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Box 35

LAST WILL AND TESTAMENT

OF

BERNARD FENSTERWALD, JR.

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I, BERNARD FENSTERWALD, JR., of the Commonwealth of Virginia, being of sound mind and memory, do hereby revoke any and all wills and codicils heretofore made by me, and do make, publish and declare this to be my Last Will and Testament.

1. I direct that all my just debts, including a reasonable cremation expense, and costs of administration of my estate be paid out of the principal of my estate as soon as practicable after my death; however, I further direct that no debt secured by real property owned by me, in whole or in part, be paid if, in the discretion of my PERSONAL REPRESENTATIVE, hereinafter named, said payment would not be advantageous to my estate. I direct that my ashes be inurned in the Columbarium of the Arlington National Cemetery. At an appropriate time after my death, I hereby authorize KATHY KINSELLA to expend the sum of money which I previously gave her to arrange a New Orleans type parade to be held on King Street in Alexandria, Virginia, after which all participants shall repair to an appropriate Alexandria tavern for a proper celebration for friends and acquaintances alike. If KATHY KINSELLA does not survive me or cannot arrange for this fete, I direct my EXECUTOR to arrange for it.

2. I am married to PATRICIA FENSTERWALD, hereafter referred to as "my wife" or "my spouse." We have four children and step-children, BERNARD, III, PATRICK MARLETTE, DAVID

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MARLETTE, and MARGARET ALICE MARLETTE COX, who shall be referred to as "my children" for all purposes under this will.

3. I make the following specific bequests:

(a) To BERNARD III, Fifty Thousand Dollars ($50,000.00) in cash or property as my EXECUTOR shall determine;

(b) To PATRICK MARLETTE, Fifty Thousand Dollars ($50,000.00) in cash or property as my EXECUTOR shall determine;

(c) To DAVID MARLETTE, Fifty Thousand Dollars ($50,000.00) in cash or property as my EXECUTOR shall determine;

(d) To MARGARET ALICE MARLETTE COX Fifty Thousand Dollars ($50,000.00) in cash or property as my EXECUTOR shall determine;

(e) To MRS. CARMEN DE LA RAMA of Fairfax, County, VA, the sum of Ten Thousand Dollars ($10,000.00);

(f) To MRS. BETTY SMITH of Washington, DC, the sum of Ten Thousand Dollars ($10,000.00);

(g) To MS. FLORENCE FOSTER of Alexandria, VA, the sum of Ten Thousand Dollars ($10,000.00);

(h) To MR. PAUL HOCH of Berkeley, CA, the sum of Ten Thousand Dollars ($10,000.00);

(i) To MRS. DIANE HELFGOTT of Melbourne, FL, the sum of Ten Thousand Dollars ($10,000.00);

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(j) To MR. CHARLES MC INTIRE of Baltimore, MD, the sum of Ten Thousand Dollars ($10,000.00), plus any interest in boats jointly owned;

(k) To MR. DAVID MARLETTE of Falls Church, VA, my 1926 Chris Craft boat;

(l) To MR. BERNARD FENSTERWALD, III and MR. DAVID MARLETTE all of my tools and bike gear in the basement of my home; and

(m) To MR. BERNARD FENSTERWALD, III any assets which I may have in the law firm of Fensternwald & Alcorn.

4. I hereby exercise the power of appointment I have under the BURKE BUILDING TRUST under the will of my father BERNARD FENSTERWALD in favor of the Assassination Archives and Research Center, with instructions to the trustee of said trust to terminate the trust at the earliest possible date, with a distribution of the corpus and any accumulated dividends to said Assassination Archives and Research Center.

5. I hereby exercise the power of appointment I have under the BUDWALD TRUST under the will of my father BERNARD FENSTERWALD in favor of my son BERNARD FENSTERWALD, III, with instructions to the trustee of said trust to terminate the trust at the earliest possible date, with a distribution of the corpus and any accumulated dividends to said BERNARD FENSTERWALD, III. If BERNARD FENSTERWALD, III predeceases me, I exercise such power in favor of his children, share and share alike, with instructions that the trustee of said trust terminate the trust

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with respect to each such child on his or her twenty-fifth birthday.

6. Except as specified in paragraph 3, I give and bequeath all my cash and bankbooks and my household furniture and furnishings, personal effects, books, works of art, jewelry, silver, automobiles, and all other articles of tangible personal property (and the insurance thereon) owned by me, to my wife. I specifically exclude from this bequest any securities or other intangible personal property.

7. All the rest, residue and remainder of my property, both personal and real, of every kind and description, wheresoever situated, but not including any property over which I may have a power of appointment, I give, devise, and bequeath to the TRUSTEE under my revocable trust established by my Revocable Trust Agreement identifying me as both the SETTLOR and as TRUSTEE thereof, such Agreement executed by me on December 20, 1989, to be administered and distributed in accordance with the provisions thereof as they now exist or may hereafter be amended. If the aforesaid disposition shall fail for any reason, I give, devise, and bequeath the said residue of my estate to my wife if she survives me by sixty days, or if she does not so survive me, to my children, per stirpes.

8. I hereby appoint my son BERNARD, III, EXECUTOR of this will and PERSONAL REPRESENTATIVE of my estate. Should he be unable or unwilling to serve as EXECUTOR and PERSONAL REPRESENTATIVE, then in such event I appoint PATRICIA FENSTERWALD as his successor with all rights and duties imposed

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upon my past EXECUTOR and PERSONAL REPRESENTATIVE. I direct that any EXECUTOR named herein be allowed to serve without bond or, if a bond is required, without surety thereon.

9. In the investment, administration, and distribution of my estate except where otherwise restricted, the EXECUTOR and his successors shall have such powers conferred upon them by the laws of the Commonwealth of Virginia, and, in particular, Virginia Code Section 64.1-57, the provisions of which are specifically incorporated herein by reference and made a part hereof.

(a) My EXECUTOR is specifically authorized to make any and all elections and to exercise any and all options given to executors pursuant to the provisions of the Internal Revenue Code of 1986 as the same may be amended from time to time and any regulations thereunder. With respect to the election that may be available under Section 2056(b)(7) of the Internal Revenue Code, I direct my EXECUTOR to give preference in general to the minimization of the federal and state death taxes payable by my estate. However, my EXECUTOR shall also consider the taxes that may be payable by the estate of my spouse, and may elect not to qualify transfers to terminable interests in property to my spouse for the marital deduction (or to qualify only a portion of such transfers) even though such election would result in the payment of otherwise avoidable taxes by my estate, if my EXECUTOR determines that such election can reasonably be expected to result in overall tax savings when both estates are taken into account. The

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determination of my EXECUTOR with respect to the election shall be conclusive upon all affected persons, and my EXECUTOR shall not be liable to any beneficiary for any taxes payable as a result of the good faith exercise of the discretion hereby placed in my EXECUTOR with respect to the election.

(b) The powers herein granted to the EXECUTOR may be exercised in whole or in part, from time to time, and shall be deemed to be supplementary to and not exclusive of the general powers of EXECUTORS pursuant to law, and shall include all power necessary to carry the same into effect.

10. All estate, inheritance, legacy, succession, and transfer taxes, if any, including any interest or penalties thereon, imposed by the laws of the United States or of any state or territory or by any foreign government and assessed as a result of my death, whether or not with respect to property passing under this Will (but not including any such taxes which must be paid in any event by the TRUSTEE under the Revocable Trust Agreement referred to in paragraph 5 hereof, and not including any such taxes with respect to property over which I may have any power of appointment), shall, except hereafter provided, be paid out of the general assets of my estate as an expense of administration, without apportionment. I have in the Revocable Trust Agreement referred to in paragraph 5 hereof authorized the TRUSTEE thereunder to pay such portion of such taxes as my EXECUTOR may certify, and, therefore, direct my EXECUTOR to pay from the general assets of my estate as large a

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portion of such taxes as it deems feasible without being forced to dispose of any property specifically bequeathed or devised, to abate pecuniary legacies, or to liquidate any assets under unfavorable conditions, and then to certify to the TRUSTEE under said Revocable Trust Agreement the balance of such taxes, if any. My EXECUTOR shall have full power and authority to pay, compromise, or settle any such taxes at any time, whether on present or future interests.

11. Except to the extent to which I have included them in the provisions of this Will, I have intentionally, and not as the result of any accident, mistake, or inadvertence, omitted in this Will to provide for any of my issue now living or for any issue of mine hereafter born or adopted.

12. If my said wife and I die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that my wife survived me and my estate shall be distributed in accordance with such presumption. If any of my children and I die in a common disaster or under circumstances causing doubt as to which predeceased the other, it shall be conclusively deemed that I was the survivor.

In witness whereof I have set my hand and seal to this Last Will and Testament, on the margin of each page of which I

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have affixed my signature for better identification, on this 3rd day of May, 1990.

B. Fensterwald, Jr. (SEAL)

The foregoing instrument, consisting of 8 pages, including this page, was hereunto subscribed by the TESTATOR in the presence of each of us, and was at the same time declared by him to be his Last Will and Testament, and we at his request and in his presence, and in the presence of each other, have subscribed as attesting witnesses on this 3rd day of May, 1990.

Jean S. Doptis of Cirlinda, VA

Lisa A. Edsall of Falls Church, VA

Commonwealth of Virginia)
County of Fairfax)ss:

Before me, the undersigned authority, on this date personally appeared BERNARD FENSTERWALD, JR., JEAN S DOPTIS and LISA A. EDSALL, known to me to be the TESTATOR and Witnesses, respectively, whose names are signed to the attached instrument; and, all of these persons being by me first duly sworn, BERNARD FENSTERWALD, JR., the TESTATOR, declared to me and to the Witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly signed and executed it in the presence of said witnesses as his free and voluntary act for the purposes therein expressed, that said Witnesses stated before me that the foregoing Will was executed and acknowledged by the TESTATOR as his Last Will and Testament in the presence of said Witnesses who, in his presence and at his request, and in the presence of

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each other, did subscribe their names thereto as attesting witnesses on this day of the date of said Will, and that the said BERNARD FENSTERWALD, JR., at the time of the execution of said Will, was over the age of eighteen years and of sound and disposing mind and memory.

B. Fensterwald Jr
TESTATOR

Jean S. Dopkis
Witness

Lisa A. Edsall
Witness

Commonwealth of Virginia)
County of Fairfax)

Subscribed, sworn and acknowledged before me by BERNARD FENSTERWALD, JR. the TESTATOR, subscribed and sworn before me by JEAN S. DOPKIS and LISA A. EDSALL, Witnesses, this 3rd day of May, 1990.

Richard M. Tarby
Notary Public

My Commission Expires: May 22, 1990

B. Fensterwald Jr

THE FOREGOING WAS PROVED, PROBATED AND ADMITTED TO RECORD, IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF THE CITY OF ALEXANDRIA, VIRGINIA ON THE 11th DAY OF April, 1991

TESTE: EDWARD SEMONIAN, CLERK

By: _____ DEPUTY CLERK

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A COPY TESTE:
Edward Semonian, Clerk

By _____ Deputy Clerk

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FELIA ... REGISTER
DAVIDSON COUNTY, TN.

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... REFERENCE