LAST WILL AND TESTAMENT

OF

WILLIAM PEYTON SANFORD

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I, William Peyton Sanford, of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do make, declare and publish this my last will and testament, hereby revoking all wills and codicils heretofore made by me.

ITEM I.

I direct that all my just debts, including my funeral expenses and the costs of administration, be paid out of my general estate by my executor as soon as practicable after my death. I direct that my executor pay all estate inheritance, succession, and other death taxes which may be payable by, or chargeable against, my estate, or any of the beneficiaries thereof, out of my general estate as an expense of administration without apportionment or proration among the several beneficiaries, legatees and devisees.

ITEM II.

I give and bequeath to my wife, Mrs. Willie B. Sanford, all my personal and household effects, including all furniture, library, works of art, chinaware, glassware, silverware, tools and equipment used or located about my home place, all my personal belongings, such as jewelry and wearing apparel, and whatever automobile or automobiles I may own at the time of my death, together with all policies of insurance on said property against any loss of whatsoever kind.

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William Peyton Sanford

Testator

If my wife shall predecease me, or die at the same time as I do, I bequeath all of the property mentioned in the first paragraph of this Item II, share and share alike, to my children, Robert Milton Sanford and Laura Joan Sanford. In making such division, if there shall be any disagreement among my children, I direct that the executor shall determine and put into effect the method of settling any such disagreement and the result of the method so determined shall be conclusive.

ITEM III.

If my wife, Mrs. Willie B. Sanford, survives me, I devise to her for her life my home on McCall Street in Nashville, Davidson County, Tennessee, being the property acquired by me by deed of record in Book No. 638, page 592, Register's Office, Davidson County, Tennessee. Upon the death of my said wife, or in event my wife does not survive me, I give and devise said property to my daughter, Laura Joan Sanford, in fee simple.

ITEM IV.

I give and bequeath to my son, Robert Milton Sanford, the business owned and operated by me as a sole proprietorship under the trade name "Radnor Garage," together with all the assets of said business, including the stock in trade, the good will, and the profits of said firm. A separate set of records is kept by me showing the assets and liabilities of the proprietorship. This bequest is made upon the condition that my said son shall indemnify my general estate for all debts and liabilities of said firm.

William Peyton Sanford
Testator

It is my desire that my son shall enter upon the operation, management and control of said business immediately after my death, without any interruption on account of my death or the administration of my estate, and I direct and empower my executor to take all necessary steps and to enter into all necessary agreements and arrangements to accomplish this purpose.

If, in the opinion of my executor, the condition of my estate does not make it possible or practicable for said proprietorship to be placed under the control or management of my son immediately following my death, I direct that my executor shall carry on said business, but as soon as satisfactory arrangements can be made to guarantee payment of all claims against my estate, then said proprietorship shall be placed in the hands of my son for management. I authorize my executor to do any and all things deemed appropriate by my said executor in carrying on said business; to purchase, contract for and resell merchandise, supplies, equipment, used automobiles, boats, machinery and other property as may be necessary or desirable in the conduct of said business; to borrow money in such amounts, on such terms, at one time or from time to time as the executor may deem for the best interest of said proprietorship and my estate and to pledge, mortgage or otherwise encumber the assets of said business as security therefor; to appoint and hire personnel and to remove them and appoint others in their place; to receive, sue for, demand and recover all sums of money and debts due at my death or which may become due and owing as the result of the carrying on of said business by my executor; and generally to conduct said business as formerly.

William Boynton Lunford
Testator

I expressly direct that in the event the cash and liquid assets of my estate, exclusive of the cash in said proprietorship, are not sufficient to pay all debts of my estate and to defray all expenses of administration, my executor shall encroach upon the funds and assets of said proprietorship to the extent necessary to pay such debts and defray such expenses.

ITEM V.

A. I devise to my son, Robert Milton Sanford, all the real estate used and occupied by the aforesaid sole proprietorship known as "Radnor Garage," being the tracts or parcels of land described in deeds of record in Book 967, page 341, and Book 2480, page 355, Register's Office, Davidson County, Tennessee.

This devise is made upon the express condition, however, that so long as my wife, Mrs. Willie B. Sanford, shall live, my said son shall pay the sum of two hundred ($200.00) dollars each month, effective from the date of my death, to my daughter, Laura Joan Sanford, to be used for the care, upkeep, support and maintenance of my said wife.

B. In event my son shall fail or cease to fulfill the aforesaid condition, I devise said real estate, in trust nevertheless, to my daughter, Laura Joan Sanford, as trustee, to hold, manage, control, sell or lease said property for the following uses and purposes: It is my desire that, if my son, Robert Milton Sanford, wishes to rent or lease said real estate, my trustee shall rent or lease said real estate to him for a rental of two hundred ($200.00) dollars per month, plus a sufficient amount to pay taxes, insurance and all expenses necessary for the upkeep and maintenance of said

William Preston Sanford
Testator

property. I direct that my trustee shall use the amount received from the rentals of said property for the care, upkeep, support and maintenance of my wife, Mrs. Willie B. Sanford, so long as she shall live.

In the event my son elects not to rent or lease said real estate, I authorize and empower my trustee to lease or sell said real estate, in her sole discretion, and to invest and reinvest the proceeds, in such a way and manner and when and as often as the trustee may deem for the best interest of my trust estate; to pay all taxes and expenses; to employ and pay agents and attorneys and others when in the judgment of the trustee it is necessary or proper for the protection, management and preservation of the trust estate; to make valid leases; to sell and make proper conveyance of said property, in such manner, whether at public or private sale, at such times and on such conditions as my trustee in her discretion may deem best, and to execute a warranty deed or deeds binding on the trust estate therefor, and the purchaser shall not be required to see to the application of the proceeds; to invest and reinvest the proceeds of any such sale in other property, real or personal, as said trustee may deem desirable for the best interest of the trust estate, and the trustee shall not be limited to such investments as are legal investments for fiduciaries in Tennessee.

I direct that my trustee shall pay to or for the benefit of my wife, Mrs. Willie B. Sanford, out of the income and corpus of said trust estate, the sum of two hundred ($200.00) dollars per month. I expressly empower my trustee to encroach upon the corpus of the trust estate to whatever

William Peyton Sanford
Testator

extent may be necessary, in the sole discretion of the trustee, to provide said monthly payments to or for the benefit of my said wife. I further empower my trustee to make additional encroachments upon the corpus from time to time, over and above the monthly amounts hereinabove prescribed, to provide properly for the care, comfort and needs of my said wife, in the sole discretion of my said trustee. This power of encroachment shall be a continuing one.

Upon the death of my wife, this trust shall terminate and all corpus and undistributed income shall be paid over to my son, Robert Milton Sanford, or his heirs, per stirpes.

The trustee shall be excused from making reports to any court but shall make reports to the beneficiary at reasonable intervals. I direct that no bond shall be required by my trustee for the faithful performance of her duties.

All the rights, duties and obligations herein conferred upon the trustee herein named shall pass to and vest in any successor trustee who may be appointed. Whenver the word "trustee" appears herein, it shall be construed as including any successor trustee.

In the event my daughter shall not survive me, or shall fail to qualify, die, resign or cease to act for any reason, I appoint First American National Bank of Nashville, Tennessee, as substitute trustee.

C. Notwithstanding any other provision of this will, I expressly direct that at any time during the lifetime of my wife, my son, Robert Milton Sanford, and my daughter, Laura Joan Sanford, shall be empowered to sell the real estate devised

William Dayton Sanford
Testator

in this Item V of my will at public or private sale and to execute a warranty deed therefor binding upon my estate, and that the purchaser shall not be required to see to the application of the proceeds, the net proceeds from said sale to be held in trust by my said daughter for the use and benefit of my wife, as provided in paragraph B of this item of my will. If said real estate has not been sold previously, the unconditional fee simple title shall be vested in my said son after the death of my wife.

ITEM VI.

All the rest, residue and remainder of my estate, real, personal and mixed, of every nature and wheresoever situated, including the proceeds of insurance payable to my estate, lapsed legacies and devises, remainders, reversions and expectancies, and all property of which I have power of testamentary disposition, control or appointment, I give, devise and bequeath to my daughter, Laura Joan Sanford, or her heirs, per stirpes.

ITEM VII.

The provisions herein made in favor of my wife, Mrs. Willie B. Sanford, are in lieu of homestead, dower, year's support and any other rights or claims she may have against my estate as my widow.

ITEM VIII.

I nominate, constitute and appoint First American National Bank of Nashville, Nashville, Tennessee as executor of this my last will and testament, without bond. In event said bank shall fail to qualify, resign, or cease to act for any reason, I direct that the probate court appoint, without bond, any eligible national bank with a capital of $5,000,000 or more.

William Peyton Sanford
Testator

IN WITNESS WHEREOF I have hereunto set my hand to this the last page and the preceding seven pages of this my last will and testament on this the 24 day of Dec, 1960.

William Peyton Sanford
Testator

Signed, sealed, published and declared by the testator, William Peyton Sanford, to be his last will and testament in the presence of all of us at one and the same time, and we at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

Witnesses:

Mrs. Russell Dockum	717 Robert Burns Dr.
P.R. Dockum	717 Robert Burns Dr.
Miss B. Smith	Rt 1 Mt Juliet Tenn.
H.C. Schutt	3222 Union St

RUSH

IDENTIF. REFERENCE

DEC 7 3 02 PM '81

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

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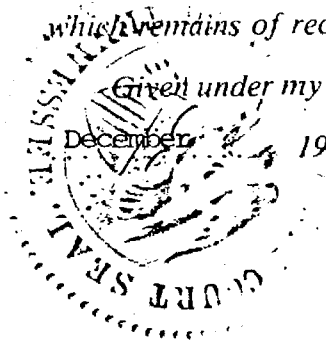
STATE OF TENNESSEE, DAVIDSON COUNTY

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I, BILL McPHERSON, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of ..In.Re:.Last.Will.and.TESTAMENT.. ..of.William.Peyton.Sanford,.Deceased,.Probated.August.28,1967,.Minute.BooK.200-268... ..Will.Book.89-37..... *which remains of record on file in said office.*

Given under my hand and official sea, at office, in Nashville, this ....7th.... *day of* December ..... *19*....81.....



Bill McPherson
.....
Clerk of Probate Court.

By ..... Jane Sledge .....
Deputy Clerk.