

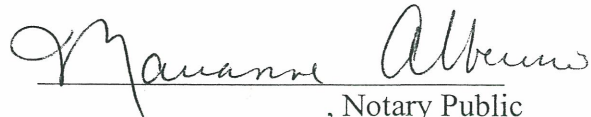
AFFIDAVIT OF HENRY E. CLAIBORNE

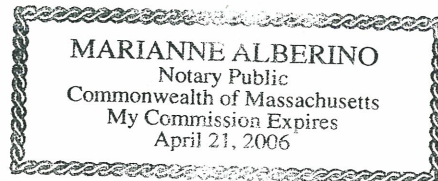
I, Henry E. Claiborne, hereby depose and state as follows:

1. I knew Benjamin C. Thompson ("Ben"), who died on August 17, 2002. I was his caretaker for a number of years, beginning in 1994.
2. In 1994, Ben had a stroke. The stroke left Ben completely paralyzed on his left side and bed-ridden. Ben was under 24-hour care, which I assisted in.
3. In December of 1995, I was working for him 70-80 hours a week. Ben required extra care at that time because every year he would become very depressed and anxious during the time period from Thanksgiving to New Year's.
4. At that time, in December of 1995, I signed the document attached to my affidavit, titled "Codicil to Will". This document is dated December 21, 1995. Until today, however, I had not seen the first page of this document with the title "Codicil to Will". I recognize my signature as the first witness on page two of the attached document (the "document"), the only page I had seen until today. Although I signed this document, I did not know what it was. I was simply told by my employer, Jane Thompson ("Jane"), Ben's second wife, to sign it.
5. I recall I was in the kitchen at the time, preparing a meal for Ben. Jane gave the document to me and walked around the kitchen while I signed it. I did not see anyone else whose signature is on this document sign it either. The page Jane gave to me to sign (page 2 only) of the attached document did not have any signatures on it when she gave it to me. Although I believe the signature under my name is probably that of Sarah Miwanda, my coworker, I did not actually see Sarah sign this document. Neither did I see Ben sign this document. Further, if Ben signed this document, I was not in the same room at the time he signed it and/or dated it, if he dated it. I also believe that Ben, in December of 1995, was unable to sign documents.

Signed under the pains and penalties of perjury this 31st day of October, 2002.


Henry E. Claiborne


_____, Notary Public
My commission expires _____, 2002



CODICIL TO WILL

I, Benjamin C. Thompson of Cambridge, Massachusetts, declare this to be the First Codicil to my Will dated April 21, 1995.

I hereby amend said Will by striking therefrom the entire Article THIRD, entitled "Appointment of Executors", and substitute the following therefor:

"THIRD: APPOINTMENT OF EXECUTORS.

I name my wife, Jane McC. Thompson and my son, Benjamin Thompson, Jr. to be the Co-Executors of my Will. If she shall for any reason fail or cease to serve as such, then Benjamin Thompson, Jr. shall serve alone. If Benjamin Thompson, Jr. shall for any reason fail or cease to serve as such, then my son, Anthony Thompson shall serve in his place. I hereby request that my Executors and their successors also be appointed as temporary Executors or temporary Executor."

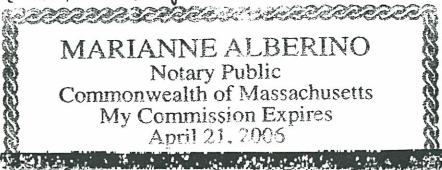
I further amend said Will by adding the following as Article Eighth after Article Seventh of said Will:

"EIGHTH: CONTEST OF WILL.

If any beneficiary hereunder shall contest the probate or validity of this will or the Benjamin C. Thompson Family Trust under Trust Agreement of April 21, 1995, or any provision of either, or shall institute or join in any proceeding to contest the validity of this will or said Benjamin C. Thompson Family Trust or to prevent any provision of either from being carried out in accordance with its terms, regardless of whether or not such proceedings are instituted in good faith and with probable cause, then all benefits provided for such beneficiary under this

Attachment to Affidavit Page 1

10/31/02 *Marianne Alberino*
Notary Public



will or said Trust are revoked and such benefits shall lapse. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this will and the said Benjamin C. Thompson Family Trust."

I, the undersigned Testator, do hereby declare that except as herein stated I confirm my Will dated April 21, 1995, that I sign and execute this instrument as the First Codicil to my Will, that I sign it willingly in the presence of each of my witnesses, and that I execute it as my free and voluntary act this 21st day of December, 1995.

Benjamin C. Thompson
Benjamin C. Thompson

We, the undersigned witnesses, each do hereby declare in the presence of the aforesaid testator that the testator signed and executed this instrument as the First Codicil to his Will in the presence of each of us, that he signed it willingly, that each of us hereby signs this codicil as witness in the presence of the testator, and that to the best of our knowledge the testator is eighteen (18) years of age or over, of sound mind, and under no constraint or undue influence.

Nancy C. Carlson
Witness

of 53 Regain RD
Dorchester MA 01914

S. V. Miranda
Witness

of 7 Prospect Hill Ave.
Waltham

Commonwealth of Massachusetts
County of Middlesex

Subscribed, sworn to and acknowledged before me by the said testator and witnesses this 21st day of December, 1995.

Sharon J. Wolfberg
Notary Public

Attachment to Affidavit Page 2 My commission expires:

MARIANNE ALBERINO
Notary Public
Commonwealth of Massachusetts
My Commission Expires
April 21, 2005

Marianne Alberino
Notary Public

12/31/02