

I, JAMES GANDOLFINI, a resident of the City, County and State of New York, and a citizen of the United States of America, being of full age, sound mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Last Wills and Testaments and Codicils thereto attached, heretofore made by me.

FIRST: I direct that all of my just debts, funeral expenses, last illness expenses, if any, and the cost of administration of my estate be paid out of the assets of my estate as soon after my demise as may be practicable. Such debts shall not include obligations secured by mortgages on real property and loans secured by a cooperative apartment.

SECOND: I direct that all inheritance, estate, transfer, succession and other death taxes and duties (including any interest or penalties thereon) imposed by any jurisdiction whatsoever by reason of my death (exclusive of any tax imposed as a result of any generation-skipping transfer under the Internal Revenue Code of 1986 as amended or a corresponding provision of state law) upon or with respect to any property includible in my estate for the purpose of any such taxes or duties, whether such property passes under or outside, or has passed outside the provisions of this Will or any Codicil hereto, be paid from the principal of my residuary estate without apportionment.

THIRD: A) I give all my clothing and jewelry to my son, MICHAEL GANDOLFINI, to be his absolutely, if he survives me, and which property he may distribute in his sole determination, and if he

does not survive me, then to my wife, DEBORAH LIN, to be hers absolutely, if she survives me, and which property she may distribute in her sole determination, and if she does not survive me, to my Executors to be divided as my Executors shall determine, which determination shall be conclusive and binding upon all persons interested in my estate.

B) I give all my other tangible personal property (other than currency) to my wife, DEBORAH LIN, to be hers absolutely, if she survives me, and which property she may distribute in her sole determination, and if she does not survive me, then to my Executors to be divided as my Executors shall determine, which determination shall be conclusive and binding upon all persons interested in my estate.

C) Any expenses which may be incurred in selling, storing, packing, shipping and insuring any of such tangible personal property, including any expense which may be incurred in delivering such property to the designated beneficiary or beneficiaries thereof, shall be charged against the principal of my estate and treated as an expense of administering my estate.

FOURTH: I give, devise and bequeath the following:

A) To my assistant, PAULETTE FLYNN BOURNE a/k/a TRIXIE FLYNN, the sum of Two Hundred Thousand (\$200,000.00) Dollars, provided she shall survive me;

B) To my friend, FATIMA BAE, the sum of Fifty Thousand (\$50,000.00) Dollars, provided she shall survive me;

C) To my niece, LAURA ANTONACCI, the sum of Five Hundred Thousand (\$500,000.00) Dollars, provided she shall survive me;

D) To my niece, JENNA ANTONACCI, the sum of Five Hundred Thousand (\$500,000.00) Dollars, provided she shall survive me;

E) To my godson, ROBERT JOSEPH PARISH, the sum of One Hundred Thousand (\$100,000.00) Dollars, provided he shall survive me.

F) To my friend, Thomas A. Richardson, the sum of Two Hundred Thousand (\$200,000.00) Dollars, provided he shall survive me;

G) To my friend, Doug Katz, the sum of Fifty Thousand (\$50,000.00) Dollars, provided he shall survive me with the hope that he will use it for the benefit of his son.

FIFTH: I direct my Executors to and I give and grant to the Trust which I have created for the benefit of my beloved son, MICHAEL GANDOLFINI, a first option to purchase all my right, title and interest in Condominium Unit No. 5C, together with Parking Space Number 9, located at 429 Greenwich Street, New York, New York at its fair market value. In the event that said trust does not purchase from my estate Condominium Unit No. 5C, together with Parking Space Number 9, located at 429 Greenwich Street, New York, New York then the same shall be a part of my residuary estate and be disposed of in accordance with the provisions hereinafter contained in this my, Last Will and Testament, regarding the disposition of my residuary estate.

SIXTH: I have provided for my wife, DEBORAH LIN, as set forth in Articles Third and Eighth (B) herein. I have also made other

provisions for DEBORAH LIN and therefore, I am not making any further provisions for her under this, my Last Will and Testament.

SEVENTH: I give, devise and bequeath to my Trustees, hereinafter named, IN TRUST NEVERTHELESS, all of my right, title and interest in and to the house and land which I own in Italy. My Trustees shall hold the same for the benefit of my son, Michael Gandolfini and my daughter, Lilliana Ruth Gandolfini. The interest of my son, Michael Gandolfini in this Trust shall be fifty (50%) percent and the interest of my daughter, Lilliana Ruth Gandolfini shall be fifty (50%) percent. Upon both beneficiaries of this trust reaching the age of twenty-five (25) said property shall be transferred to them in such percentages. It is my hope and desire that they will continue to own said property and keep it in our family for as long as possible.

EIGHTH: A) I give, devise and bequeath all the rest, residue and remainder of my estate, of whatsoever nature and wheresoever situate, including any lapsed legacies, bequests and devises, (sometimes referred to herein as my "residuary estate") as follows:

- i) Thirty Percent (30%) to my sister, LETA GANDOLFINI;
- ii) Thirty Percent (30%) to my sister, JOHANNA ANTONACCI;
- iii) Twenty Percent (20%) to my wife, DEBORAH LIN;
- iv) Twenty Percent (20%) to my daughter, LILIANA RUTH GANDOLFINI.

B) In the event that any of the above-named beneficiaries shall predecease me or die with me in or as the result of a common accident or disaster or under such circumstances that it is

doubtful who died first, then the interest of such a deceased residuary estate beneficiary I give devise and bequeath to the remaining residuary estate beneficiaries in equal shares, share and share alike. In the event that any two of the above-named beneficiaries shall predecease me or die with me in or as the result of a common accident or disaster or under such circumstances that it is doubtful who died first, then the interest of such a deceased residuary estate beneficiaries I give devise and bequeath to the remaining residuary estate beneficiary.

NINTH: I have in mind my beloved son, MICHAEL GANDOLFINI, but I am not providing for him other than as set forth in this my Last Will and Testament because I have made other provisions for him.

TENTH: Whenever, pursuant to the provisions of this, my Will, any share of my estate or any income therefrom shall be payable or distributable to any beneficiary who is under twenty-one (21) years of age, the same shall absolutely vest in and belong to such beneficiary, but payment thereof may be deferred, and I authorize my Trustees, in their sole and uncontrolled discretion, to hold the same and to retain the custody and control thereof, and to administer the same on the beneficiary's behalf, and to accumulate the income therefrom, if any, with all the investment and other powers hereinafter granted to them as Trustees, and I direct that they shall apply so much of the income and principal thereof as in their discretion they may deem advisable and proper from time to time for the support, education and maintenance of such beneficiary, and upon such

beneficiary's attaining the age of twenty-one (21) years, to pay over to such beneficiary whatever principal and income may then remain in their hands, or in the event such beneficiary shall die prior to attaining the age of twenty-one (21) years, then to the estate of such beneficiary.

ELEVENTH: Any income or corpus to be applied for the use and benefit of a beneficiary under the age of twenty-one (21) years, under the provisions of this Will, may be so applied by the Executors and Trustees either directly or by making payment, without bond, to such beneficiary, or to a guardian of the person or of the property of such beneficiary, or to any head of any household with whom such beneficiary resides, for the use of such beneficiary, in which event the receipt of such beneficiary, parent, guardian or person, as the case may be, shall be a complete discharge to the Executors or Trustees making such payment; such person need not be legally appointed the guardian of such beneficiary, nor shall such beneficiary, guardian or person be obligated to give any accounting for the disposition of said income or corpus except on the written request of the Executors or Trustees hereunder.

TWELFTH: No principal or income payable or to become payable under any trust created by this Will shall be subject to anticipation or assignment by any beneficiary thereof, or to attachment by or to the interference or control of any creditor of any such beneficiary, or to be taken or reached by any legal or equitable process in satisfaction of any debt or liability of such beneficiary prior to its actual receipt by the beneficiary.

THIRTEENTH: In addition to, and not in limitation of, the powers and discretions elsewhere herein granted and conferred by law, I give and grant to my Executors and Trustees, in the administration of my estate and the Powers-in-Trust hereunder and, insofar as pertinent, in the administration of accumulated income held hereunder, the following powers and discretions:

A) To retain, in their absolute discretion and for such period or periods as shall seem advisable to them, all or any part of the property owned by me at the time of my death, the property received at the commencement of any Trust and the property received in substitution therefore.

B) To invest and reinvest the funds of my estate or of any Trust, in property of any kind, real, personal, mixed or chooses in action, irrespective of any statute, case, rule or custom limiting the investment of estate or Trust funds.

C) To continue and to operate any business or interest therein I may own at the time of my death for such time as they shall deem advisable; to engage in any other business; to become or remain a partner, general or special, in any business; to incorporate any such business and hold the stock thereof as an investment; and to provide capital for and employ agents to manage and operate any such business without liability or indebtedness resulting from the operation thereof if the management is selected with reasonable care.

D) To sell at public or private sale, exchange, mortgage, lease (although the term of the lease may extend beyond

the term of any Trust) and otherwise manage and deal with real estate and rights below and above its surface.

E) To exercise all rights as the owner of securities including, among others, the right to vote by proxy, participate in reorganizations and voting Trusts and hold stock in their own names, jointly or severally, or in the name of a nominee, with or without disclosing the fiduciary relationship.

F) To carry out the terms of any agreement I may have entered into to sell all or any part of any property or any interest I may own in any business at the time of my death.

G) To borrow money and mortgage or pledge the property of my estate or any Trust as security therefor; to advance money for the protection of my estate or any Trust and secure such advances by a lien on the property of my estate or any Trust; and to advance income to beneficiaries and secure such advance by a lien on the future benefits of such beneficiaries.

H) To make allotments and distribution in kind without regard to the income tax basis of any assets.

I) To compromise and arbitrate claims in favor of or against my estate or any Trust.

J) To determine, in their sole discretion, what is income or corpus of my estate or any Trust and to apportion and allocate all receipts, credits, disbursements, expenses and charges to income or corpus as they shall deem proper and, except insofar as they shall exercise such discretion, matters relating to the rights of

beneficiaries among themselves as to corpus and income shall be governed by the rules of law applicable from time to time.

K) To deduct from the income of my estate or any Trust a reserve for depreciation of any depreciable asset and to authorize the income beneficiary thereof to take such deduction or to apportion such deduction between themselves, as fiduciaries, and the income beneficiary in such manner as they shall deem proper.

L) To sell property to or purchase property at public or private sale from any Trust created hereunder with the proceeds or funds from any such other Trust for a consideration equal to the then fair market value of the property notwithstanding that they may be the fiduciaries of both the selling and purchasing Trust.

M) To execute and deliver any written instruments which they may deem advisable to carry out any power, duty or discretion granted to them, and all persons shall be fully protected in relying upon their power to execute every such instrument and no one shall be obligated to see to the application by them of any money or property received by them pursuant to the execution and delivery of any such instrument.

N) Whenever they shall have the right to elect whether any item of expense connected with the administration of my estate or of any Trust shall be claimed as a deduction for income tax purposes or claimed, instead, as a deduction for estate tax purposes to exercise such right of election in such manner as they may, in their absolute discretion, determine to be advisable even though the manner in which such election is exercised may result in an advantage

or disadvantage to any beneficiary as compared with any other beneficiary.

O) Whenever required to make a distribution or transfer of all or a part of the assets of my estate or of any Trust, to retain therefrom assets sufficient, in their judgment, to cover any liability which may then or later be imposed upon them including, but not limited to, their liability for estate, inheritance, income or other taxes, until such liability shall have been finally determined.

P) The Executors and Trustees shall have sole custody of all securities, papers, personal property and cash comprising my probate or Trust estate and solely perform all ministerial duties. No individual Executor or Trustee shall be obligated, but may if he wishes to sign or countersign checks for the disbursement of estate or Trust funds.

Q) All powers, duties and discretionary authority granted to the Executors and Trustees may be exercised by them without posting any bond, without obtaining any order from or the approval of any Court and without any notice to or consent of anyone. The Executors and Trustees are not to be answerable for any loss that does not occur through their own default or negligence. A successor Executor or a successor Trustee shall succeed to all the powers, duties and discretionary authority of the original Executors and Trustees.

R) To hold, manage, invest and account for the Trusts created hereunder, in whole or in part, in solido, in one or more consolidated funds as they, in their sole discretion, may from time to time determine. In such event, the division of such funds into the

Trusts need be made only on the Trustees' books of account in which each Trust shall be proportionately charged and credited. No such consolidation holding, however, shall be deemed to defer or postpone the vesting or distribution, in accordance with the terms of this, my Will, of any property held in Trust.

S) Any Executor or Trustee may, with the consent of the other, delegate any or all of his or her or its powers, duties and discretions to any other Executor or Trustee by an instrument in writing and may revoke such delegation at will in the same manner.

T) To employ brokers, banks, custodians, investment counsel, attorneys, accountants and such other agents, professional or otherwise, and to delegate to them such of their duties, rights and powers as they may determine and for such periods as may be deemed proper without liability for any mistake or default of any such person selected or retained with reasonable care and prudence and to pay them, or any of them, reasonable compensation which shall be deemed part of the expenses of my estate or of the Trusts or Powers-in-Trust hereunder, as the case may be.

U) In case it shall become necessary or proper to divide all or any part of my estate or any Trust hereunder into parts or shares or to distribute the same, to make such division or distribution, in their discretion, in money, in kind, or partly in money and partly in kind; and, if such division is for the purpose of enabling any asset to be held pursuant to a Trust or a Power-in-Trust, to effect such division, in whole or in part, in their sole discretion, by allocating to each part or share an undivided interest in such asset.

V) In the event it shall be necessary or proper for my Executors or Trustees to distribute any part of my estate or any Trust hereunder, then and in their sole and absolute discretion, they shall have the power to make non-pro-rata distributions.

W) To join with my wife in filing any income tax return for any year in which such joinder is permitted by law and to pay all or such ratable share of any taxes thereon as they shall deem proper and to consent to any gifts made by my wife during my lifetime as having been made one-half by me for the purpose of any gift tax law, and the exercise of such authority shall be final and conclusive and not subject to question by any persons.

FOURTEENTH: A) I hereby nominate, constitute and appoint my wife, DEBORAH LIN, my sister, LETA GANDOLFINI, and my attorney and friend, ROGER S. HABER, as Co-Executors of this, my Last Will and Testament. In the event that DEBORAH LIN or LETA GANDOLFINI or ROGER S. HABER shall predecease me, fail to qualify, resign or cease to act as Executor for any reason whatsoever, then I direct that the remaining Co-Executors or sole remaining Co-Executor may continue to act as such without the necessity of appointing substitute or successor Co-Executors in the others place and stead. I direct that my Co-Executors, whether acting together or singly or in any combination, shall not be required to furnish any bond or other security for the faithful performance of their duties in any jurisdiction whatsoever, any law to the contrary notwithstanding.

B) I hereby nominate, constitute and appoint my wife, DEBORAH LIN, my sister, LETA GANDOLFINI, and my attorney,

ROGER S. HABER, as Co-Trustees of the Powers-in-Trust created under this, my Last Will and Testament. In the event DEBORAH LIN or LETA GANDOLFINI or ROGER S. HABER shall predecease me, resign, fail to qualify or cease to act as Co-Trustee for any reason whatsoever then I nominate, constitute and appoint my sister, JOHANNA ANTONACCI, as substitute or successor Co-Trustee hereunder. I direct that my Co-Trustees, whether serving together or singly or in any combination, shall not be required to furnish any bond or other security for the faithful performance of their duties in any capacity in any jurisdiction whatsoever, any law to the contrary notwithstanding.

C) No Individual Executor or Trustee acting hereunder shall be liable or responsible for the neglect or default of any other Executor or Trustee nor for the neglect or default of any agent selected or appointed with reasonable care, and my individual Executors and Trustees shall not be liable or accountable for any act performed, permitted or omitted by them, or by reason of any loss or diminution in value suffered by my estate or any Trust herein established except for acts of fraud or gross negligence. No fiduciary at any time acting hereunder shall be required to file periodic accountings in the court in which this Will shall be admitted to probate, but such fiduciary may do so at any time or times if he or she shall deem the filing of any such accounting advisable.

FIFTEENTH: In the event that the mother of a minor child of mine, predeceases me or cannot serve as guardian of such child for any reason whatsoever, then I appoint my sister, LETA GANDOLFINI, as Guardian of my minor children. In the event the mother of a minor

child of mine and LETA GANDOLFINI, both predecease me or cannot serve as guardian of such child for any reason whatsoever, I hereby appoint my sister, JOHANNA ANTONACCI, as substitute or successor Guardian hereunder. I direct that my Guardian and my substitute or successor Guardian shall not be required to furnish any bond or other security for the faithful performance of her duties in any jurisdiction whatsoever, any law to the contrary notwithstanding.

SIXTEENTH: No person dealing with my Executors, Trustees or Guardians shall be required to see to the application of any property paid or delivered to them, or to inquire into the expediency or propriety of any transaction, or the authority of my Executors or Trustees or Guardians to enter into and consummate the same upon such terms as they may deem advisable.

SEVENTEENTH: If any beneficiary or beneficiaries under this Will, and I, or any person upon whose death such beneficiary or beneficiaries would have otherwise become entitled to receive any income or principal hereunder should die in a common accident or disaster, or as a result of a common accident or disaster, or under such circumstances that it is doubtful who died first, then all of the provisions of this Will shall take effect in like manner as if such beneficiary or beneficiaries had predeceased me or such other person, as the case may be.

IN WITNESS WHEREOF, I have subscribed and sealed and do publish and declare these presents as and for my Last Will and

Testament in the presence of the witnesses attesting the same
the 19 day of December in the year Two Thousand and Twelve.

James Dandy (L.S.)

The above instrument, consisting of fifteen (15) pages, of which this is the fifteenth (15th) page, was, at the date thereof, subscribed, sealed, published and declared by the Testator, JAMES GANDOLFINI, as and for his Last Will and Testament in the presence of us and each of us, who, at his request, in his presence and in the presence of each other, have hereunto subscribed our names as witnesses thereto the 19th day of December in the year Two Thousand and Twelve.

Valerie Baugh residing at 520 W. 43rd ST.
#4H
NEW YORK, NY 10036

Wayne Green residing at 91-15 31st Avenue
Apt # 2F
EAST ELMHURST, NY 11369

Joneth Lew residing at 4050 Danman St Apt 668
Elmhurst NY 11373

State of New York)
County of New York)) ss:

Each of the undersigned, individually and severally, being duly sworn, deposes and says:

The within Will was subscribed in our presence and sight at the end thereof by JAMES GANDOLFINI, the within named Testator on the 19th day of December 2012, at
Kraditor & Huber, LLP 245 Fifth Avenue, New York, NY 10016

Said Testator at the time of making such subscription, declared the instrument so subscribed to be his Last Will.

Each of the undersigned thereupon signed his or her name as a witness at the end of said Will at the request of said Testator, in his presence and sight and in the presence and sight of each other.

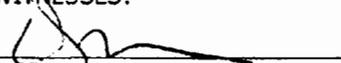
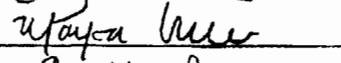
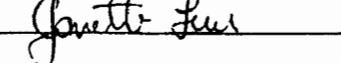
Said Testator was, at the time of so executing said Will, over the age of eighteen years and, in the respective opinions of the undersigned, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Will.

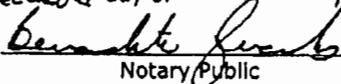
Said Testator, in the respective opinions of the undersigned, could read, write and converse in the English language and was suffering from no defect of sight, hearing or speech, or from any other physical or mental impairment which would affect his capacity to make a valid Will. The Will was executed 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 signatures of said Testator and of the undersigned.

The foregoing instrument was executed by said Testator and witnessed by each of the undersigned affiants under the supervision of Valerie Baugh, an attorney-at-law.

WITNESSES:




Sworn to before me this 19th day of December, 2012.

Notary Public

BERNARDTE J. JACOBS
NOTARY PUBLIC, State of New York
No. 41-450918
Qualified in NY County
My Commission Expires 6/23/15 16

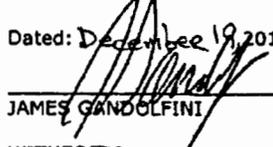
State of New York)
) ss:
County of New York)

I, JAMES GANDOLFINI, have designated my attorney ROGER S. HABER an Executor in my Last Will and Testament dated December 19, 2012.

Prior to signing my Last Will and Testament, I was informed that:

1. Subject to limited statutory exceptions, any person, including an attorney, is eligible to serve as my executor;
2. Absent an agreement to the contrary, any person, including an attorney, who serves as an executor for me is entitled to receive statutory commissions for executorial services rendered to my estate;
3. Absent execution of this disclosure acknowledgement, the attorney who prepared the Will, a then affiliated attorney, or any employee of such attorney or a then affiliated attorney, who serves as an executor shall be entitled to one-half the commissions he or she would otherwise be entitled to receive and;
4. If such attorney serves as my executor, and he or she or another attorney affiliated with such attorney renders legal services in connection with the executor's official duties, he or she is entitled to receive just and reasonable compensation for those legal services, in addition to the commission to which an executor is entitled.

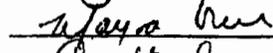
Dated: December 19, 2012.

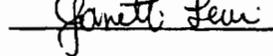


JAMES GANDOLFINI (L.S.)

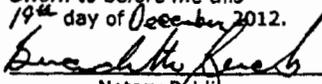
WITNESSES:







Sworn to before me this
19th day of December, 2012.



Notary Public

BERNARD J. JACONI
NOTARY PUBLIC, State of New York
No. 41-454318
Qualified in NY County
My Commission Expires 6/23/15