

LAST WILL AND TESTAMENT

-OF-

ELOISE HAWKINS

I, ELOISE HAWKINS, residing at 53 Powell Avenue, Town of New Hartford, Oneida County, New York, being of sound mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other former Wills and Codicils by me at any time heretofore made.

FIRST: I direct that all my debts, funeral and testamentary expenses be paid by my Executor, hereinafter named, as soon as conveniently may be after my decease.

SECOND: All the rest, residue and remainder of my estate, personal and real of whatever kind and nature, and wherever the same may be situated, of which I shall die seized or possessed, or to which I may in any way be entitled at the time of my decease, I give, devise and bequeath in equal shares to ALEXIS L. IMHOFF, ODELLIA DOUSHARM and JOSEPH H. IMHOFF, being the children of PETER J. IMHOFF, deceased, and to my niece JANET HAWKINS and my niece ANN HAWKINS KRAY.

In the event any of the aforementioned individuals shall have predeceased me, I give, devise and bequeath the share such individual would have taken to his or her children, living at the date of my death, in equal shares.

THIRD: I confer upon the Executor of this my Will with respect to the management and administration of my property, real or personal, including property held under a power during minority to

manage property vested in an infant, the following discretionary powers without limitation by reason of specification and in addition to powers conferred by Section 11-1.1 of the Estates, Powers and Trusts Law or comparable statute of the State of New York, in effect at my death:

1. To retain any such property, to acquire by purchase or otherwise any kind of property, real and personal; including common stocks, without being limited to investments authorized for trust funds and without diversification as to kind or amount; to deposit any moneys at any time constituting a part of my estate in one or more banks, savings or commercial, in such form of account, whether or not interest-bearing, and without limitation as to the amount of any such account, or, in the discretion of my Executor, to hold any moneys uninvested.
2. To sell or otherwise dispose of property, real and personal, at public or private sale, for such consideration and upon such terms, including credit, as my Executor shall deem advisable.
3. To manage and to lease real property for periods beginning presently or in the future, without regard to statutory restrictions on leasing.
4. To borrow money from any source including my Executor and to pledge or mortgage any property for any purpose.
5. To distribute principal in money or in kind, real or personal, or partly in each, though shares be composed differently.
6. To employ and pay the compensation of accountants, custodians, legal and investment counsel at the expense of the Estate.

FOURTH: If any of the persons to take under this my Will are under the age of eighteen years at the time title vests in him or

her, I authorize my Executor, in his discretion, to retain his or her share, to manage, invest and re-invest the same and apply the income therefrom or such portion thereof and such portion of the principal as my Executor may deem necessary for the proper education, support and general welfare of such minor until he or she attains the age of eighteen years; at which time I direct my Executor to transfer or pay to such minor the accumulated income, if any, and the balance of the principal. My Executor is authorized to retain any such part of income not so used and to re-invest the same.

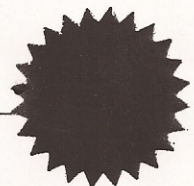
In lieu of making application of the net income and principal, if any, for the benefit of any such minor, I authorize my Executor to make payment thereof to a parent or guardian of the minor or any other person having the care of the minor or directly to the minor, without obligation to look to the proper application thereof by the person receiving it.

FIFTH: I hereby nominate and appoint RICHARD J. IMHOFF, to be the Executor of this, my Last Will and Testament, and direct that he be permitted to qualify as such in any jurisdiction without the giving of a bond or other security.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal the 15 day of January, in the year Nineteen Hundred and Eighty-Eight.

Eloise Hawkins
Eloise Hawkins

ELOISE HAWKINS



WE, whose names are hereto subscribed, DO CERTIFY that on the 15 day of January, 1988, the Testatrix subscribed her name to this Instrument in our presence and in the presence of each of us, and at the same time, in our presence and hearing, declared the same to be her Last Will and Testament, and requested us, and each of us, to sign our names thereto as witnesses to the execution thereof, which we hereby do in the presence of the Testatrix and of each other on the said date, and write opposite our names our respective places of residence.

William J. Adams residing at 50 West 1st Street

Richard J. Grogan residing at 5838 Country Drive Verona, N.Y.