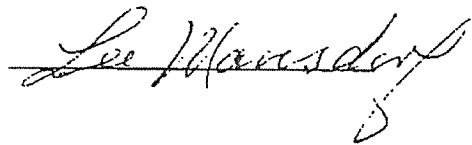


LAST WILL OF LEE MANSDORF

I, Lee Mansdorf, a resident of Los Angeles County, California hereby declare this to be my last will.

- FIRST I declare that I am not married.
- SECOND I have no living children.
- THIRD Most of my assets are held in the Mansdorf Family Revocable Trust ("the Trust") which was most recently amended on or about July 13, 2001. I hereby ratify and confirm the terms of the Trust as amended.
- FOURTH I give my entire estate to The Trust.
- FIFTH I nominate the persons listed below, in the order and priority indicated, as executor and alternate or successor executor of my will:
- One: Harold Mansdorf; Two: Mildred Mansdorf
- The term "executor" includes any personal representative of my estate.
- I request that no bond be required of any executor nominated in my will.
- My executor may administer my estate under the California Independent Administration of Estates Act (Probate Code sections 10400-10600).
- SIXTH If any person, whether a beneficiary under my will or not, in any manner, directly or indirectly, contests my will or any of its provisions in any legal proceeding that is designed to thwart my wishes as expressed in my will, any share or interest in my estate given to that contesting beneficiary under my will is revoked and shall be disposed of under the terms of my will as if that contesting beneficiary had predeceased me without issue.
- SEVENTH If any provision of my will is unenforceable, the remaining provisions shall remain in full effect.

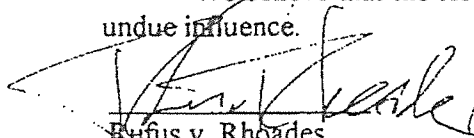
Signed on July 15 2001 at Beverly Hills, California.

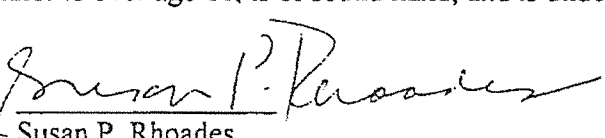


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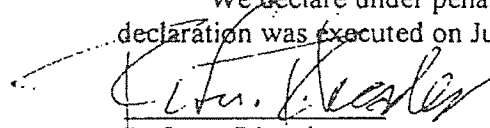
On the date written below, the testator, Lee Mansdorf, declared to us that this instrument, consisting of two pages including this page, was the testator's will and asked us to witness it. The testator then signed this will in our presence, all of us being present at the same time. At the testator's request, in the testator's presence, and in the presence of one another, we subscribe our names as witnesses.

We believe that the testator is over age 18, is of sound mind, and is under no constraint or undue influence.


Rufus v. Rhoades

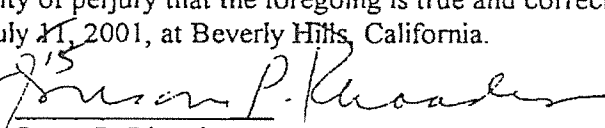

Susan P. Rhoades

We declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on July 11, 2001, at Beverly Hills, California.


Rufus v. Rhoades

Address:

1465 Hillcrest Avenue
Pasadena, California 91106


Susan P. Rhoades

Address:

1465 Hillcrest Avenue
Pasadena, California 91106