

The Will of Harry Helmsley

LAST WILL AND TESTAMENT OF HARRY B. HELMSLEY

I, HARRY B. HELMSLEY, do make this Will, hereby revoking all wills and codicils previously made by me. Any reference to my Will shall include any codicil thereto. I direct that my remains be interred at the Helmsley Mausoleum at Woodlawn Cemetery, The Bronx, New York. I further direct that permission be granted as the need arises for the interment in the Helmsley Mausoleum of the remains of my wife, LEONA M. HELMSLEY ("my wife"), her brother, ALVIN ROSENTHAL, and her brother's wife, SUSAN ROSENTHAL, but for no other person.

ARTICLE FIRST: TAXES AND EXPENSES

I direct that all my funeral expenses and the expenses of my last illness be paid from my estate. I further direct that my Executor pay as administration expenses out of my residuary estate, without apportionment, all estate, inheritance and similar taxes (which term shall include interest and penalties thereon) imposed by the United States of America or any state or subdivision thereof with respect to my property passing under this Will and any administration expenses, fees, commissions and expenses incurred in any ancillary proceeding (and I authorize them in their discretion to pay any such taxes and expenses imposed by or incurred in any foreign jurisdiction). Any such taxes imposed on property not passing under this Will shall be paid in the manner provided by Section 2-1.8 of the New York Estates, Powers and Trusts Law ("EPTL"). Any such taxes imposed as a result of chapter 13 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") or a corresponding provision of state law, shall be apportioned in accordance with applicable law.

ARTICLE SECOND: RESIDENCES

(A) I devise all residential real property and any interests in such real property (including condominiums), wherever situated, which I may own and maintain as a residence at the time of my death, together with all insurance policies thereon, to my wife, if she shall survive me.

(B) I devise and bequeath any interest which I may own at the time of my death in any cooperative apartment which I maintain as a residence, including, but without limitation, any securities of any corporation owning the building in which such apartment is located and any lease or other agreement with such corporation covering such apartment which I may own or hold at the time of my death, together with all insurance policies thereon, to my wife, if she shall survive me.

(C) If my wife shall not survive me, I direct my Executors to sell the property described in this Article and add the proceeds to my residuary estate.

ARTICLE THIRD: PERSONAL EFFECTS

I bequeath all furniture, furnishings, pictures, books, silver, linen, china, glassware, wearing

apparel, jewelry, and other personal and household effects (including antiques, works of art and other collectibles) and all automobiles which I may own at the time of my death to my wife, if she shall survive me. If my wife shall not survive me, I direct my Executors to sell such property and add the proceeds to my residuary estate.

ARTICLE FOURTH: GENERAL LEGACIES

(A) I leave to my secretary, CEIL FRIED, if she shall survive me, the sum of TWENTY-FIVE THOUSAND DOLLARS (\$25,000).

(B) If my wife does not survive me, I give to each of the individuals named below who survives me and who is employed at my death by me or by any corporation or partnership of which I am then a substantial owner, the sum set forth next to his name:

(1) To EDWARD BRADY, the sum of TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000).

(2) To BARBARA EVANS, the sum of TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000). For purposes of this Section, I shall be deemed to own all property held in any trust of which I was a settlor or of which I am a beneficiary at my death. The determination of my Executor concerning the application of this Section shall be conclusive on all affected persons.

ARTICLE FIFTH: CHARITABLE PLEDGES

If my wife does not survive me, I direct that all legally enforceable pledges and commitments for charitable purposes or to charitable organizations made by me and/or by my wife, to the extent outstanding at my death, shall be paid as enforceable unsecured obligations of my estate.

ARTICLE SIXTH RESIDUARY ESTATE

My "residuary estate" is the balance of my estate, whether real or personal, and wherever located (including lapsed legacies and devises). My residuary estate shall be disposed of as provided in this Article. I hereby exercise the power of appointment provided to me under Article THIRD of the trust established by me under an instrument dated September 13, 1989 (the "Revocable Trust") to the extent only that if my wife, LEONA M. HELMSLEY, shall survive me, I appoint to my Executor, to be disposed of in accordance with this Will, such amounts out of the Revocable Trust as my Executor shall demand as being required for the satisfaction of the provisions contained in this Will for which my estate is otherwise insufficient, and except as so demanded, I decline to exercise such power. I do not intend, by this Article or by any other provision of this Will, to exercise any powers of appointment I may have except as expressly provided herein.

(A) If my wife survives me, I give my residuary estate to her.

(B) If my wife does not survive me, I give my residuary estate to the trustees of THE HARRY AND LEONA HELMSLEY CHARITABLE TRUST, and I direct the trustees of THE HARRY

AND LEONA HELMSLEY CHARITABLE TRUST to add the same to the principal of THE HARRY AND LEONA HELMSLEY CHARITABLE TRUST and dispose of the same for charitable purposes in accordance with the provisions of that Trust Agreement.

ARTICLE SEVENTH: SURVIVORSHIP

If my wife and I die under such circumstances that it is difficult or impossible to determine which one of us survived the other, then my wife shall be deemed to have survived me for all purposes of this Will. If any other beneficiary under this Will and I die under such circumstances that it is difficult or impossible to determine which one of us survived the other, then such person shall be deemed to have predeceased me for all purposes of this Will.

ARTICLE EIGHTH: TAX ELECTIONS

I authorize my Executor (a) to elect to value my gross estate for state or Federal estate tax purposes as of the date of my death or as of the alternate valuation date or dates as allowed for such purposes, (b) to make any other elections permitted under state or Federal estate tax law with respect to valuation of assets, income tax basis of property or deferral of payment of estate taxes, and (c) to claim as income tax deductions expenses that would otherwise qualify as estate tax deductions, in each case without obligation to make any adjustment or apportionment with respect thereto; provided, however, that my Executor shall make or refrain from making any adjustment which, but for this provision, would be required by applicable law, in such manner as will maximize the deductions allowable to my estate under Sections 2055 and 2056 of the Code.

ARTICLE NINTH: FIDUCIARY POWERS AND PROVISIONS

(A) Without limitation of the powers conferred upon them by statute or general rules of law, my fiduciaries are specifically authorized and empowered with respect to any property held by them:

(1) To retain any property owned by me at the time of my death irrespective of the proportion of the total assets of my estate which such property or property of a similar character, so held, may represent;

(2) To sell (at public or private sale, without application to any court) or otherwise dispose of any property, real or personal, for cash or upon credit of any duration and to grant options for the purchase of any property, with or without consideration and without any limitation on the period of any such option, in such manner and on such terms and conditions as they may deem best, and no person dealing with them shall be bound to see to the application of any moneys paid; and without limiting the generality of the foregoing, if it becomes advisable at any time in order to sell any securities held by them to register the same under the Securities Act of 1933 or any similar Federal law or to register or qualify any such securities for sale under state securities law, I authorize my fiduciaries to do all acts which they may deem advisable for that purpose, including without limitation, to enter into any agreements with underwriters and with the corporation securities of which are being sold, which they shall deem advisable, to make such representations and warranties, assume such obligations and engage in such undertakings of indemnity as they may deem proper (or to make such other arrangements concerning the same,

including without limitation the purchase of an insurance policy or policies, charging the cost thereof to the principal of my estate), to create escrows, to enter into custody agreements, and in any case in which it becomes advisable for them to enter into any agreement containing representations or undertakings which, but for qualifying terms of the agreement, would render them personally liable therefor, at their option, to enter into and execute any such agreement in their fiduciary capacities only and not individually, in which case, if the terms of the applicable agreement so provide, the representations and undertakings shall be binding upon my estate, but shall not be binding upon them personally; and, further, without limiting the generality of any of the foregoing, I expressly authorize my Executors, if and to the extent they deem it advisable under any provision of the Federal tax statutes, to deliver such part of any securities which I may own at the time of my death as they may deem advisable to the issuing company for redemption against payment of a redemption price satisfactory to my Executors and upon terms approved by them;

(3) To invest in and to retain and hold (including the retention of any such property owned, beneficially or of record, by me at the time of my death) securities of HELMSLEY ENTERPRISES, INC. (such corporation being herein called the "Corporation") or of any corporation or other business entity (hereinafter referred to as a "Successor Corporation") into or with which the Corporation or any Successor Corporation shall be merged or consolidated or to which part or all of the assets of the Corporation or any Successor Corporation may be transferred, or of any corporation or other business entity (hereinafter referred to as a "Related Corporation") which controls, is controlled by, or is under common control with the Corporation or any Successor Corporation irrespective of the proportion of the total assets of my estate which such investment may represent and irrespective of the fact that one or more of my fiduciaries may be a director or an officer of or otherwise connected with any of such corporations; and my fiduciaries shall not be liable or responsible for any loss, either of income or of capital value, incurred by reason of their retention of securities of the Corporation or of any Successor or Related Corporation, and shall have no duty to investigate the underlying assets of any of such corporations or to seek other information regarding any of such corporations;

(4) To continue or to permit the continuation of any business, incorporated or unincorporated, which I may own or in which I may have any interest at the time of my death, for such period as they shall deem advisable including, without limitation, the power to organize a corporation (or a partnership) to carry on such business, by themselves or with others, to contribute all or part of the property of said business as capital to such corporation (or partnership) and to accept stock in such corporation (or an interest in such partnership) in payment thereof, and to hold such stock (or partnership interest) for such period as they shall deem advisable; and without limiting the generality of the foregoing, my fiduciaries are authorized to invest additional sums in any such business (notwithstanding that my estate may be invested largely in such business), to act as or to select other persons to act as directors, officers or other employees for partners) of any such business, and to make such other arrangements and exercise such powers in respect thereof as they shall deem advisable; and, if they shall deem it advisable, to liquidate all or any part of any such business in such manner and upon such terms as they in their discretion shall determine, all without application to any court; and I designate my wife, if living, or otherwise my Executors, or an individual designated by my Executors, as successor to me as a member of any partnership in which I have an interest at my death;

(5) To manage any real property at any time forming part of my estate in the same manner as if they were the absolute owners thereof, including without limitation, the power from time to time to lease the same, without application to any court, for any term of ten years or more or less, although such term may extend beyond the period of the administration of my estate, with options for renewals and the purchase or disposal of buildings thereon or to be placed thereon; to make ordinary and extraordinary repairs and alterations to any building, to raze old buildings and to erect new buildings and make other improvements; to insure against loss by fire or other casualties; to subdivide and plot any such property; to refrain from paying taxes and maintenance charges thereon and to convey any such property for nominal consideration or to abandon same, all as they shall deem advisable; to partition any such property held by them or in which they hold an interest, even though one or more of them may hold an interest in the same property in his own right or in some other capacity; to give or receive money for equality of partition; to extend any existing mortgage or mortgages; to borrow upon the security of any such property, and to execute a mortgage or mortgages as security therefor; and to determine whether or not to establish any reasonable reserves for depreciation of any buildings or improvements thereon;

(6) To vote on any securities by discretionary proxy or otherwise; to deposit any property with voting trustees or protective or similar committees, to delegate to them discretionary power, to pay a share of their expense and compensation, and to pay any assessment levied with respect to any such property or securities; and to consent, or to decline to consent, to the election (including any that is in effect at my death) by any corporation to be taxed under subchapter S of the Code;

(7) To retain as an investment any interest which I may have in any partnership, and to perform each and every condition, provision or agreement affecting my estate contained in any partnership agreement existing at the time of my death to which I am party; to enter into new partnership agreements and to retain an interest whether as a general partner, limited partner or otherwise in any successor partnership for such period of time as they shall deem advisable; to purchase any property, real or personal, or an undivided interest in any property from any such partnership as an investment; to determine the manner and degree of their participation in the business of such partnership; to contribute to the capital of such partnership; to make loans to such partnership; to assume obligations arising from or in connection with such partnership; and to pledge assets of my estate as collateral for any borrowing of such partnership; and in receiving any payment in liquidation or partial liquidation of my interest in any partnership, to accept cash, securities or other property, including an undivided interest in any property;

(8) To abandon such property, real or personal, as they shall deem advisable, or to dispose of same without consideration or for nominal consideration; to extend the time for, or modify the terms of, payment of any claim or obligation, and to abandon, compromise, settle, renew, release, adjust or submit to arbitration upon such terms as they shall deem advisable any claim or obligation, in each case without application to any court;

(9) To lend or borrow such amounts, to or from such persons, upon such terms and conditions and for such purposes as they may deem advisable and to pledge assets of my estate to secure the repayment of any amounts so borrowed; provided that all loans shall be made at a reasonable rate of interest and further provided, that my fiduciaries shall be prohibited from making any loans to

any beneficiary of my estate (other than my wife);

(10) Except to the extent prohibited by law, to delegate in whole or in part, to any agent or agents (who may be one or more of my fiduciaries), any of the powers granted to my fiduciaries, including but not limited to the authority and power to (a) sign checks, drafts or orders for the payment or withdrawal of funds from any account in which funds of my estate shall be deposited, (b) endorse for sale, transfer or delivery, or sell, transfer or deliver, or purchase or otherwise acquire, any and all stocks, bonds or other securities or any other property whatsoever and (c) gain access to any safe deposit box or boxes in which assets of my estate may be located or which may be in the names of my fiduciaries and remove part or all of the contents of any such safe deposit box or boxes and release and surrender the same;

(11) Except to the extent prohibited by law, to cause any securities to be registered in the names of their nominees, or to hold any securities in such condition that they will pass by delivery;

(12) To employ such attorneys, accountants, custodians, investment counsel, real estate consultants and other persons as they may deem advisable in the administration of my estate, and to pay them reasonable compensation, without any diminution of or offset against the commissions to which my fiduciaries may be entitled by law and this Will, notwithstanding that one or more of my fiduciaries may be members of, or otherwise connected with, any of such firms;

(13) To use any securities or brokerage firm or bank or trust company in the purchase (but only as authorized herein) or sale of securities or property for the account of my estate and to pay such organization such brokerage commissions or other compensation in connection therewith as they may deem proper, without any diminution of or offset against the commissions to which my fiduciaries may be entitled by law and this Will, notwithstanding that one or more of my fiduciaries may be members of, or otherwise connected with, such organization;

(14) To distribute any part of my estate in cash or in kind, or partly in cash and partly in kind, and in making any such distribution to take into account such considerations as they shall deem appropriate, including without limitation the effect of any relevant tax laws, it being my intention that my fiduciaries not be under any obligation to make pro rata distributions of the assets of my estate. Any assets distributed in kind shall be valued in good faith by my fiduciaries for the purposes of such distribution as of the date or dates of any such distribution (or as near thereto as may be practicable), and the appreciation or depreciation in the value of assets selected for distribution in kind from my estate to any beneficiary shall be fairly representative of the appreciation or depreciation in the value of all assets in my estate between the date of my death and the date or dates of any such distribution or distributions;

(15) In general, to exercise all powers in the management of my estate which any individual could exercise in the management of similar property owned in his own right, upon such terms as to them may seem best, and to execute and deliver all instruments and to do all acts which they may deem necessary or advisable to carry out the purposes of my Will, and my fiduciaries shall have no liability by reason of any action, inaction, determination or exercise of discretion taken or made in good faith nor by reason of any loss sustained as a result of the purchase, retention,

sale, exchange or other disposition of any property made in good faith.

(B) No power or discretion granted to my Executors by this Will or by law, including, without limitation, any investment power, shall apply to any disposition of property hereunder to my wife or to any charitable organization (including THE HARRY AND LEONA HELMSLEY CHARITABLE TRUST) if the authority to exercise such power or discretion would affect the availability to my estate of a Federal estate tax marital or charitable deduction for such dispositions. All powers or discretion conferred on my Executors may be exercised only in such manner as is consistent with the allowance of such deductions. This Section (B) shall be construed as a precedent (and not as a subsequent) limitation or condition.

(C) To the extent not prohibited by law, my Executors shall have the right to maintain physical possession of any tangible and intangible property in my estate in any jurisdiction, notwithstanding that my Will may have been probated in another jurisdiction or that my Executors may have qualified pursuant to the laws of such other jurisdiction.

(D) As to each and any corporation, partnership or other business entity, public or private, in which my Executors hold any equity interest exceeding one percent (1%) of the net value of such corporation, partnership or other business entity (each such corporation, partnership or other business entity being hereafter referred to as the "Entity"), my Executors are hereby authorized to retain the shares thereof or interest therein for as long as they deem to be in the best interests of my estate, regardless of any duty to diversify investments, and notwithstanding any other fiduciary obligation which might require them to dispose of such shares or interest, other than the obligation to act with reasonable care.

In addition, I authorize and empower my Executors, to the extent permitted by law, to exercise their rights and powers as holders of such shares or interest, to effect the continued operation of the Entity, or the sale or other disposition of its assets or business or, in their sole discretion, to sell, exchange, offer for redemption or otherwise dispose of the shares of or interest in the Entity owned by my estate, or to effect the liquidation or dissolution of the Entity, at such time or times and upon such terms and conditions as shall, in the opinion of my Executors, be in the best interests of my estate.

So long as my Executors continue to hold any interest in the Entity, I authorize and empower them to participate in the management of the Entity to the extent that their interest therein enables them to do so, without liability or responsibility for any loss resulting from the exercise of the powers hereby granted, or to delegate their managerial authority to others, whether by means of employment agreements or other arrangements, and they may enter into voting trusts and grant irrevocable proxies, as they deem advisable.

Subject to the overriding provisions of the last paragraph of this Section (D), I expressly authorize my Executors to select, vote for and remove directors of the Entity (if the Entity is a corporation), to take part in the management of the Entity and, to the extent permitted by law, in their managerial capacity to fix, determine or change the policy thereof; to name or change officers, the managing personnel and/or the operating personnel; to employ new management; to reduce, expand, limit or otherwise change the business or type of merchandise dealt in or

property invested in and investments held by or product manufactured by or service rendered by the Entity; to require the employees and/or the officers of the Entity to file bonds for the faithful performance of their duties; to determine the amount of the bond or bonds to be secured; to select the bonding company; to employ expert outside and disinterested accountants or engineers to make a full and complete survey or appraisal of the Entity's business and its prospects in the trade; to employ investment or legal counsel (including any firm with which an Executor hereunder may be associated) whenever my Executors shall deem it advisable; to charge the cost of all such services against the interest in the Entity held by my Executors or to vote or take other action to require the Entity owning said business to pay such expense; to contribute additional working capital or to subscribe to additional stock as they may see fit; and to take all steps and perform all acts which they shall deem necessary or advisable in connection therewith.

Any one or more of my Executors may act as officer, partner, director, manager or employee of the Entity, and the Executors are specifically authorized to exercise their rights inhering in their ownership as Executors for the election or appointment of any person or persons, including themselves, as directors, officers, managers or the like. Any Executor who serves as officer, partner, director, manager or employee of the Entity shall be entitled to receive compensation for such services notwithstanding that my Executors may themselves (whether individually and/or as Executors hereunder) be in a position to determine, or control the determination of, the amount of such compensation, and I direct that no such person shall be required to furnish any bond in connection with any such employment.

I am aware that conflicts of interest may arise by reason of service on the part of my Executors as such and as officer, partner, director, manager or employee of the Entity and by reason of my Executors owning an interest in the Entity in their own right. I intend that my Executors shall, in all respects, be free to exercise the powers and discretion herein conferred as fully and unrestrictedly as if there were no such conflicting interests. With this thought in mind, I expressly exempt my Executors from the adverse operation of any rule of law which might otherwise apply to them in the performance of their fiduciary duties by reason of conflict of interest. Without limiting the generality of the foregoing, I specifically direct that my Executors shall not have any greater burden of justification in respect of their acts as Executors by reason of conflict of interest than they would have in the absence of any such conflict.

(E) Notwithstanding anything in this Article NINTH to the contrary, my fiduciaries shall be limited, in the investment of funds held in my estate, to prerefunded municipal bonds, if and to the extent they are readily available, and, to the extent that they are not readily available, to United States Treasury obligations, including Bills, Notes and Bonds, with any maturity date. These investments shall be held by a financial institution, preferably one which does not charge for such service. This restriction shall not affect the power of my fiduciaries to retain and deal with any assets which I may own at my death or which my fiduciaries may receive by reason of my death.

ARTICLE TENTH: FIDUCIARIES

(A) I appoint my wife, LEONA M. HELMSLEY, as the Executor of this Will. If my wife fails to qualify or ceases to act as Executor for any reason, the Executor shall be any one or more

individuals or corporate fiduciaries, acting together or in succession, as my wife shall have appointed, whether before or after my death. Any such appointment shall be made by a written instrument signed by my wife in accordance with Section (C) of this Article or by my wife's Last Will and Testament. If my wife fails to qualify or ceases to act as Executor for any reason and no Executor shall have been effectively appointed in accordance with this Section (A), then RAY ACQUADRO, HAROLD M. HOFFMAN ("HAROLD"), HOWARD W. MUCHNICK ("HOWARD") and SILVANA NANDIN, or such of them who qualify, shall be the Executors; provided, however, that as a condition to HAROLD or HOWARD serving as Executor, each of them must agree, in writing, that he will not retain his legal firm to act as counsel to my Executors.

(B) I authorize my wife to revoke or amend, by instrument in writing, any designation as to any designee who has not commenced serving. I further authorize my wife to direct the immediate resignation of any Executor who shall have commenced serving and to appoint successor Executors as provided in Sections (A) and (C) of this Article. Any such resignation directed by my wife shall be effective on the date stated in the instrument signed by my wife which shall direct such resignation, and shall have the effect of a resignation under Section (F) of this Article, whether or not such resignation is acknowledged in writing by such Executor.

Subject to the foregoing paragraph, I authorize any Executor serving hereunder from time to time to designate successors to serve in such office, in the manner provided in Section (C) of this Article and to revoke or amend, by instrument in writing, any designation as to any designee who has not commenced serving. Any designation made by my wife shall take precedence over a designation made by an Executor other than my wife.

(C) Any designation authorized by this Article shall: (1) be in writing, (2) state the time at which or the event upon which it is to be effective, and (3) if more than one successor is designated, state the order of succession. If there are inconsistent instruments of designation, the instrument that bears the most recent date and that makes an unrevoked designation shall govern.

(D) Each Executor shall be entitled to commissions for receiving and paying out all sums constituting principal and income of my estate at the rates provided under the laws of the State of New York in effect at the time of payment; provided that the amount payable to each Executor other than my wife for administering my estate shall not exceed the sum of \$250,000, and he or she shall not be entitled to any other commissions or additional compensation.

(E) Each instrument that designates a fiduciary, that revokes or amends a designation or that signifies a fiduciary's acceptance of office shall be filed with the records maintained by the fiduciaries of my estate and a copy of it shall be mailed or personally delivered to the next successor fiduciary, if any.

(F) Any fiduciary at any time in office may resign as such by mailing or delivering a written notice of resignation to the next successor fiduciary. The resignation shall take effect upon the date stated in the notice or, if court approval is required for such resignation, upon the granting of such approval, whereupon all duties of the resigning fiduciary shall cease, other than the duty to account.

Any resigning fiduciary shall take all steps necessary to effect and perfect the delivery and transfer of all property then held by such fiduciary to each successor to the resigning fiduciary. No successor fiduciary shall be obliged to examine the accounts, records, and acts of any previous fiduciary or any allocations of receipts or disbursements as between principal and income made by any previous fiduciary.

(G) All powers, authority and discretion herein conferred upon my fiduciaries shall pass to and be exercisable by each successor fiduciary.

(H) I direct that no fiduciary serving under this Will at any time shall be required to file or furnish any bond or other security, any provision of law to the contrary notwithstanding.

(I) If any beneficiary of my estate is or becomes incapacitated (whether by reason of illness or other cause) in the sole judgment of my Executor, then payment to or for the benefit of such beneficiary may be effected (i) by making payment to a legally appointed guardian, committee or conservator of such beneficiary; (ii) by making payment, on behalf of such beneficiary, to such beneficiary's attorney-in-fact under a durable power of attorney, or to any person with whom such beneficiary resides or who has charge of his custody or care; or (iii) by application thereof directly for the use or benefit of such beneficiary. Any such payment or application may be made without requiring any bond, and the receipt of any person receiving such payment or application shall be a full discharge to my fiduciaries who shall not be bound to see to the further application of any such payment.

ARTICLE ELEVENTH: IN TERROREM

If any beneficiary under this Will or any Codicil hereto shall, directly or indirectly, institute or become an acting party to any proceeding to set aside, interfere with, or make null any provision of such Will or Codicil, or to offer any objections to the probate thereof, or shall in any manner, directly or indirectly, contest the probate thereof, I direct that any property or interest that such beneficiary might otherwise have had or received under this Will or any Codicil hereto, outright or in trust, shall thereupon terminate, any provision of law, whether in the form of any anti-lapse statute or otherwise, to the contrary notwithstanding, and such property or interest shall be added to my residuary estate.

ARTICLE TWELFTH: TITLES

The title to each Article in this Will is used to aid in identification of each Article. However, the titles shall not be deemed to be part of this Will for purposes of ascertaining the meaning of any provision contained in this Will or for any other reason.

ARTICLE THIRTEENTH: CONSTRUCTION

Whenever the masculine or feminine gender is used in this Will, it shall be deemed, when appropriate to the context, to include the opposite gender as well. Whenever appropriate, the singular shall include the plural and the plural shall include the singular, as the context may

require.

IN WITNESS WHEREOF, I have signed my name to this Will on this 25th day of January 1994.

/s/ Harry B. Helmsley