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LAST WILL AND TESTAMENT
of
IAN BRICK

FILED
SEP 03 2015
Clerk
Deputy

I, IAN BRICK, residing at 31 Inveraray, Nashville, Tennessee 37215, do make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils which I have previously made.

FIRST

I direct that all my legally enforceable unsecured debts, my funeral expenses and the expenses of my last illness be paid as soon as practicable after my death.

SECOND

I give and bequeath my tangible personal property, to the extent it exists at the time of my death, as follows:

(A) I give and bequeath my current automobile (or, if more than one, all of my automobiles) to my daughter, KAREN BRICK WERTHAN, if she survives me.

(B) I give and bequeath the balance of my tangible personal property owned by me at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silver, plate, linen, china, glassware, objects of art, wearing apparel and jewelry, together with all policies of insurance relating thereto, to such of my children as survive me, to be divided among

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them as they may agree; or, in the absence of such agreement, as the Executors shall determine. Any determination or division of property made or other action taken by the Executors pursuant to the provisions of this Article shall be conclusive upon all persons interested in my estate.

(C) All expenses relating to the insurance, storage, sale, packing and delivery of all tangible personal property shall be paid out of my estate as an expense of administration.

THIRD

All the rest, residue and remainder of my property and estate, of whatever nature and wherever situated, including any property hereinbefore mentioned but not effectually disposed of (all of which is hereinafter referred to as my "residuary estate"), I give, devise and bequeath to the Trustees of the 2014 Brick Family Trust to be added to and administered as part of the trust property thereof.

FOURTH

If any beneficiary and I shall die under such circumstances that there is not sufficient evidence to prove that such beneficiary and I have died otherwise than simultaneously, I direct that, for purposes of this Will, such

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beneficiary shall be deemed not to have survived me and all the provisions hereof shall be construed and applied accordingly.

FIFTH

I authorize and empower the Executors with respect to my estate, to exercise from time to time in their absolute discretion and without prior authority from any court, in respect of any property forming part of my estate or of any such trust or otherwise in their possession hereunder, all powers conferred by law upon executors, or expressed in this Will, and I intend that such powers (including the following) be construed in the broadest possible manner:

(A) To retain any such property as an investment without regard to the proportion which such property or property of a similar character, so held, may bear to the entire amount of my estate or of the respective trust, whether or not such property is of the class in which executors are authorized by law or any rule of court to invest estate funds.

(B) To sell, at public or private sale, to grant options for the purchase thereof, to exchange for other property of any kind, and to lease for any term or terms (whether or not exceeding the period of the administration of my estate or the respective trust), any property, real or personal, owned by me at the time of my death or at any

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time received or held hereunder, for such consideration, in cash or on credit, secured or unsecured, and upon such other terms and conditions as the Executors shall deem proper.

(C) To invest and reinvest at any time and from time to time in property of any character, real or personal, without being limited to the class of securities in which executors or trustees are authorized by law or any rule of court to invest estate or trust funds and without regard to the proportion which any such property or property of a similar character held by the Executors may bear to the entire amount of my estate. Such power of investment and reinvestment shall be deemed to include the power to invest in and to purchase and hold for investment such securities, bonds, notes, debentures, mortgages, common and preferred stock, participation shares in investment trusts, mutual funds, common trust funds, or any other real or personal property of whatever kind and wherever situated, as the Executors or Trustees, in their absolute discretion, may deem advisable.

(D) To collect and receive any and all property of whatever kind or nature due or owing or belonging to my estate or any trust and to give full discharge and acquittance therefor.

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(E) To extend the time of payment of any obligation held by the Executors and to compromise, settle or submit to arbitration upon such terms as to them may seem proper, or to release, any claim in favor of or against my estate.

(F) To determine whether to claim deductions available to me or to my estate on estate tax or on income tax returns, and to determine the date upon which to value my estate for estate tax purposes, all in such manner as may seem most advisable and without thereafter making any adjustment between income and principal on account of any such determination or between any trust.

(G) To manage any real property in the same manner as if the Executors were the absolute owners thereof, including, but not by way of limitation, the power from time to time to lease the same, without application to any court, for any term of years, although such term may extend beyond the period of the administration of my estate.

(H) To cause, to the extent permissible by law, any securities or other property held by the Executors to be registered and held in the name of a nominee or in their own name, individually, without the addition of any word or words showing their fiduciary capacity, and the liability of the Executors shall be neither increased nor decreased thereby.

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(I) To borrow money in such amounts and upon such terms as the Executors shall deem prudent, and for the repayment of the moneys so borrowed to bind my estate by the execution and delivery of such obligations and other evidences of indebtedness and by the imposition of such liens upon the assets of my estate or any part thereof as the Executors shall deem advisable, without any personal liability on the part of the Executors and without any obligation or liability upon any party from or with whom any such borrowing may be effected to inquire as to the expediency thereof or the authority of the Executors to effect the same or to see to the application of the moneys so borrowed.

(J) To employ and retain such attorneys, accountants, investment counselors, agents or other special personnel as the Executors shall from time to time deem necessary for the proper administration of my estate or any trust hereunder and determine and pay compensation therefor, as well as all other expenses which the Executors may deem advisable to incur in connection with the proper administration of my estate.

(K) With respect to any election or option available under any provision of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, in their sole

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and absolute discretion, to exercise or to refrain from exercising such election or option, regardless of the fact that the Federal estate or income tax on my estate is thereby increased or that there is a change in the proportions in which various persons share in my estate.

(L) To allocate any portion of my exemption under Section 2631(a) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, to any property as to which I am the transferor, including any property transferred by me during my lifetime as to which I did not make an allocation prior to my death, as the Executors in their sole and absolute discretion may deem advisable.

(M) To execute and deliver any and all instruments in writing which they may deem advisable to carry out any of the foregoing powers. No party to any such instrument shall be obligated to inquire into its validity.

(N) Notwithstanding any other provisions of this Will, the Executors are authorized to allocate my generation-skipping transfer tax exemption under Section 2631(a) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, to and among any one or more dispositions of property with respect to which I am the transferor for purposes of such tax, in equal or unequal shares, to the exclusion of any one or more such

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dispositions, as they in their absolute discretion deem to be appropriate. The allocation so made by the Executors shall be conclusive on all persons interested in any such disposition, and the Executors shall have no liability if, in light of or as the result of subsequent events, a different allocation would have caused a higher value of assets to be exempt from any generation-skipping transfer tax.

(O) To do all such acts, take all such proceedings and exercise all such rights and privileges, although not herein before specifically mentioned, with relation to any such property, as if the absolute owners thereof, and in connection therewith to make, execute and deliver any instruments and to enter into any covenants or agreements binding my estate or any trust.

SIXTH

If it becomes necessary to administer my estate in any jurisdiction, foreign or domestic, in which the Executors are unable to qualify as legal representative, then I authorize the Executors to appoint any individual or corporate fiduciary to act as ancillary legal representative. I direct that the balance of my property interests remaining after administration in any such jurisdiction, to the extent feasible or permitted by law, be delivered to the Executors and administered and disposed

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of in accordance with the terms of this Will. The ancillary legal representative shall be vested with such powers, not inconsistent with those accorded the Executors, as the Executors may deem necessary or advisable. The compensation to be paid the ancillary legal representative shall be such reasonable amount as the Executors shall determine to be proper. The ancillary legal representative may serve without the requirement of bond, but only if and to the extent that the Executors shall deem waiver of bond to be advisable.

SEVENTH

If, in any proceeding in which all persons interested in my estate or in any trust are required to be served with process (whether for an accounting by any fiduciary at any time acting hereunder, or otherwise) any party to such proceeding shall be a person under a disability, service of process in such proceeding shall not be required upon such person under a disability if there is another person, not under a disability, who is a party to the proceeding and who has the same interest as the person under a disability.

EIGHTH

(A) I nominate and appoint my son, MICHAEL BRICK, and my friend and attorney, ROBERT F. JACOBS, having an office at 825 Third Avenue, New York, New York, as Co-Executors of this

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Will. If either fails to qualify or ceases to act for any reason whatever, I nominate and appoint my daughter, KAREN BRICK WERTHAN, as substitute or successor Co-Executrix, as the case may be. Thereafter, if either fails to qualify or ceases to act for any reason whatever, I nominate and appoint my daughter, CLAIRE BRICK CORBY, as substitute or successor Co-Executrix, as the case may be.

(B) The Executors shall be exempt from giving any bond or other security in any jurisdiction. This exemption shall extend to any petition for payment on account of commissions. The Executors 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 interested, 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.

(C) The terms "Executor", "Executors", "Co-Executor", "Co-Executors", "Co-Executrix" as used herein shall include any substitute or successor thereto. The masculine gender shall include the feminine gender. The terms "Executors" or "Co-Executors" though used in the plural, shall include a single Executor or Executrix, if acting alone.

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NINTH

The determination, in good faith, by the respective fiduciaries upon whom are conferred or in whom are vested any power or discretion by any of the provisions of this Will or by law as to whether any such power or discretion should or should not be exercised by them or any of them, and if exercised, as to the extent and manner thereof, shall be final and conclusive for any and every purpose and shall not be subject to question or exception in any manner or proceeding whatsoever or by any person or party whatsoever. In no event and under no circumstances shall such fiduciaries or any of them be subject to any obligation, liability or surcharge on account of their taking or failure to take in good faith any action respecting any such power or discretion, or on account of the extent to which or the manner in which any such action in good faith was taken. In the exercise of any such power or discretion, the fiduciaries shall not be required to apply to any court nor seek ratification from any court.

TENTH

I direct that all estate, inheritance, unified transfer, succession and other death taxes or duties (including interest and penalties thereon) which shall become payable by reason of my death, whether in respect of property passing under this Will or otherwise, either at my death or at any time during

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my life, shall be charged against and paid from the 2014 Brick Family Trust as a general expense of administration and without apportionment.

IN WITNESS WHEREOF, I, IAN BRICK, have to this my Last Will and Testament, consisting of twelve (12) pages of paper, subscribed my name and set my seal this ___ day of _____, 2014.

IAN BRICK

SIGNED, SEALED, PUBLISHED and DECLARED by IAN BRICK, the Testator above named, as and for his Last Will and Testament, in our presence, and we at his request, in his presence and in the presence of each other at

have hereunto subscribed our names as witnesses on the day and year last above written.

Kim Sullivan residing at 4108 Eden Ave, Nashville TN 37215

residing at 4108 Eden Ave, Nashville TN 37215

_____ residing at _____

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STATE OF TENNESSEE)
) ss.:
COUNTY OF DAVIDSON)

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

The within Will was subscribed in our presence and sight at the end thereof by IAN BRICK, the within named Testator, on the day of , 2014, at .

Said Testator at the time of making such subscription declared the instrument so subscribed to be his Last Will.

Each of the undersigned thereupon signed his or her name as witness at the end of said Will at the request of said Testator and in his presence and sight and in the presence and sight of each other.

Said Testator was, at the time of executing said Will, 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.

Said Testator, in the respective opinions of the undersigned, could read, write and converse in the English language and was suffering from no defect of sight, hearing or speech or from any other physical or mental impairment which would affect his capacity to make a valid will. The Will was executed as a single, original instrument and was not executed in counterparts.

Each of the undersigned was acquainted with said Testator at such time and makes this affidavit at his request. The within Will was shown to the undersigned at the time this affidavit was made, and was examined by each of them as to the signatures of said Testator and of the undersigned.

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The foregoing instrument was executed by said Testator and witnessed by each of the undersigned affiants.

Severally sworn to before me this
6th day of November, 2014

Notary Public Expiry 03/07/2017

JEREMY MARTIN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

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DISCLOSURE REQUIREMENTS FOR ATTORNEY
SERVING AS EXECUTOR

I, IAN BRICK, have designated my attorney ROBERT F. JACOBS, Esq., as a Co-Executor under my Last Will and Testament executed on , 2014.

Prior to signing my Will, I was informed that:

1. Subject to limited statutory exceptions, any person, including my spouse, my child, a friend or associate or an attorney, is eligible to serve as my Executor;

2. Absent an agreement to the contrary, any person, including an attorney, who serves as an Executor for me is entitled to receive statutory commissions for executorial services rendered to my estate;

3. Absent execution of this disclosure acknowledgement, the attorney who prepared the Will, a then affiliated attorney, or an employee of such attorney or a then affiliated attorney, who serves as an Executor shall be entitled to one-half of the commissions he or she would otherwise be entitled to receive; and

4. If such attorney serves as my Executor, and he or another attorney affiliated with such attorney renders legal services in connection with the Executor's official duties, he is entitled to receive just and reasonable compensation for those legal services, in addition to the commissions to which an Executor is entitled.

WITNESS: _____ Ian Brick
IAN BRICK

DATED: 11/06/2014 DATED: _____

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 03 day of SEPTEMBER, 2015, in Docket Number 15P1422, IN RE: BRICK, IAN, as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 21 day of APRIL in the year 2016 and in the 239 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____

Deputy Clerk

(SEAL)