of any such sale shall be added to and disposed of as part of my residuary estate.

FOURTH: A. I give and bequeath my two (2) walking sticks that previously belonged to Beatrix Potter and William Heelis which I may own at the time of my death unto THE BEATRIX POTTER SOCIETY, located in London, England, for its general purposes.

B. I give and bequeath all of my fine art photographs which I may own at the time of my death unto THE METROPOLITAN MUSEUM OF ART, located in New York, New York, for its general purposes.

C. I give and bequeath all of my designs of sets and costumes for operas, plays and ballets which I may own at the time of my death unto THE PIERPONT MORGAN LIBRARY, located in New York, New York, for its general purposes.

D. I give and bequeath the following described property which I may own at the time of my death unto THE ROSENBACH MUSEUM AND LIBRARY, located in Philadelphia, Pennsylvania, for its general purposes:

1. (a) Such articles of my Mickey Mouse collection as my executors, in their sole and absolute discretion, shall select.

(b) I direct that the remaining balance of my Mickey Mouse collection shall be disposed of pursuant to the provisions of subparagraph "F" hereof.

2. All of my rare edition books, including, without limitation, books written by Herman Melville and Henry James.

3. My collection of letters and manuscripts written by persons other than me, including, without limitation,

letters written by Wolfgang Amadeus Mozart, Jacob and Wilhelm Grimm (also known as the Brothers Grimm) and Herman Melville; and the publishing contract for "Pierre" between Herman Melville and Harper and Brothers Publisher.

E. I give and bequeath all of my collections of books and related papers, drawings, works of art and letters created by James Marshall which I may own at the time of my death unto the UNIVERSITY OF CONNECTICUT, located in Storrs, Connecticut, to be added to the James Marshall Archives at the Dodd Research Center.

F. Except as provided under subparagraphs "A" through "E" hereof and paragraphs "THIRD:B" and "FIFTH:A.1" hereof, I give and bequeath all of my jewelry, wearing apparel and articles of personal use and adornment, any automobile or automobiles which I may own at the time of my death, and all of my right, title and interest in and to all of the household goods, furniture, furnishings, plate, linen, books, paintings, engravings, works of art and, without limitation, all other articles of personal property associated with any household, domestic establishment or residence maintained by me at the time of my death, unto the MAURICE SENDAK FOUNDATION INC., located in Ridgefield, Connecticut, for its general purposes.

G. I direct that my executors shall pay as an administration expense of my estate any expense of packing, insuring, shipping and delivering to the respective beneficiaries the property to which they shall be entitled by the foregoing provisions of this paragraph.

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FIFTH: A. I give, devise and bequeath the following described property which I may own at the time of my death unto my friend, LYNN CAPONERA (hereinafter sometimes referred to as "LYNN"), if she shall survive me, or if LYNN shall predecease me, unto her issue me surviving, in equal shares, per stirpes, subject to the provisions of paragraph "NINTH" hereof:

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1. All of my right, title and interest in and to that certain real property located at 300 Chestnut Hill Road, Ridgefield, Connecticut (also described as M/B/L B04-0019), together with the residence thereon and all of the contents therein (except as provided under paragraph "FOURTH" hereof), the barn thereon and all of the contents therein (except as provided under paragraph "FOURTH" hereof), and all improvements thereon and any appurtenances thereto.

2. (a) All of my membership interests in SCOTCH HILL FARM LLC.

(b) The following parcels of improved real property located at Scotch Hill Road, Jackson, New York, in the event that such parcels shall be owned by me and not by SCOTCH HILL FARM LLC:

- (i) 48.16 acres, Parcel ID 223-1-22.6;
- (ii) 73.4 acres, Parcel ID 223-1-22.10;
- (iii) 25.45 acres, Parcel ID 223-1-22.11; and
- (iv) 1.03 acres, Parcel ID 223-1-22.12.

3. All of my right, title and interest in and to that certain vacant land located at 185-207 Finch Road, North Salem, New York, comprising approximately 4.39 acres (also described as S/B/L 26.-1765-27).

B. I give, devise and bequeath the following described property which I may own at the time of my death unto the MAURICE SENDAK FOUNDATION INC., for its general purposes:

1. (a) All of my right, title and interest in and to that certain real property located at 200 Chestnut Hill Road, Ridgefield, Connecticut (also described as M/B/L B05-0001), together with the residence and accessory structures thereon and all of the contents therein (except as provided under paragraph "FOURTH" hereof), and all improvements thereon and any appurtenances thereto.

(b) It is my wish that the MAURICE SENDAK FOUNDATION INC. operate said property as a museum or similar

facility, to be used by scholars, students, artists, illustrators and writers, and to be opened to the general public in such manner as the directors of the MAURICE SENDAK FOUNDATION INC. shall determine.

2. All of my right, title and interest in and to that certain vacant land located at Chestnut Hill Road, Ridgefield, Connecticut (also described as M/B/L B05-0002).

3. (a) All of the works of art created by me for my books and all materials related thereto, including, without limitation, manuscripts, dummies, sketches of and for my books, changes to and proof sheets for my books, and all related ephemera.

(b) It is my wish that the MAURICE SENDAK FOUNDATION INC. make arrangements with THE ROSENBAACH MUSEUM AND LIBRARY for the display of the items described under subparagraph "B.3.(a)" hereof upon such terms and conditions and at such times as shall be determined by the MAURICE SENDAK FOUNDATION INC. in consultation with THE ROSENBAACH MUSEUM AND LIBRARY.

SIXTH: A. I give and bequeath the sum of Two Million Dollars (\$2,000,000) unto LYNN, if she shall survive me, or if LYNN shall predecease me, unto her issue me surviving, in equal shares, per stirpes, subject to the provisions of paragraph "NINTH" hereof.

B. I give and bequeath the sum of One Hundred Thousand Dollars (\$100,000) unto my niece, BARBARA LESSELBAUM, if she shall survive me.

M. J.
C. I give and bequeath the sum of One Hundred Thousand Dollars (\$100,000) unto my friend, PETER CAPONERA, if he shall survive me.

D. I give and bequeath the sum of One Hundred Thousand Dollars (\$100,000) unto my friend, JONATHAN WEINBERG, if he shall survive me.

E. Where a bequest to or for the benefit of a person is conditioned upon the person's surviving my death, it is my intention to negate the application of any anti-lapse statute with respect to subparagraphs "B", "C" and "D" hereof.

SEVENTH: I give all of the dogs which I may own at the time of my death unto the custody and care of LYNN, if she shall survive me.

EIGHTH: All the rest, residue and remainder of my property and estate, be the same real, personal or mixed, and of whatsoever kind, nature or description and wheresoever situate, which I may own or to which I may be entitled at the time of my death (hereinafter referred to as my "residuary estate"), after payment therefrom of any and all taxes pursuant to paragraph "ELEVENTH" hereof, shall be disposed of as follows:

A. I give, devise and bequeath unto the MAURICE SENDAK FOUNDATION INC., for its general purposes, my entire residuary estate, including, without limitation, all of my copyrights, renewal rights, termination rights, contract rights and any and all other rights relating to any drawings, works of art and writings of my own creation, and any published works written by me or containing any works of art which I created.

B. In the event that the MAURICE SENDAK FOUNDATION INC. shall not be in existence, or shall not be an organization described in Sections 170(c) and 2055(a) of the Code at the time when it shall be entitled to receive any property pursuant to this my Will, then I hereby authorize, empower and direct my executors to form a not-for-profit corporation under the laws of the State of Connecticut, or such other State as they shall determine in their sole and absolute discretion, with said corporation bearing my name, and I give, devise and bequeath unto said corporation all such property given or bequeathed unto the

MAURICE SENDAK FOUNDATION INC. Said corporation shall be organized and operated exclusively for purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code and shall be an organization described in Sections 170(c) and 2055(a) of the Code. The certificate of incorporation of said corporation shall contain all provisions which are necessary for the allowance of an estate tax deduction under Section 2055 of the Code for bequests to said corporation.

C. It is my intention that the dispositions to the MAURICE SENDAK FOUNDATION INC., contained in this my Will, or the bequests to such not-for-profit corporation which may be formed by my executors, shall qualify for the charitable deduction provided in Section 2055 of the Code; and, I direct that all requirements necessary for the allowance of said charitable deduction be followed by my executors, and that this my Will shall be deemed to include all such necessary requirements.

D. I hereby request that the following persons, or the survivor(s) of them, be named as directors of the MAURICE SENDAK FOUNDATION INC., or of such not-for-profit corporation which may be formed by my executors, following my death, and I further request that they shall each hold such office(s) as they shall determine among themselves, all subject to such changes or removals as a majority of them shall determine:

1. LYNN CAPONERA;
2. MICHAEL DI CAPUA;
3. JOHN VITALE;
4. TONY KUSHNER;
5. DONALD A. HAMBURG; and
6. DONA ANN McADAMS.

W. 5
NINTH: A. I direct that any devise or bequest payable to any issue of LYNN pursuant to paragraphs "FIFTH:A" and "SIXTH:A" hereof, who shall not have attained the age of thirty-five (35) years at the time when such person shall be entitled to receive the same, the disposition of which is made subject to the

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provisions of this paragraph, shall not be paid over unto such person (hereinafter referred to in this paragraph as the "Beneficiary"), but shall be set apart in a separate trust for his or her benefit, and I give, devise and bequeath the same unto my trustees, IN TRUST, NEVERTHELESS, for the following uses and purposes:

1. Until the Beneficiary shall attain the age of thirty-five (35) years, my trustees shall have and hold the principal of the trust, invest and reinvest the same, collect the rents, issues, income and profits thereof, and after paying all necessary expenses in connection therewith, shall, at any time and from time to time, pay over or apply, to or for the benefit of the Beneficiary, so much of the net income therefrom, and so much of the principal thereof (even to the extent of the whole), as my trustees shall determine in their sole and absolute discretion. Any income not paid or applied as aforesaid shall be accumulated and added to and administered as part of the principal of the trust.

2. Upon the Beneficiary attaining the age of thirty-five (35) years, my trustees shall pay over, transfer and distribute unto the Beneficiary the entire then remaining principal of the trust, together with any undistributed income.

3. In the event that the Beneficiary shall die prior to attaining the age of thirty-five (35) years, my trustees shall pay over, and I give, devise and bequeath the entire remaining principal of the trust, together with any undistributed income, unto the issue of the Beneficiary then surviving, in equal shares, per stirpes, subject to the provisions of subparagraph "B" hereof, or in default thereof, unto the MAURICE SENDAK FOUNDATION INC., for its general purposes.

B. I direct that any share of the remainder of a trust under subparagraph "A" hereof payable to any issue of LYNN

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who shall not have attained the age of thirty-five (35) years at the time when such person shall be entitled to receive the same, shall not be paid over unto such person, but shall be held in a separate trust for such person (who shall then be deemed to be the "Beneficiary"), and shall be administered and disposed of upon the same terms and conditions as shall apply under subparagraph "A" hereof; provided, however, if there shall be a trust in existence for such person under subparagraph "A" hereof, then such share shall be added to the principal thereof, and shall be held, administered and disposed of upon the same terms and conditions as shall apply to any other property so held in trust.

C. Notwithstanding the foregoing provisions of this paragraph "NINTH", all trusts under this paragraph shall terminate no later than the date of expiration of the period of twenty-one (21) years following the death of the last to die of LYNN's issue me surviving; and upon such termination, the entire remaining principal of each such trust, together with any undistributed income, shall be paid over, and I give, devise and bequeath the same unto the Beneficiary thereof.

D. To the extent permitted by law, no interest of any Beneficiary in the income or principal of any trust created hereunder shall be subject to pledge, assignment, sale or transfer in any manner, nor shall any Beneficiary have power in any manner to anticipate, charge or encumber his or her interest, nor shall the interest of any Beneficiary be liable while in the possession of my trustees for the debts, contracts, liabilities, engagements or torts of the Beneficiary.

M. E.
TENTH: If any beneficiary under this my Will and I shall die under such circumstances that it cannot be ascertained which of us died first, then such beneficiary shall be deemed to have predeceased me for the purposes of this my Will, and all the

provisions of this my Will shall take effect in like manner as if such beneficiary had predeceased me.

ELEVENTH: A. I direct that all inheritance, transfer, legacy, estate, succession, death or similar taxes (not including any Chapter 13 of the Code tax on a direct skip) imposed by reason of my death, by the United States, or any State, or any foreign country, or any governmental authority whatsoever, upon or with respect to any property disposed of by this my Will shall be paid out of my residuary estate, without any apportionment or proration of any such tax, or any part thereof, among any beneficiaries receiving any such property under this my Will.

B. I direct that all inheritance, transfer, legacy, estate, succession, death or similar taxes imposed by reason of my death, by the United States, or any State, or any foreign country, or any governmental authority whatsoever, upon or with respect to any property not disposed of by this my Will but included in my gross estate for the purposes of any such tax, shall be apportioned to the person or persons entitled to receive any such property in accordance with the applicable laws of the State of Connecticut governing the apportionment of such taxes.

C. The references herein to "taxes" shall be construed to include, in addition to the amount of such taxes, all interest payable thereon and all penalties imposed in connection therewith.

TWELFTH: I authorize and empower my executors, in their sole and absolute discretion, to use administration expenses as deductions for Federal and State estate tax purposes or income tax purposes, and to use date of death values or alternate values for Federal and State estate tax purposes, regardless of the effect of any such action on any of the interests under this my

Will, and I direct that there shall be no adjustment of such interests by reason of any such action taken by my executors.

THIRTEENTH: A. 1. I hereby nominate, constitute and appoint my friends, LYNN CAPONERA and JOHN VITALE, and my friend and attorney, DONALD A. HAMBURG, or the survivor(s) of them, as executors of this my Last Will and Testament.

2. In the event of the death, resignation, failure to qualify or inability to act of either JOHN VITALE or DONALD A. HAMBURG as an executor, then I hereby nominate, constitute and appoint my friend, TONY KUSHNER, as successor executor to act in his place and stead.

B. 1. (a) I hereby nominate, constitute and appoint my friend, MICHAEL DI CAPUA, as literary advisor, to act in the manner described below, during the period of the administration of my estate in any and all matters pertaining to the literary property held in and possessed by my estate, including, but not limited to, any drawings, illustrations, works of art and writings of my own creation, and any published works written by me or containing any works of art which I created (hereinafter referred to in this subparagraph "B" as "literary matters").

(b) In the event of the death, resignation or inability to act of MICHAEL DI CAPUA as literary advisor, then I hereby nominate, constitute and appoint my friend, JOHN VITALE, as successor literary advisor to act in his place and stead.

2. It is my wish, and I hereby direct, that my executors consult with and seek advice from my literary advisor prior to making any decisions regarding literary matters. However, the final decisions regarding all literary matters shall be made by my executors. Without in any way limiting the generality of the foregoing, my literary advisor shall be

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consulted and shall advise my executors with respect to the following matters:

(a) The sale or licensing of any copyrights; the exercise of any right to renew any copyrights; and the exercise of any statutory right of termination with respect to any copyrights.

(b) Arrangements and contracts for publication of my work in magazines, books and other media, including electronic media or other media not existing at the time of my death.

(c) The granting or withholding of permissions for the use of any of my work.

(d) Arrangements and contracts for sales of my work; and to limit publication of editions of my work.

(e) The preservation or destruction of drafts of my drawings, illustrations and writings.

3. I hereby direct that if MICHAEL DI CAPUA shall be acting as my literary advisor, that he be compensated for services rendered by payment to him of the sum of One Hundred Thousand Dollars (\$100,000) during the administration of my estate. All out-of-pocket expenses and disbursements which shall be incurred in connection with my literary property shall be paid as an administration expense of my estate.

C. I hereby nominate, constitute and appoint my friend, DONA ANN McADAMS, as trustee of any trust(s) created for the benefit of LYNN's issue under paragraph "NINTH" hereof.

D. In the event that any person shall be acting as an executor or a trustee hereunder, for whom no person shall be named or designated as a successor, or for whom no person so named or designated shall be available to act, then I hereby authorize and empower such person who is then acting to designate a successor executor or successor trustee, as the case may be, to succeed him or her in the event of his or her death, resignation or inability to act.

E. Any designation of a successor executor or successor trustee hereunder shall be revocable by the person making such designation, and the latter shall have the right at

any time while continuing to act hereunder and prior to the qualification to act of the person designated, to supersede any such designation by a subsequent designation.

F. The designation of a successor executor or successor trustee hereunder, or the revocation thereof, shall be evidenced by an instrument in writing which shall be duly executed and acknowledged by the person effecting such designation or revocation, in like manner as a deed to be recorded, and shall be filed in the court having jurisdiction of the administration of my estate.

G. My successor executors and successor trustees acting hereunder at any time, whether herein named or designated as herein provided, shall exercise the same rights, powers, authority and discretion conferred herein upon my executors and trustees herein named.

H. 1. I hereby direct that the appointment of DONALD A. HAMBURG as an executor hereunder is made upon the condition that he shall waive one-half (1/2) of the amount determined to be reasonable compensation for his services rendered as an executor pursuant to the laws of the State of Connecticut; and, that his qualification hereunder shall be deemed an acceptance by him of the terms of his appointment as herein provided.

2. I acknowledge and confirm that I have been advised by DONALD A. HAMBURG that if he shall act as a fiduciary hereunder, that he will be entitled to be compensated therefor in an amount determined to be reasonable compensation for services rendered as a fiduciary, in addition to any fees and expenses to which he or his firm may be entitled for legal services which may be performed as attorneys for my estate and/or any trust hereunder; and, in consideration thereof, DONALD A. HAMBURG has

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agreed to waive one-half (1/2) of any such compensation which may be payable to him, as provided under subparagraph "H.1" hereof.

3. I have chosen DONALD A. HAMBURG as a fiduciary hereunder by reason of his considerable experience in the field of estates and trusts, and my personal high regard of his competence, character and integrity.

I. Having full faith and confidence in my executors and trustees herein named, and my successor executors and successor trustees herein named or designated as herein provided, I direct that they shall not be required to give any bond or other security in any jurisdiction for the faithful performance of their duties as executors hereof and as trustees hereunder.

J. 1. If it should be necessary for my fiduciaries to qualify and act in any jurisdiction in which I or my estate or any trust hereunder may own or have an interest in property at the time of my death, or at any time during the administration of my estate or any trust hereunder, then I hereby nominate, constitute and appoint as ancillary fiduciaries the same persons who shall then be acting as domiciliary fiduciaries hereunder, to act in such jurisdiction, without bond or other security, and upon the same terms and conditions as provided for hereunder.

2. I hereby grant to such ancillary fiduciaries all of the rights, powers, privileges, discretions, exemptions and immunities granted to my domiciliary fiduciaries herein appointed.

3. I further authorize and empower such domiciliary fiduciaries as shall then be acting hereunder to designate one or more persons, a bank or a trust company, or any one or more domiciliary fiduciaries, to act as their attorney(s)-in-fact, if they shall deem it advisable to do so, and to grant to such attorney(s)-in-fact such rights, powers, privileges,

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discretions, exemptions and immunities as they may consider necessary or appropriate under the circumstances.

FOURTEENTH: I hereby direct that my executors and trustees acting hereunder at any time shall be relieved and excused from any duty to render to any court or other judicial authority any annual or other periodic account, whether such account shall be required by statute or otherwise. I further direct that my said executors and trustees shall be authorized to take such action for the final settlement or approval of their accounts, at such times and before such courts, or without any judicial proceedings, as they shall determine in their sole and absolute discretion.

FIFTEENTH: For the payment of debts, taxes, funeral and administration expenses and legacies and for the convenient management, division and settlement of my estate and/or any trust hereunder, I will and direct that my executors and trustees shall have all of the discretionary powers and authority conferred by statute or otherwise lawfully existing, all to be exercised without application to or the prior consent or subsequent approval of any court or judicial authority, and all their acts in good faith hereunder shall be conclusive on all parties in interest, and no person dealing with them shall be charged with any duty to inquire into the necessity or the propriety of their actions or to see to the application of any money or other property delivered to them. Without in any way limiting the generality of the foregoing, my said executors and trustees are hereby authorized as follows:

(a) To take and to hold, and to continue to hold as part of my estate, or as trust investments, hereunder, for so long as they shall deem advisable, any stocks, bonds, securities, or other property, real or personal, owned by me at the time of my death, without being subject to any restriction imposed by law on the character of trust investments or the amount which may be invested in any class or classes thereof.

(b) To invest and reinvest any funds included in my estate, or in the principal or corpus of any trust created hereunder, or representing any accumulated income therefrom, in any stocks, bonds, securities or other property, real or personal, without being subject to any restriction imposed by law on the character of trust investments, or the amount which may be invested in any class or classes thereof, and to continue to hold any investments made by them for so long as they shall deem advisable; and to invest and trade on margin.

(c) Upon such terms and conditions as they shall deem advisable, to sell any property at any time held by them at public auction or at private sale, for cash or upon credit, or to exchange the same for other property, without being subject to any restriction imposed by law on the character of trust investments, or the amount which may be invested in any class or classes thereof.

(d) To sell or exchange any and all real property, or property partaking of the nature of realty, of which I may die seized or possessed, or which may be acquired by them under the powers herein given to them, at such times, upon such terms, in such manner, and for such prices, and either at private or public sale, and either in whole or in part, as they shall deem advisable and to transfer the same and execute and deliver good and sufficient deeds of conveyance therefor, and until the sale or exchange of the same, to engage, employ and compensate agents to look after and manage the same, and also to engage, employ and compensate brokers or agents to sell, exchange or dispose of the same or any part thereof; to lease any such property, or any part thereof, for such term, and upon such terms and conditions as they shall deem advisable, without regard to any statutory restrictions on the term of any such lease and without regard to whether the term of any such lease shall exceed the term of any trust created herein, and to mortgage any such real property, or any part thereof, as they shall deem advisable; and if any such real property or any part thereof shall be or become subject to or encumbered by any mortgage or mortgages, to enter into agreements for the renewal, extension, modification, or consolidation of any or all of said mortgages, and also to procure, execute and deliver any other or additional mortgage or mortgages on such real property or any part thereof; and to partition any such real property either through legal proceedings or otherwise and to give or receive money for equality of partition; and to insure any such real property against loss by fire or other casualties.

M. 5.
(e) To bid for and become the purchaser of any property, real or personal, sold at any foreclosure or other sale thereof, in which they may have a mortgage or other interest, and to hold such property so acquired, without being subject to any restriction imposed by law on the character of trust investments or

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the amount which may be invested in any class or classes thereof.

(f) To collect, pay, abandon, release, contest, compromise, adjust and/or settle any debt or obligation owing to or by me or any other claims against or disputes concerning my estate or any trust hereunder or the management, settlement or distribution thereof.

(g) To submit to arbitration any matter of difference arising under this my Will or otherwise, and to agree to be bound by the award therein. In any such arbitration the rules of the American Arbitration Association shall apply.

(h) To change and vary investments from time to time, without being subject to any restriction imposed by law on the character of trust investments or the amount which may be invested in any class or classes thereof.

(i) To buy, sell, write and otherwise deal in put options and call options through any national or regional securities or option exchange, including, but not limited to Chicago Board Options Exchange, New York Stock Exchange and American Stock Exchange, or through any broker or dealer with respect to non-exchange traded options; to enter into closing purchase transactions with respect to any such put or call options written by them; and to grant or procure options to purchase such other property as may be held by them or which they may wish to acquire, upon such terms and conditions as they shall deem proper.

(j) To consent to, participate in or oppose any plan of corporate reorganization, consolidation, merger or other adjustment of corporate capital funds and/or indebtedness, to deposit securities with any protective or similar committee and delegate powers thereto for such purposes, to pay a proportionate or other reasonable part of the expenses incurred and any assessments levied in connection therewith, and to subscribe, pay for and accept new securities issued under such plan, without being subject to any restriction imposed by law on the character of trust investments, or the amount which may be invested in any class or classes thereof.

4. 8
(k) To retain, to exercise, or to sell, all rights of conversion, or subscription, and all other rights of whatsoever nature appertaining to any assets of my estate or any trust created herein, and to pay such sums as they may deem advisable on the exercise thereof, and to retain new securities so received, without being subject to any restriction imposed by law on the character of trust investments, or the amount which may be invested in any class or classes thereof.

(l) To vote directly or by proxy, or to give consent for any purpose, in respect of any stocks or

other securities constituting assets of my estate or of any trust created herein.

(m) To delegate to any person or corporation the exercise of any of the powers conferred upon them hereunder and to revoke at will any such delegation, and to employ attorneys, accountants, custodians, investment counsel, agents or employees in the administration of my estate or any trust herein created, and to pay reasonable compensation for their services.

(n) To exercise all powers and authority including any discretion conferred in this my Will, after the termination of any trust created herein and until the entire fund comprising such trust shall be fully distributed, in accordance with the terms hereof.

(o) To continue the operation of any business (incorporated or unincorporated) which I may own or have any interest in at the time of my death, upon such terms and conditions as they shall deem advisable, including, without limitation, the power to use or invest the general assets of my estate or of any trust created hereunder in any such business; and to continue the operation of any such business for such time as they, in their judgment, shall deem to be for the best interest of my estate or of any trust created hereunder.

(p) To perform and carry out the terms and conditions of any agreement to which I may be a party, relating to any investment or interest which I may own at the time of my death in any corporation, partnership, or other form of business organization; to modify, amend or waive the provisions of any such agreement; to enter into and execute any agreement relating to any such investment or interest, and to perform and carry out the terms and conditions thereof.

(q) To borrow money from any source, including any individual or corporate fiduciary at any time acting hereunder, for any purpose whatsoever, in such amounts upon such terms, and for such purpose or purposes, as they in their unlimited discretion may determine, and in connection therewith, to execute promissory notes, mortgages or other obligations and to pledge or mortgage any property real or personal, at any time held by them, for any purpose whatsoever.

(r) To make loans in such amounts, upon such terms, secured or unsecured, at such rates of interest, and to such persons, firms or corporations, as they may deem advisable.

(s) To invest and trade in commodities, commodity contracts and futures contracts, and to engage in such arbitrage transactions, as they shall deem advisable.

(t) To invest in oil, natural gas, minerals, and all other natural resources, and rights to and interests therein (together with all equipment pertaining

thereto), including, without limiting the generality of the foregoing, oil and gas royalties, leases, or other oil and gas interests of any character, whether owned in fee, as lessee, lessor, licensee, concessionaire, or otherwise, or alone or jointly with others as partner, joint tenant, or joint venturer, or in any other manner; to drill, test, explore, mine, develop, and otherwise exploit any and all such rights and interests; to produce, process, sell, or exchange all products recovered through the exploitation of such rights and interests, and to enter into contracts and agreements for or in respect of the installation or operation of absorption, reprocessing, or other processing plants; to carry any or all such interests in the name or names of a nominee or nominees; to delegate, to the extent permitted by law, any or all of the powers set forth herein to the operator of such property; and, to employ personnel, rent office space, buy or lease office equipment, contract and pay for geological surveys and studies, product appraisals, and, generally, to conduct and engage in any and all activities incident to the foregoing powers, with full power to borrow and pledge in order to finance such activities.

(u) In making any division or distribution pursuant to this my Will, of my estate or any property held in trust hereunder, to make such division or distribution in kind, or partly in kind and partly in cash, and for such purpose to allot to any share, cash, securities or other property or an undivided interest therein, notwithstanding that the various shares may be composed of property different in kind.

(v) To allocate any amount of my generation-skipping transfer tax exemption (as defined in Section 2631 of the Code) to any property of which I am the transferor, as my executors shall determine in their sole and absolute discretion, whether passing under this my Will or otherwise, including any property transferred by me during my life, whether or not I allocated any generation-skipping transfer tax exemption to such property, and without any duty to favor beneficiaries under this my Will over beneficiaries of property passing outside of this my Will. Any such determination shall be final and conclusive upon all persons interested in my estate, and shall not be subject to review.

(w) To combine, hold and administer in solido, any trusts created hereunder with any other trust, whether created by me or another person, if the terms of the trusts are substantially similar.

(x) To change the situs of any trusts created hereunder and the place or places where the trust property is held, and to designate the jurisdiction whose laws will govern the construction and the administration of such trusts.

(y) The following powers and the powers set forth under paragraph "THIRTEENTH:B" hereof shall be

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exercised by my executors and trustees: Generally, to do all things necessary, convenient or incidental to the proper rights of a creative artist and writer, and to do all things in relation to my literary property that I would have done if I had survived, including, but not limited to, the following:

(i) To compromise, arbitrate and litigate any claims made with reference to any drawings, illustrations, works of art or written or published works made by me under any applicable law or treaty.

(ii) To license copying or publication of any drawings, illustrations, works of art or written works which I may leave published or unpublished at my death, upon such terms as to royalty, price, credit and otherwise as they shall deem advisable; and, further, to terminate any licenses of such works that I have made during my life in such cases as the copyright law gives such termination power to executors.

SIXTEENTH: I hereby authorize and empower my executors, in their sole and absolute discretion, to take all steps necessary for the admission of this my Will to original probate in the State of Connecticut, notwithstanding that the same may also have been admitted to original probate in any other jurisdiction.

SEVENTEENTH: I direct that in any proceeding relating to my estate, service of process upon any person under a legal disability shall not be required when another person not under a legal disability is a party to the proceeding and has the same interest as the person under the legal disability.

EIGHTEENTH: Whenever used in this my Will, except where the context shall clearly require otherwise:

(a) The terms "executors" and "trustees" shall mean at any time the executors and trustees then acting hereunder, whether herein named or designated as herein provided.

(b) Words in either the masculine or the feminine form shall be deemed to include or relate to both males and females.

(c) Words in either the singular or the plural shall be deemed to include both the singular and plural numbers.

(d) The term "Code" shall mean the Internal Revenue Code of 1986, as amended, or any substitute or successor statute, and the corresponding regulations thereunder.

(e) The term "issue" shall include adopted persons and their issue.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and twenty (20) preceding typewritten pages, and for the purpose of identification I have initialed each such page, all in the presence of the persons witnessing it at my request on this 6 day of February, 2011, at 200 Chestnut Hill Road, Ridgefield, Connecticut.

Maurice Sendak
MAURICE SENDAK

The foregoing instrument, consisting of this and twenty (20) preceding typewritten pages, was signed, sealed, published and declared by MAURICE SENDAK, the Testator, to be his Last Will and Testament, in our 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 6th day of February, 2011, at 200 Chestnut Hill Road, Ridgefield, Connecticut.

Witness:

Address:

Witness:

Address:

John P. Adams
5 Bomers Ln
Scout Neck, NY
Ann Lloyd
2201 Carmelina Dr
LA, CA 90064

STATE OF CONNECTICUT)

: ss.:

COUNTY OF FAIRFIELD)

JAN BROKOP and ADAM SPRIGEL, individually
and severally being duly sworn, deposes and says:

The within Will was subscribed in our presence and sight at the end thereof by MAURICE SENDAK, the within named Testator, on the 6th day of February, 2011, at 200 Chestnut Hill Road, Ridgefield, Connecticut. Said Testator at the time of making such subscription declared the instrument so described to be his Last Will.

Each of the undersigned thereupon signed his/her name as a witness at the end of said Will at the request of said Testator and 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 (18) 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.

The 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 signature of said Testator and of the undersigned.

The foregoing instrument was executed by the Testator and witnessed by each of the undersigned affiants under the supervision of DONALD A. HAMBURG, ESQ., an attorney-at-law.

[Signature]
[Signature]

Sworn to before me this
6th day of February, 2011.

[Signature]
Notary Public

REGINA M. RYAN

Subscribed and sworn to before me
this 6th day of Feb. 2011
[Signature]
Notary Public
Date Commission Expires: 9/30/2011