Davidson County WILL
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LAST WILL AND TESTAMENT

OF

RUBY NEWORTH

I, RUBY NEWORTH, residing in the City, County and State of New York, being of sound and disposing mind and memory and not acting under duress, coercion, or undue influence of any person whomsoever, do hereby make, publish and declare this instrument as my LAST WILL AND TESTAMENT, hereby specifically revoking all WILLS and CODICILS previously made by me.

FIRST: I was born on February 7, 1907. I am not married and I have no children.

SECOND: I direct that all my just debts, funeral expenses, and costs of administering my Estate, be paid as soon as practicable after my death. I further direct that my remains be cremated and the resulting ashes be scattered in a manner and place to be determined by my Executrix.

THIRD: **A.** I give, devise and bequeath, all my automobiles, household furniture, furnishings, utensils, silver, china, rugs, linens, books, paintings, sculptures, works of art, wearing apparel, personal effects, jewelry and other similar articles of tangible personal property, if any, that I may own at my death to my friend and neighbor PATRICIA DESALVO, if she shall survive me, and it is my wish and desire that she distribute the

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paintings and works of art in conformance with our previous discussions. I understand that my wish and desire expressed herein is not a directive that can be enforced, but I trust PATRICIA DESALVO to comply with my request.

If PATRICIA DESALVO shall not survive me, I direct my alternate Executrix to select those paintings and works of art as she in her sole discretion deems appropriate for distribution to certain of my friends and neighbors, and I devise and bequeath such articles to said friends and neighbors. I direct that those articles not so selected be sold or disposed of by my Executor and that the proceeds therefrom be added to and pass as part of my residuary Estate.

My Executors shall be the sole and final arbiters with regard to the distribution of the paintings and works of art.

B. I give, devise and bequeath all of my real property and improvements thereon located on Sixth Avenue South and Lafayette Street in Nashville, Tennessee, including the parking lot connected to said property, to my half-niece MARLANE LILIENTHAL, if she shall survive me. If she shall not survive me, then I direct that this bequest pass through my residuary estate.

C. I give, devise and bequeath the following amounts to the following individuals, if they survive me:

1. ten thousand dollars ($10,000.00) to my friend and neighbor PATRICIA DESALVO, who currently resides at 273 West 10th Street;

2. twenty thousand dollars ($20,000.00) to my half-niece MARLANE LILIENTHAL, who currently resides in Wilmette, Illinois;

3. twenty thousand dollars ($20,000.00) to my half-niece JUDY SMITH, who currently resides in Atlanta, Georgia;

4. ten thousand dollars ($10,000.00) to my friend and neighbor, FRANK DAVIS, who currently resides at 273 West 10th Street, New York, New York;

5. ten thousand dollars ($10,000.00) to my friend and neighbor JOYCE REZENDES, who currently resides at 273 West 10th Street, New York, New York;

6. two thousand dollars ($2,000.00) to ANDY SUGARMAN, who currently resides at 273 West 10th Street, New York, New York;

Should any of the beneficiaries of the bequests made pursuant to this Article Third(C) of my WILL predecease me, then I direct that the bequest made to that person pass as part of my residuary estate.

D, I give, devise and bequeath to PATRICIA DESALVO all my right, title and interest in/to my Atlantic Richfield stock (also known as ARCO) and Handy & Harman stock.

FOURTH: I give, devise and bequeath all the rest and remainder of my property, real and personal wheresoever situated, and whether acquired before or after the execution of this WILL,

or to which I may be in any manner entitled at the time of my death, including any legacies which may lapse or for any reason fail to take effect, and including all property over which I shall have power of testamentary disposition or appointment to the following organizations in equal shares:

A. BIDE-A-WEE HOME ASSOCIATION, currently located at 410 East 38th Street;

B. HUDSON RIVER SLOOP CLEARWATER, INC, currently located at 112 Market Street, Poughkeepsie, New York;

C. THE UNITED JEWISH APPEAL-FEDERATION OF JEWISH PHILANTHROPIES OF NEW YORK, INC., currently located at 130 East 59th Street, New York, New York; and

D. NATIONAL WILDLIFE FEDERATION; currently located at 8925 Leesburg Pike, Vienna, Virginia.

FIFTH: If any beneficiary or any of my distributees begin or maintain any proceeding to challenge or deny any of the provisions of this WILL, the legacy herein made to him or her shall lapse and fall into the residue, and my Executors are directed and required to refrain from making any distributions of any sum whatsoever to the person, if any, who shall seek to contest this WILL or any of its provisions.

SIXTH: I hereby direct that the validity, construction, effect and administration of the testamentary disposition made in this WILL shall be determined by the laws of the State of New York and that the Courts of the State of New York

shall have jurisdiction over the administration of my Estate, regardless of the whereabouts of any assets or property, and whether or not I die a resident of such State.

SEVENTH: I direct that all Estate, inheritance, succession and similar taxes and other death duties, including any interest or penalties thereon, imposed or payable by reason of my death upon or in respect of any property, whether passing under my WILL or otherwise, as well as my just debts, funeral and administration expenses shall be paid from my residuary Estate disposed of by Article Fourth of my WILL and shall not be apportioned.

EIGHTH: I nominate, constitute and appoint PATRICIA DESALVO, currently of 273 West 10th Street, New York, New York to be the Executor of this my LAST WILL AND TESTAMENT. Should she predecease me or be unable, or unwilling, to act, or having qualified thereafter dies, resigns, or is removed from office, I nominate and constitute and appoint my attorney, Fern H. Schwaber, currently of 757 Third Avenue, New York, New York, as Executor hereunder. I hereby direct that no Executor appointed pursuant to the provisions of my LAST WILL AND TESTAMENT shall be required to furnish bond or other security in any jurisdiction for the faithful performance of any of her duties, unless said fiduciary is appointed pursuant to a separate Court Order because a party nominated by me in this WILL cannot serve. My Executors named herein shall not be liable for damage or loss caused by honest

errors of judgment made by them or their agents or employees, or by any good faith exercise of the discretions given to them.

NINTH: In the investment, administration and distribution of my Estate, I direct that my Executors shall have with respect to any property held hereunder all powers conferred upon Executors under the Estate, Powers and Trusts Law of the State of New York whether or not I die a resident of such state.

In addition to, and not in limitation of, all the expressed and implied powers granted to Executors by law, I direct that my Executor and my substitute or successor Executor named herein, have, with respect to my real property and my personal property, wherever situated, that may at any time constitute part of my Estate, in their discretion and without applying to any court for permission to do so or for instructions in regard thereto, the power to distribute my Estate in cash or in property or partly in cash and partly in property, as they may deem appropriate; for the purpose of such determination their judgment conveying the property thereof and the relative values of the property so divided and distributed shall be binding upon all persons.

In the administration of my Estate under this WILL, my Executors are authorized to make such advances on their commissions and on counsel fees, prior to the judicial settlement of their accounts, as they may determine to be just and reasonable.

TENTH: If any beneficiary, legatee or contingent legatee referred to in this WILL shall die within thirty (30) days of the date of my death, I direct that, for all purposes of this WILL, any such person shall be considered as not having survived me. I make this provision notwithstanding any law to the contrary.

ELEVENTH: If any beneficiary and I should die simultaneously, or under such circumstances as to render it difficult or impossible to determine who predeceases the other, I shall be conclusively presumed to have survived the beneficiary for the purposes of this WILL.

TWELFTH: Whenever used in this WILL, words importing the singular shall include the plural, and vice-versa, and words importing the masculine shall include the feminine, and vice-versa, as required.

THIRTEENTH: If any not-for-profit or charitable organization named herein is not in existence at the time of my death, such organization's share shall, at the sole discretion of my Executor, be given to a not-for-profit or charitable

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organization, then in existence, whose purpose is most similar to that of the organization named.

IN WITNESS WHEREOF, I have signed this MY LAST WILL AND TESTAMENT initialing each page thereof for the purpose of identification, all in the presence of the undersigned who witnessed the same at my request, on this 11th day of February, 1997, New York, New York.

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RUBY NEWORTH (TESTATRIX)

The foregoing instrument was signed, published, and declared by RUBY NEWORTH, the above-named Testatrix, as and for her Last Will and Testament in our presence, all being present at the same time, and thereupon we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, all on this 11th day of February, 1997

WITNESSED BY:

SMKS Residing at 757 Third Ave NY, NY

Residing at 60 East 68th Street New York, NY

Residing at Mondel 757 3rd Avenue, Suite 2400 NY NY 10017

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ORIGINAL ADMITTED TO PROBATE
A TRUE COPY
CLERK OF THE SURROGATE'S COURT
CERTIFIED

May 17, 2000

September 27, 2000

FIRST CODICIL

to the

LAST WILL AND TESTAMENT

dated February 11, 1997

of

RUBY NEWORTH

I hereby amend my Last Will and Testament dated February 11, 1997 as follows:

FIRST: In the event that I do not own Handy & Harmon stock or securities at the time of my death, I give, devise and bequeath the sum of two hundred thousand dollars ($200,000.00) to PATRICIA DESALVO, if she survives me. If PATRICIA DESALVO shall not survive me, I direct that this bequest shall be added to, and pass as part of, my residuary estate. This bequest is in addition to any other bequest made to PATRICIA DESALVO herein or in my Will of February 11, 1997.

SECOND: In addition to the real property described in Article Third (B) in my Will dated February 11, 1997, I give, devise and bequeath any and all other real property and improvements thereon, owned by me and located in Nashville, Tennessee, at the time of my death, to MARLANE LILIENTHAL, if she shall survive me. If I do not own any real property in Nashville, Tennessee at the time of my death, I give, devise and bequeath the sum of one hundred thousand dollars ($100,000.00) to MARLANE LILIENTHAL, if she survives me. If she shall not survive me, I direct that this bequest shall be added to, and pass as part of,

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my residuary estate. This bequest is in addition to any other bequest made to MARLANE LILIENTHAL herein or in my Will of February 11, 1997.

THIRD: I wish, and it is my intention, to increase the amount of cash bequeathed to MARLANE LILLIENTHAL by my Will dated February 11, 1997. Therefore, I give, devise and bequeath the sum of one hundred thousand dollars ($100,000.00) to MARLANE LILIENTHAL, if she survives me, rather than the sum of twenty thousand dollars ($20,000.00) that I previously directed be left to her in my Will of February 11, 1997. If she shall not survive me, I direct that this bequest shall be added to, and pass as part of, my residuary estate.

FOURTH: I wish, and it is my intention, to increase the amount of cash bequeathed to ANDY SUGARMAN by my Will dated February 11, 1997. Therefore, I give, devise and bequeath the sum of ten thousand dollars ($10,000.00) to ANDY SUGARMAN, if he survives me, rather than the sum of two thousand dollars ($2,000.00) that I previously directed be left to him in my Will dated February 11, 1997. If he shall not survive me, I direct that this bequest shall be added to, and pass as part of, my residuary estate.

FIFTH: I wish, and it is my intention, to leave all my stock and securities to PATRICIA DESALVO. Therefore, in addition to the Handy & Harmon stock and Atlantic Richfield stock bequeathed to PATRICIA DESALVO by my Will of February 11, 1997, I give, devise and bequeath to PATRICIA DESALVO any and all stocks and securities that I own at the time of my death, if she survives

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me. If she does not survive me, I direct that this bequest shall be added to, and pass as part of, my residuary estate.

SIXTH: I wish, and it is my intention, to add the JEWISH GUILD FOR THE BLIND to the list of charities benefiting from the division of my residuary estate (Article Fourth of my Will dated February 11, 1997). Therefore, in addition to the four charities listed in Article Fourth of my Will of February 11, 1997, I direct that the JEWISH GUILD FOR THE BLIND, currently located at 15 West 65th Street, New York, New York, share equally in the division of my residuary estate. Consequently, I give, devise and bequeath my residuary estate, as described in Article Fourth of my Will dated February 11, 1997, in equal shares to:

A. BIDE-A-WEE HOME ASSOCIATION;

B. HUDSON RIVER SLOOP CLEARWATER, INC.;

C. THE UNITED JEWISH APPEAL-FEDERATION OF JEWISH PHILANTHROPIES OF NEW YORK, INC;

D. NATIONAL WILDLIFE FEDERATION; and

E. JEWISH GUILD FOR THE BLIND.

SEVENTH: Except as set forth herein, I ratify and

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confirm my LAST WILL AND TESTAMENT dated February 11, 1997

IN WITNESS WHEREOF, I have signed this CODICIL to my LAST WILL AND TESTAMENT initialing each page thereof for the purpose of identification, all in the presence of the undersigned who witnessed the same at my request, on this 13th day of July, 1998, New York, New York.

RUBY NEWORTH (TESTATRIX)

The foregoing instrument was signed, published, and declared by RUBY NEWORTH, the above-named Testatrix, as and for her First Codicil to her Last Will and Testament dated February 11,1997, in our presence, all being present at the same time, and thereupon we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, all on this 13th day of July, 1998.

WITNESSED BY:

Residing at 757 Third Ave NY, NY 10017

Residing at 757 Third Ave #2400 NY NY 10017

RN

ORIGINAL ADMITTED TO PROBATE
A TRUE COPY
CLERK OF THE SURROGATE'S COURT
CERTIFIED
May 17, 2000
May 17, 2000

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

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

The within CODICIL was subscribed in our presence and sight at the end thereof by RUBY NEWORTH, the within-named Testatrix on the 13th day of July 1998, at 757 Third Avenue, New York, N.Y.

Said Testatrix, at the time of making such subscription, declared the instrument so subscribed to be the FIRST CODICIL to her LAST WILL AND TESTAMENT dated February 11, 1997.

Each of the undersigned thereupon signed their name as witness at the end of said CODICIL at the request of said Testatrix and in her presence and sight and in the presence and sight of each other.

Said Testatrix was, at the time of executing said CODICIL, over the age of 18 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 or CODICIL.

The Testatrix, in the respective opinions of the undersigned could read, write and converse in the English language and was suffering from no defect of hearing or speech or from any other physical or mental impairment which would affect her capacity to make a valid CODICIL. The CODICIL was executed as a single original instrument. Said CODICIL was read out loud to the Testatrix, in our presence, who advised that she understood the CODICIL and that it stated the bequests that she wished to make and the changes she wished to make to her WILL of February 11, 1997.

Each of the undersigned was acquainted with the Testatrix at such time and makes this Affidavit at her request.

The within CODICIL was shown to the undersigned at the time this Affidavit was made, and was examined by each of the witnesses as to the signature of the Testatrix and of the undersigned.

The foregoing instrument was executed by the Testatrix and witnessed by each of the undersigned affiants under the supervision of Susan M. Kafer, an attorney-at-law, licensed to practice in the State of New York, who read this attestation clause aloud to us.

Severally subscribed and sworn to before me this 13th day of July, 1998

SUSAN M. KAFER
Notary Public, State of New York
No. 31-4790459
Qualified in New York County
Commission Expires August 31, 19~~9~~9

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STATE OF TENNESSEE, DAVIDSON COUNTY

I, Richard R. Rooker, Clerk of the Probate Court in said County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 238 Page 697
Given under my hand and official seal, at office in Nashville, this 14th of MAY 2001

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk