

SURROGATE'S COURT OF THE STATE OF NEW YORK  
COUNTY OF MONROE

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In the Matter of the Application of THOMAS F.  
BONADIO, Co-Executor of the Estate of

**File No. 2016-787/F**

**ANTHONY J. COSTELLO**, Deceased,

**Affidavit of Elaine Costello**

for advice and direction pursuant to Surrogate's Court  
Procedure Act §2107 and §2102(6)

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STATE OF NEW YORK)  
COUNTY OF MONROE) ss.:

**ELAINE COSTELLO**, being duly sworn, deposes and says:

1. I am over the age of 18 years and I am of sound mind to make this affidavit.

2. I am the surviving spouse of Anthony J. Costello, to whom I was married for 57 years and until his death in March 2016. I reside in Monroe County, New York.

3. I make this affidavit based upon my personal knowledge and in support of Brett A. Costello's objection to the petition of Thomas F. Bonadio seeking advice and direction pursuant to SCPA § 2017 and 2102(6).

4. I am a beneficiary of Anthony's Estate, including as the sole lifetime beneficiary of Trust B created under his Last Will & Testament, which, upon settlement of the Estate, which will hold title to all of Anthony's ownership interests (the "Business Interests") in the various business entities (the "Businesses") that he owned at the time of his death. Pursuant to my husband's Will, these Business Interests are to be held by Trust B for my sole benefit during the remainder of my life.

5. Anthony built the Businesses—the majority of which operate and develop various types of real estate—for the benefit of our family. During his lifetime, Anthony gifted to our four children (Brett Costello, Alicia Costello Smith, Lynette Costello Ward, and Andrea DiLiberto) each a 10% ownership interest in many of the Businesses, so that they could directly benefit from the Businesses as shareholders, which they do.

6. Anthony and I often spoke about the Businesses throughout our marriage. On numerous occasions, Anthony shared with me his wish and desire that the Businesses continue to operate, even after his death, for the continued benefit of our family, and in the interest of the community that was his home for his entire life and the more than 100 people employed by the Businesses.

7. Our son Brett worked alongside Anthony for 30 years, until Anthony's death. Anthony often shared with me his interest and intent that Brett manage and control the Businesses after his death. The very name of the company—Anthony J. Costello & Son Development—showed that Anthony intended for his son to take over.


8. Anthony—on three separate occasions—made public, multi-day celebrations of transferring executive control of the Businesses to Brett. Anthony was proud that his son would continue to build his legacy and work toward completing the various projects under development. Anthony was the type of person who had difficulty giving up full control and so he was still very much involved in the Businesses even after transferring executive authority to Brett, but Anthony made it clear to me that if he could not call the shots, it would be Brett's job to do so.

9. During the last four months of his life, Brett came to see Anthony **every day** to discuss the Businesses, unlike Tom Bonadio.

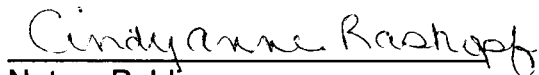
10. I have complete trust in Brett's ability to manage the Businesses and the decisions that Brett is making, and I know that Anthony wanted Brett, and Brett alone, to manage the Businesses and to control the Business Interests. Brett has been open and honest with me about the state of Businesses and his plans for them and I am not concerned about any of the decisions that he has made.

11. I do not support Tom Bonadio's suggested plan for an orderly liquidation. I know—based on multiple conversations with Anthony—that, while he was always open to business opportunities, he envisioned that his company would have a long future in our family.

12. I support Brett's plan to continue operating the Businesses and to finish the development projects that were in progress when Anthony died. I understand that there is risk inherent to continuing the Businesses and that tradeoffs and business decisions will have to be made. Anthony recognized these risks as well and he selected Brett as the person to weigh them and to be ultimate decision maker, and I oppose Tom Bonadio's petition because it seeks to do otherwise.

  
ELAINE COSTELLO

Sworn to before me this 23rd  
day of August, 2017

  
Notary Public

CINDY ANNE RASKOPF  
Notary Public, State of New York  
MONROE COUNTY  
Commission Expires 09/23/2018