

LAST WILL AND TESTAMENT

OF

WHITNEY E. HOUSTON

I, WHITNEY E. HOUSTON, residing in the State of New Jersey, declare this to be my Last Will and Testament and revoke all my prior wills and codicils.

FIRST: I direct that my funeral and cemetery expenses, the expenses of my last illness, all expenses of administration of my estate and all my debts (except mortgage indebtedness and indebtedness secured by any life insurance policy or otherwise secured) that are just and not barred by time be paid by my Executors from my residuary estate.

SECOND: (A) I give my entire interest in all my household furniture and furnishings and other articles of household use or ornament located at any real estate used by me on a full or part-time basis for my residential purposes, together with all my clothing, personal effects, jewelry, and automobiles, and all insurance policies thereon, if any (hereinafter referred to as my "tangible personal property"), to any children of mine who survive me, in such portions as my Executors, in their sole discretion may deem advisable, or sell the same, or any balance thereof, and add the proceeds to my residuary estate.

(B) If no child of mine survives me:

(1) I give all jewelry I own at my death to my mother, EMILY CISSY HOUSTON, if she survives me; and

(2) I give the rest of my tangible personal property (or all of my tangible personal property if my mother does not survive me) to those of my mother, EMILY CISSY HOUSTON, my father, JOHN R. HOUSTON, my husband, ROBERT B. BROWN, my brother, MICHAEL HOUSTON, and my brother, GARY HOUSTON, as survive me, to be amicably divided among them as they might agree, in shares as nearly equal as possible.

If my mother, my father, my husband and my said brothers cannot agree on the distribution of any property which would otherwise be distributed to them under this Article SECOND, I direct that such property be sold and the proceeds be added to my residuary estate.

THIRD: The balance of my estate, whether real or personal and wherever situate (referred to as my "residuary estate") shall be disposed of as follows:

(A) If any issue of mine survive me, my residuary estate shall be paid to my issue living at my death, per stirpes; provided that any part of my residuary estate passing to a child or more remote descendant of mine who is younger than thirty (30) years of age at my death shall not be paid to him or her outright, but rather I give the same to my Trustees to hold in a separate trust for his or her benefit pursuant to Article FOURTH.

(B) If I leave no issue at my death, my residuary estate shall be paid, in equal shares, to those of my mother, EMILY CISSY HOUSTON, my father, JOHN R. HOUSTON, my husband, ROBERT B. BROWN, my brother, MICHAEL HOUSTON, and my brother, GARY HOUSTON, who survive me; provided, however, that as to each of my said brothers (regardless of his age), his share of my residuary estate shall not be paid to him outright, but rather the same shall be paid to my Trustees to hold in a separate trust for the benefit of such brother pursuant to Article FIFTH.

FOURTH: The following are the terms of the separate trusts for the respective benefit of any child or more remote descendant of mine who is younger than thirty (30) years of age, each of whom is hereinafter referred to as the "Beneficiary" of his or her separate trust:

(A) My Trustees may, at any time or from time to time, pay to the Beneficiary, or apply for his or her benefit, upon such occasions as my Trustees in their sole discretion shall deem advisable, so much or all (or none) of the entire net income and so much or all (or none) of the

principal of the separate trust held for the Beneficiary as my Trustees may deem desirable. At the end of each trust year, my Trustees shall add to the principal of such separate trust any net income not so paid or applied and thereafter the same shall be dealt with as principal for all purposes. Without limiting my Trustees as to occasions upon which payments may be made and without requiring them to make any payment if they deem it inadvisable, I suggest that purposes for which distributions of income and principal might be made include maintenance, educational requirements, engagement, marriage, acquisition of a home, birth of a child, commencement of a new business enterprise or continuance of an existing one, and medical requirements. In granting discretion to my Trustees to make such payments, it is my desire that such discretion be liberally exercised when the occasion, whether one previously specified or not, is such that the interests of the Beneficiary would, in my Trustees' judgment, be best served thereby.

(B) My Trustees shall make the following distributions of principal to the Beneficiary from his or her separate trust:

(1) One-tenth (1/10) of the then principal when the Beneficiary reaches the age of twenty-one (21) years;

(2) One-sixth (1/6) of the then principal when the Beneficiary reaches the age of twenty-five (25) years; and

(3) The entire remaining principal, together with all accrued and undistributed income, when the Beneficiary reaches the age of thirty (30) years, whereupon the separate trust held for the Beneficiary shall terminate; provided that if the Beneficiary is at least twenty-one (21) years of age at the time the separate trust is set aside for his or her benefit, one-tenth (1/10) of such separate trust shall then be paid to him or her in lieu of the payment specified in subparagraph "(1)" above; and provided

further that if the Beneficiary is at least twenty-five (25) years old at the time the separate trust is set aside for his or her benefit, one-fourth (1/4) of such separate trust shall then be paid to him or her in lieu of the payments specified in subparagraphs "(1)" and "(2)" above.

(C) If the Beneficiary dies before reaching the age of thirty (30) years, the separate trust held for him or her shall terminate and my Trustees shall pay the remaining principal, together with all accrued and undistributed income, to my issue then living, per stirpes; provided, however, that any property payable to a child or more remote descendant of mine who is younger than thirty (30) years of age at the Beneficiary's death shall not be paid to him or her outright, but rather the same shall be paid to my Trustees to hold in a separate trust for his or her benefit pursuant to this Article FOURTH; and provided further that all property payable pursuant to this paragraph to a person who is the Beneficiary of a trust under this Will which is then in existence shall, irrespective of the age of such person, be added in its entirety to the principal thereof to be administered therewith and shall not be paid to him or her outright.

(D) If there be no issue of mine living at the Beneficiary's death, such property shall be paid, in equal shares, to those of my mother, EMILY CISSY HOUSTON, my father, JOHN R. HOUSTON, my husband, ROBERT B. BROWN, my brother, MICHAEL HOUSTON, and my brother, GARY HOUSTON, who survive the Beneficiary; provided, however, that as to each of my said brothers (regardless of his age), his share of such property shall not be paid to him outright, but rather the same shall be paid to my Trustees to hold in a separate trust for the benefit of such brother pursuant to Article FIFTH.

(E) Notwithstanding any contrary provision in this Will, the separate trust held for the Beneficiary shall terminate, to the extent that it shall not

have previously terminated, twenty-one (21) years after the death of the last survivor of my father, JOHN R. HOUSTON, as were living at the date of my death. Upon the termination of such separate trust pursuant to this provision, my Trustees shall pay the entire then principal, together with all accrued and undistributed income, to the Beneficiary thereof.

FIFTH: The following are the terms of the separate trusts for the benefit of each of my brothers, MICHAEL HOUSTON and GARY HOUSTON (each of whom shall be referred to in this Article as the "Beneficiary" of his separate trust).

(A) My Trustees may, at any time or from time to time, pay to the Beneficiary, or apply for his benefit, upon such occasions as my Trustees, in their sole discretion shall deem advisable, so much or all (or none) of the net income and so much or all (or none) of the principal of the separate trust held for the Beneficiary as my Trustees may deem desirable. At the end of each trust year, my Trustees shall add to the principal of such separate trust any net income not so paid or applied and thereafter the same shall be dealt with as principal for all purposes. Without limiting my Trustees as to occasions upon which payments may be made and without requiring them to make any payment if they deem it inadvisable, I suggest that purposes for which distributions of income and principal might be made include maintenance, support, care, engagement, marriage, acquisition of a home, birth of a child, commencement of a new business enterprises or continuance of an existing one, medical requirements and vacations. In granting discretion to my Trustees to make such payments of income and principal, it is my desire that such discretion be liberally exercised when the occasion, whether one previously specified or not, is such that the interests of the Beneficiary would, in the judgment of my Trustees, be best served thereby, and that the interests of remaindermen in the principal of the trust shall be disregarded in connection therewith.

(B) Upon the Beneficiary's death, the separate trust held for the Beneficiary shall terminate and my Trustees shall pay the remaining principal, together with all accrued and undistributed income, to the same persons, and in the same proportions, as would have inherited such property from me had I then died intestate, the absolute owner thereof, and a resident of the State of New Jersey; provided, however, that notwithstanding the foregoing, under no circumstances shall any part of my estate or the property held in trust under this Will be paid to JOHN R. HOUSTON III.

SIXTH: (A) No assignment, disposition, charge or encumbrance of the income or principal of any trust created herein for the benefit of any beneficiary, or any part thereof, by way of anticipation, alienation or otherwise, shall be valid or in any way binding upon my Trustees and I direct that no beneficiary may assign, transfer, encumber or otherwise dispose of such income or principal, or any part thereof, until the same shall be paid to him or her by my Trustees. No income or principal or any part thereof shall be liable to any claim of any creditor of any beneficiary.

(B) If any beneficiary of this Will dies within thirty (30) days after the date of my death or after the date of death of any other person upon whose death such beneficiary would, but for this paragraph, become entitled to receive either income or principal under this Will, then I direct that for the purposes of this Will, such beneficiary shall be deemed to have predeceased me or such other person, as the case may be.

(C) Whenever used in this Will, the word "issue" shall include, for all purposes, persons attaining that status by formal adoption, it being my intention to expressly include any extension of the line of descent by means of adoption.

SEVENTH: Distribution of any property under this Will to a person who is a minor or who is under some other legal disability may be made by my Executors and

Trustees directly to such person or to any one with whom such person resides or, in the sole discretion of my Executors and Trustees, may be made to such person's parent or spouse or Guardian, Conservator or Committee in whatever jurisdiction appointed, or, in the case of any such person who is younger than twenty-one (21) years of age, whether or not a minor, to a Custodian for such person's benefit under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act of any of the following States: the State in which I am a resident at my death; the State in which such person resides; the State in which any Executor or Trustee serving hereunder resides; or the State in which any ancestor, sibling, uncle or aunt of such person resides. The receipt by the one to whom distribution is made pursuant to this Article shall be a full discharge in respect of any property so distributed even though such payee may be a fiduciary hereunder. Reference in this Will to a "minor" shall mean a person younger than twenty-one (21) years of age.

EIGHTH: I direct that there shall be no apportionment of any estate, inheritance, transfer, succession, legacy or other death taxes levied or assessed by reason of my death by any governmental authority, domestic or foreign, with respect to any property passing under this Will, or any Codicil hereto, or in respect of any other property passing apart from this Will which may be subject to such taxes. All such taxes, together with interest and penalties thereon, if any, shall be paid as an administration expense from my residuary estate disposed of in Article THIRD, without apportionment among the beneficiaries of my residuary estate. For purposes of this paragraph, such taxes shall not include any generation skipping transfer taxes which may be payable under Chapter 13 of the Code. I expressly recognize that any reduction in tax attributable to property qualifying for the Federal estate tax marital deduction shall inure to the benefit of all recipients of my residuary estate, and not just

to the benefit of the recipient of the property qualifying therefor.

NINTH: I confer upon my Executors and Trustees all powers and discretion conferred generally upon fiduciaries by Section 3B:14-23 of the Statutes of the State of New Jersey, and other provisions of this Will, and in addition, without limiting the foregoing, my Executors and my Trustees shall have the following powers and discretion with respect to all property of whatever kind at any time held by them, including income held by them until its distribution, which they may exercise as they deem advisable:

(A) To retain, sell (at private or public sale), purchase, exchange, invest and reinvest in bonds, preferred or common stocks, money market funds, certificates of deposit, mortgages, interests in any kind of investment trust, or other evidences or rights, interests or obligations, secured or unsecured, foreign or domestic, or any other property, real or personal and whether or not in the nature of a wasting asset; and to retain and insure the same for any period of time without liability therefor;

(B) To retain investments, cash or property of which I may die possessed, or which may be received by them, for such length of time as to them may seem proper, without liability by reason of such retention and without limitation as to the length of such time;

(C) To employ and to pay the compensation of such agents, accountants, custodians, experts and counsel, legal or investment (including any firm with which a fiduciary hereunder may be associated), and to delegate discretionary powers to, and rely upon information or advice furnished by, such agents, accountants, custodians, experts or counsel;

(D) To improve, lease (for any term, whether or not beyond the term of the administration of my estate or of any trust created hereunder or the term fixed by any law), partition or otherwise deal with or dispose of any



real or personal property or any interest therein; to make alterations in, renovations, and extraordinary improvements to any building now or hereafter located on any such property or to demolish the same; to construct new buildings; and to enter into contracts or grant options (for any period) with respect to any of the foregoing;

(E) To consent to the modification, renewal or extension of any note, whether or not secured, or any bond or mortgage, or any term or provision thereof, or any guarantee thereof, or to the release of such guarantee; to release obligors on bonds secured by mortgages or to refrain from instituting suits or actions against such obligors for deficiencies; to use property held under this Will for the protection of any investment in real property or in any mortgage on real property;

(F) To abandon any property, real or personal, which they shall deem to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of such property; to permit such property to be lost by tax sale or other proceeding, or to convey any such property for nominal or no consideration;

(G) To exercise or dispose of any or all options, privileges or rights appurtenant or incident to the ownership of any property; to vote, assent, subscribe, convert property of any other nature; to become a party to, or deposit securities or other property under, or accept securities issued under, any voting trust agreement;

(H) To oppose, assent to or participate in any reorganization, readjustment, recapitalization, liquidation, partial liquidation, consolidation, merger, dissolution, sale or purchase of assets, lease, mortgage, contract or other action or proceeding by any corporation and, in connection therewith, to subscribe to new securities issued pursuant thereto or exchange any property for any other property or pay any

assessments or other expenses; to delegate discretionary powers to any reorganization, protective or similar committee;

(I) To borrow money from any party, including any fiduciary hereunder, whether for the purpose of raising funds to pay taxes, to purchase property, to exercise stock options, or otherwise, and to give or not to give security therefor;

(J) To consent to the election by any corporation to be taxed as an "S" corporation under the Internal Revenue Code as it may from time to time exist (or to continue any such election if such election is in effect at the time of my death);

(K) To make any loans, either secured or unsecured, in such amounts, and upon such terms, and at such rates of interest, and to such persons, firms or corporations as in the exercise of their discretion they may determine;

(L) To invest, reinvest, exchange and carry on any business conducted by me or in which I may be interested as a shareholder, partner or otherwise, for any period of time; to sell or liquidate the same; or to incorporate any such business;

(M) To hold property in the name of a nominee or unregistered or in such form as will pass by delivery;

(N) To foreclose any mortgage or mortgages, and to take title to the property or any part thereof affected by such mortgage or, in their discretion, to accept a conveyance of any property in lieu of foreclosure, and to collect the rents and income therefrom, either through a receiver or directly, and to protect such property against foreclosure under any mortgage that shall be a prior lien on said property, or to redeem from foreclosure under any such mortgage, as well as to protect any such property against nonpayment of taxes, assessments or other liens;

(O) To claim administration and other expenses and losses as deductions either in income tax returns of my estate and/or in any estate tax return, whichever would in their opinion result in the payment of the lowest aggregate of such taxes, without requiring reimbursement of the principal of my residuary estate because of any increase in the estate tax caused by deducting the same in income tax returns, or without making any other adjustments of income or principal, and regardless of the effect that such action on their part may have on the interest of the various beneficiaries under this Will, although my Executors may make such adjustments if they so determine in their absolute discretion;

(P) To satisfy any legacy hereunder, whether such legacy be general, pecuniary, residuary or otherwise, with any property, including an undivided interest in property, and to allot any property, including an undivided interest in property, to any separate trust created hereunder whether or not the same kind of property is used in the satisfaction of any other such legacy or as allocated to other trusts created hereunder;

(Q) To allocate any federal exemption from the federal generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of said tax, whether or not such property passes under this Will or outside this Will, including, but not limited to, any property which I have transferred during my life to which I did not make an allocation and any property over which I have a general power of appointment, regardless of whether I exercise such power of appointment, and to exclude any such property;

(R) My Executors and my Trustees shall be deemed to have acted within the scope of their authority, to have exercised reasonable care, diligence and prudence, and to have acted impartially as to all persons interested including, but not limited to tax elections, unless

the contrary be proved by affirmative evidence, and in the absence of such proof shall not be liable for loss arising from depreciation or shrinkage in value of any property herein authorized to be held or acquired.

TENTH: In addition to the powers and discretion conferred upon my fiduciaries by Article NINTH, as to each and any corporation, partnership or other business entity, public or private (including any successor thereto), in which my fiduciaries, as such, hold or acquire any interest (each such corporation, partnership or other business entity being hereafter referred to as the "Entity"), I authorize my fiduciaries to retain the shares thereof or interest therein for as long as they deem it to be in the best interests of my estate or the trusts held under this Will, regardless of the fact that such shares or interest might produce no income, 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 my fiduciaries, 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 the Entity or of its assets or business, or, in their sole discretion, to sell, exchange, offer for redemption or otherwise dispose of the shares or interest in the Entity owned by my estate or the trusts held under this Will, 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 fiduciaries, be in the best interests of my estate or of the trusts held under this Will.

So long as my fiduciaries 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 they may 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.

Consequently and to these ends, I expressly authorize my fiduciaries 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 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 a fiduciary hereunder may be associated) whenever my fiduciaries shall deem it advisable; to charge the cost of all such services against the interest in the Entity held by my fiduciaries or to vote or take other action to require the Entity owning said business to pay such expenses; 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 fiduciaries may act as an officer, director, manager or employee of the Entity, and my fiduciaries are specifically authorized to

exercise their rights inhering in their ownership, as such fiduciaries, for the election or appointment of any person or persons, including themselves, as directors, officers, managers and the like. Any such fiduciary who may serve as an officer, director, manager or employee of the Entity shall be entitled to receive compensation for such services notwithstanding that my fiduciaries may themselves (whether individually or as fiduciaries 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.

In providing as I have, I am aware that conflicts of interest may arise by reason of service hereunder on the part of my fiduciaries and as an officer, director, manager or employee of the Entity. Nevertheless, I have so provided because I have absolute confidence in their business judgment and integrity. It is my intention that any such fiduciary 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 fiduciaries 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 a conflict of interest. Without limiting the generality of the foregoing, I specifically direct that they shall not have any greater burden of justification in respect of their acts as fiduciaries by reason of a conflict of interest than they would have in the absence of any such conflict.

For purposes of this Will the term "fiduciaries" shall include my Executors, my Trustees, and any one or more of them and any Successor Executor or Successor Trustee.

ELEVENTH: I appoint my attorney, SHELDON PLATT, as Executor of my Will.

I appoint my sister-in-law, DONNA HOUSTON, and my attorney, SHELDON PLATT, as Trustees under this Will.

I appoint my husband, ROBERT B. BROWN, as Guardian of the person and property of my minor children. If my husband shall fail or cease to act for any reason, I appoint my sister-in-law, DONNA HOUSTON, as Guardian in his place.

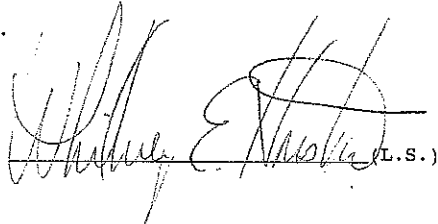
If ancillary probate of this Will in any jurisdiction is required, I appoint as my Ancillary fiduciaries the same persons who are then serving as my Domiciliary fiduciaries. My Ancillary fiduciaries shall have the same powers and discretion as are conferred upon my Domiciliary fiduciaries.

Except as hereinabove provided in this Article, the last acting individual sole Trustee for whom no designated successor shall be available to act for any reason whatsoever may designate pursuant to a written instrument executed by him or her during his or her lifetime, one or more individuals and/or corporate banking institutions as co-Trustee, to serve with such individual or to succeed such individual as Trustee, in the event he or she shall cease to act for any reason whatsoever.

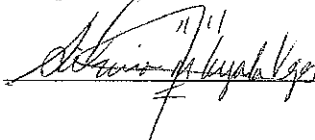
I direct that no fiduciary (including an Ancillary fiduciary) serving hereunder, whether as Executor, Trustee or Guardian, or as successor thereto, shall be required to file or furnish any bond or other security, any provision of law to the contrary notwithstanding.


All references in this Will to my "Executors", "Trustees" and "Guardians" and the pronouns and verbs corresponding thereto, shall be deemed to include all Successors, and shall be deemed to refer to each Executor, Trustee and Guardian serving hereunder at any time and shall be construed in the masculine or feminine and in the singular or plural, whichever construction is consistent with facts prevailing at any given time.

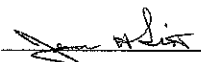
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of February, in the year One Thousand Nine Hundred and Ninety-Three.

 (L.S.)

SUBSCRIBED, PUBLISHED and DECLARED by the above-named Testatrix, WHITNEY E. HOUSTON, as and for her Last Will and Testament in the presence of us, who, at her request, in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this 3rd day of February in the year One Thousand Nine Hundred and Ninety-Three.

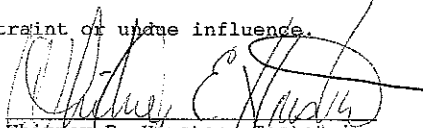
 residing at 1075 Old Bergen Blv Fort Linc.  
87624

 residing at 6 EAST LANE  
MADISON N.J. 07940

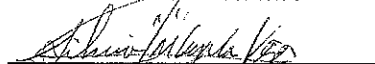
 residing at 20 GLEN DRIVE  
BARCLAY, N.Y. 10854

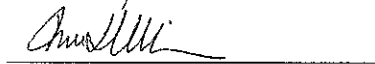


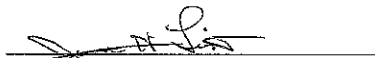
I, WHITNEY E. HOUSTON, as testatrix, sign my name to this instrument this 3rd day of February, 1993, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am 18 years of age or older, of sound mind, and under no constraint or undue influence.

  
Whitney E. Houston, Testatrix

SILVIA M AYALA VEJA , THOMAS L. WEISENBECK and JEROME H. LIST , the witnesses, being first duly sworn, do each hereby declare to the undersigned authority that the testatrix signs and executes this instrument as her Last Will and Testament and that she signs it willingly, and that each of us states that in the presence and hearing of the testatrix he hereby signs this Will as witness to the testatrix's signing, and that to the best of our knowledge the testatrix is 18 years of age or older, of sound mind, and under no constraint or undue influence.


  
Witness

  
Witness

  
Witness

STATE OF NEW JERSEY  
MORRIS  
COUNTY OF BERGEN

Subscribed, sworn to and acknowledged before me by WHITNEY E. HOUSTON, the testatrix, and subscribed and sworn to before me by SILVIA M AYALA VEJA , THOMAS L. WEISENBECK and JEROME H. LIST , witnesses this 3rd day of February, 1993.

  
Jordan S. Weitberg  
An Attorney-at-Law of New Jersey

**CODICIL DATED APRIL 14, 2000  
TO LAST WILL AND TESTAMENT OF WHITNEY E. HOUSTON  
EXECUTED ON FEBRUARY 3, 1993**

I, WHITNEY E. HOUSTON, a resident of the State of New Jersey declare this to be a codicil to my Last Will and Testament executed on February 3, 1993.

I hereby delete therefrom, the first and second grammatical paragraphs of paragraph Eleventh of my said Last Will and Testament, which provide as follows, and which shall have no further force or effect:

"I appoint my attorney, Sheldon Platt, as executor of my Will.

"I appoint my sister-in-law, Donna Houston, and my attorney, Sheldon Platt, as trustees under this Will".

and substitute the following in their place:

"I appoint Emily Cissy Houston as executor of my Will.

"I appoint my sister-in-law, Donna Houston, and my brother, Michael Houston, as trustees under this Will."

In all other respects, I hereby ratify, confirm and adopt my said Last Will and Testament executed on February 3, 1993

Dated: April 14, 2000

  
WHITNEY E. HOUSTON

BOOK 1246 PAGE 282

SUBSCRIBED, PUBLISHED and DECLARED by the above-named Testatrix, WHITNEY E. HOUSTON, as and to her Codicil to her Last Will and Testament in the presence of us, who, at her request, in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this 14<sup>th</sup> day of April in the year Two Thousand.

Fredrick N. Gaines residing at 11726 San Vicente Bl. L A Calif

Nicole David residing at 5417 Via Dante, Marina del Rey

Keith Purdill residing at 1948 Comstock Ave, Los Angeles Cal.

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BOOK 1246 PAGE 283