LAST WILL AND TESTAMENT OF

MARY C. MAMMARELLI

142-05-0-B
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I, MARY C. MAMMARELLI, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

FIRST

A. I direct that all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my fiduciaries), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, be paid by my Executor as soon as possible after my death.

B. I direct that my Executor pay out of the property which would otherwise become part of my residuary estate, without apportionment, all estate, inheritance or other death taxes, including interest and penalties thereon, which may be lawfully assessed by reason of my death.

C. All realty is part of my probate estate and shall be treated as personalty for administration purposes.

SECOND

A. I give and bequeath to my nephews, VINCENT A. MAMMARELLI and NICHOLAS MAMMARELLI, JR., share and share alike, all of my effects of a strictly personal nature for household use, jewelry, automobiles and the like (and all policies of insurance on such property) which I own at the time of my death. If VINCENT A. MAMMARELLI does not survive me, then I give, devise, and bequeath my said effects of a strictly personal nature that would otherwise pass to VINCENT A. MAMMARELLI to his spouse and children per capita. If NICHOLAS MAMMARELLI, JR. does not survive me, then I

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give, devise, and bequeath my said effects of a strictly personal nature that would otherwise pass to NICHOLAS MAMMARELLI, JR. to his spouse and children per capita. I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in this paragraph which I wish certain persons to have and request (but do not require) that my wishes as set forth in this memorandum be observed.

B. I direct that if it becomes necessary to make the required division of my personal effects and household and similar items among my beneficiaries, my Executor shall have absolute discretion as to what specific article or articles shall be included in that property, and as to what items thereof each beneficiary shall receive. If any beneficiary be too young to need or otherwise be unable to use the property passing to such beneficiary under this Article, or any part thereof, my Executor may in its absolute discretion:

(1) hold all or any part of such property until the beneficiary shall have need or use of it, or

(2) deliver all or part to the beneficiary, the beneficiary's guardian, or to any person with whom such beneficiary is residing, for the use of said beneficiary, without further responsibility to the Executor, or

(3) sell all or any part and give the proceeds to such beneficiary, the beneficiary's guardian, or to the person with whom such beneficiary is residing, or add the proceeds to any trust created hereunder for the beneficiary.

The decision of my Executor on these matters shall be binding and conclusive on all beneficiaries.

THIRD

A. In the event my net estate is at least Twenty Five Thousand Dollars ($25,000), I give, devise, and bequeath to: (i) the ZONTA CLUB OF NASHVILLE, TENNESSEE Five Hundred Dollars ($500) in cash; (ii) ST. JOSEPH'S CHURCH in Madison, Tennessee One Thousand Dollars ($1,000) in cash; and (iii) the ASSUMPTION CHURCH in Nashville, Tennessee One Thousand Five Hundred Dollars ($1,500)

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in cash. If any of the ZONTA CLUB, ST. JOSEPH'S CHURCH, or ASSUMPTION CHURCH is not in existence at the time of my death, then the bequest to said non-existing entity(ies) will lapse and be disposed of as a part of my residuary estate in Paragraph G of this Article THIRD.

B. In the event my net estate is at least Twenty Five Thousand Dollars ($25,000), I give, devise, and bequeath to CATHERINE VAUGHN, my faithful friend for many years, Two Thousand Dollars ($2,000) in cash if she survives me. If CATHERINE VAUGHN does not survive me, then this bequest shall lapse and be disposed of as a part of my residuary estate pursuant to Paragraphs D, E, and F of this Article THIRD.

C. I give, devise, and bequeath my current home, a condominium located at 8300 Sawyer Brown Road, J-306, in Nashville, Davidson County, Tennessee to my nephew, MICHAEL A. MAMMARELLI, if he survives me and I own this condominium at the time of my death. In the event MICHAEL A. MAMMARELLI does not survive me, then I give, devise, and bequeath my said condominium to MICHAEL A. MAMMARELLI'S wife, JODIE MAMMARELLI, if she survives me. If neither MICHAEL A. MAMMARELLI nor his wife survive me, then this bequest shall lapse and be disposed of as a part of my residuary estate pursuant to Paragraph G of this Article THIRD. If I do not own this condominium at the time of my death, then this bequest shall lapse.

D. I give, devise, and bequeath forty percent (40%) of all the rest, residue, and remainder of my estate, of every kind and description to my nephew, VINCENT A. MAMMARELLI, outright and free of trust, if my said nephew survives me by thirty (30) days. If VINCENT A. MAMMARELLI does not survive me by thirty (30) days, then I give, devise, and bequeath said forty percent (40%) of the rest, residue, and remainder of my estate to VINCENT A. MAMMARELLI's spouse and children per capita.

E. I give, devise, and bequeath forty percent (40%) of all the rest, residue, and remainder of my estate, of every kind and description to my nephew, NICHOLAS MAMMARELLI, JR., outright and

free of trust, if my said nephew survives me by thirty (30) days. If NICHOLAS MAMMARELLI, JR. does not survive me by thirty (30) days, then I give, devise, and bequeath said forty percent (40%) of the rest, residue, and remainder of my estate to NICHOLAS MAMMARELLI, JR.'s spouse and children per capita.

F. I give, devise, and bequeath twenty percent (20%) of all the rest, residue, and remainder of my estate, of every kind and description equally to the living of MICHAEL WALLACE, JR., JOSEPH WALLACE, and ANTOINNETTE WALLACE, the children of my deceased sister, WILHELMINA WALLACE, if any of said individuals survive me by thirty (30) days. If none of these individuals survive me by thirty (30) days, then I give, devise, and bequeath said twenty percent (20%) of the rest, residue, and remainder of my estate equally to VINCENT A. MAMMARELLI and NICHOLAS MAMMARELLI, JR. If NICHOLAS MAMMARELLI, JR. does not survive me by thirty (30) days, then I give, devise, and bequeath said ten percent (10%) of the rest, residue, and remainder of my estate to NICHOLAS MAMMARELLI, JR."s spouse and children per capita. If VINCENT A. MAMMARELLI does not survive me by thirty (30) days, then I give, devise, and bequeath said twenty percent (20%) of the rest, residue, and remainder of my estate to VINCENT A. MAMMARELLI's spouse and children per capita.

FOURTH

I presently hold a Promissory Note signed by VINCENT A. MAMMARELLI and wife, AGATHA MAMMARELLI, secured by a Deed of Trust on property located at 1525 Norvelle Avenue, Nashville, Tennessee, and as this debt has been paid in full, I direct that my Executors hereinafter named execute and record a full release of said Deed of Trust if I have not done so prior to my death.

FIFTH

A. I appoint MICHAEL A. MAMMARELLI and VINCENT A. MAMMARELLI as Co-Executors (hereafter "Executor") of my Last Will and Testament. I direct that my Executor shall not be required to furnish a bond for the faithful performance of his duties in any

jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. If either MICHAEL A. MAMMARELLI or VINCENT A. MAMMARELLI is unable or unwilling to serve as Executor, then the remaining named individual shall serve as sole Executor without bond.

B. My Executor shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any of the residuary distributees or legatees of my estate. Further, my Executor shall also be excused from the statutory requirement of making and filing an accounting of the administration of my estate to such court.

SIXTH

My Executor shall have the following powers, duties and discretions in addition to those now or hereafter conferred by law:

A. I incorporate by reference all of the fiduciary powers contained in section 35-50-110, Tennessee Code Annotated as fully as if set out verbatim herein.

B. When required to make a distribution or transfer of all or part of the assets of my estate, my Executor may retain therefrom assets sufficient in his judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

C. My Executor shall be charged with the duty of good faith and reasonable care in the management of the estate, but shall not be responsible for losses, if any, resulting from honest mistake or judgment.

D. If my Executor determines that any distribution shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental physical disability is, in the opinion of my Executor, unable to properly administer such funds, then such funds may be paid out by my Executor in any of the following ways as he deems

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best: (1) directly to such beneficiary; (2) to the legally appointed guardian or conservator of such beneficiary; (3) by my Executor using such amounts directly for the benefit of such beneficiary; or (4) to some relative or friend for the care, support, education and welfare of such beneficiary. The receipt of any such person shall discharge my Executor from any further responsibility with respect to such funds.

E. My Executor may begin making payments to the beneficiaries of my estate after the beginning of the administration of my estate. My Executor shall be given credit on his settlement for all disbursements made to the beneficiaries under the provisions of this power.

F. Any insurance on my life or other similar insurance payable to the Executor or Administrator of my estate, or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my Will; provided, however, that my Executor may in its sole discretion pay my personal debts from the proceeds of such policies, but my Executor shall, in its sole discretion, determine which, if any, of my debts shall be so paid.

SEVENTH

Except where otherwise specifically stated, this Will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the sixth (6th) page of my Last Will and Testament, consisting of seven (7) typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this the 1st day of November, 1995, at Nashville, Tennessee.

Mary C. Mammarelli
MARY C. MAMMARELLI

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SIGNED, PUBLISHED AND DECLARED by the above-named Testatrix, MARY C. MAMMARELLI, as and for her Last Will and Testament, in the presence of us, who at her request, in her presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the Testatrix to be of sound and disposing mind and memory.

WITNESS Address 3606 Central Ave.
Nashville, TN 37205

WITNESS Address 3323 Chicken Road
Lebanon, TN 37090

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AFFIDAVIT BY WITNESSES TO WILL

Mary Paty Lynn Jetton (WITNESS) and Sue Murphy Norris (WITNESS)

after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by MARY C. MAMMARELLI as and for, and at that time acknowledged, published and declared by her to be her Last Will and Testament, in the sight and presence of us, the undersigned, who at her request and in her sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 1st day of November, 1995; and we further make oath or affirm that the Testatrix was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person, and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

WITNESS

WITNESS

Sworn to and subscribed to before me, Jennifer Yarritu, this 1st day of November, 1995.

Notary Public

My Commission Expires: 5/30/99

STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. Rooker, Clerk of the Probate Court of Davidson 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 203 Page 184 Given under my hand and official seal, at office, in Nashville, this 18th of March 1996.

RICHARD R. ROOKER, CLERK

By Deputy Clerk

WILL, PAGE 8.

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FELIX ... REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

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IDENTIF. & REFERENCE

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