BOOK 10588 PG 579

QUITCLAIM DEED

FROM: William Prewitt Hoffman, III, Executor, Carolyn Batey Fuller, Trustee, William Prewitt Hoffman, III, William P. Hoffman, IV, Holly Darlene Hoffman Bryant, and Jeffrey A. Hoffman

TO: Susan G. Brown, TRUSTEE *AND FROM:* Susan G. Brown, TRUSTEE

TO: William P. Hoffman, III

Address of New Owner(s):	**Send Tax Bills To:**	**Map-Parcel:**
William P. Hoffman, III 400 Hyde Park Nashville, TN 37215	See Next New Owner In The Next Deed In The Chain Of Title	**130-2-121** **BM-04850**

FOR AND IN CONSIDERATION OF satisfaction of the testamentary intent of the decedent, as was ultimately accomplished during Estate Administration, cash in hand paid and/or other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, **and for the express purpose of making a re-conveyance to evidence a fee simple estate in William P. Hoffman, III,** ***and the recording of this deed is in order to provide a muniment of title*** **of the vesting of title as provided for, directed, and established in the herein said Will and its administration, NOW THEREFORE, WE,** William Prewitt Hoffman, III, Executor of the Estate of Darlene Batey Hoffman (being one and the same person as Darlene B. Hoffman), Carolyn Batey Fuller, Trustee, of the Darlene Batey Hoffman Family Trust, William P. Hoffman, IV, Holly Darlene Hoffman Bryant (formerly known as Holly Darlene Hoffman), Jeffrey A. Hoffman (being one and the same person as Jeffery A. Hoffman, a scrivener error in said Will), and William Prewitt Hoffman, III (being one and the same person as William P. Hoffman, III), each and all being

the Grantor, by these presents do hereby quitclaim and convey unto

Susan G. Brown, TRUSTEE

as Trustee, the Grantee, grantee's successors and/or assigns, the following described tract or parcel of land located in DAVIDSON County, Tennessee, and described as follows:

See "Exhibit A, Legal Description", attached hereto and made a part hereof the same as if copied verbatim herein.

This is (~~unimproved~~) (improved) property known as: 637 Belle Meade Blvd.
Nashville, TN 37205

Said property is conveyed subject to such limitations, restrictions, and encumbrances as may affect the premises.

AND NOW, I, the said Susan G. Brown, TRUSTEE

as Trustee, now grantor, for the purpose of carrying out the intent of this conveyance, as set out, do hereby quitclaim and convey unto,

William P. Hoffman, III

the grantee, grantee's heirs, successors, and/or assigns, the same property herein described in "Exhibit A, Legal Description" attached hereto and made a part hereof the same as if copied verbatim herein, and said property is conveyed subject to the same limitations, restrictions and encumbrances as may affect the premises.

See Exhibits Attached hereto:
(1) Death Certificate: Darlene Batey Hoffman
(2) Will of Darlene Batey Hoffman
(3) "Disclaimer" of William Prewitt Hoffman, III

IN WITNESS WHEREOF, we have hereunto set out hands this 28th day of AUGUST, 1997.

William Prewitt Hoffman III
William Prewitt Hoffman, III

William P. Hoffman IV
William P. Hoffman, IV

Holly Darlene Hoffman Bryant
Holly Darlene Hoffman Bryant

Jeffrey A. Hoffman
Jeffrey A. Hoffman

Estate of Darlene Batey Hoffman

By: William Prewitt Hoffman III
William Prewitt Hoffman, III
Executor

Darlene Batey Hoffman Family Trust

By: Carolyn Batey Fuller
Carolyn Batey Fuller, Trustee

Trustee

Susan G. Brown TRUSTEE
Susan G. Brown, TRUSTEE

"Exhibit A, Legal Description"

A tract or parcel of land in Davidson County, Tennessee, fronting on the westerly side of Belle Meade Boulevard and adjoining what is known as the Glencourt Apartment site, and being more particularly described as Lots Nos. 3, 4, 5 and the southerly 14½-feet of Lot No. 6 on the Map of the Subdivision of Lots Nos. 19, 20, and 21, Belle Meade Second Plan, as of record at Book 421, page 172, Register's Office for said County, and described as follows:

Said tract (being Lots Nos. 3, 4, 5 and part of Lot No. 6) fronts 314½-feet on the westerly side of Belle Meade Boulevard, and extends back between parallel lines, to the dividing line between Lots Nos. 3, 4, 5, and 6 and lots Nos. 25, 26, 27, and 28 of said Subdivision, for a distance of 292-feet, more or less, on the northerly line (with the southerly boundary of said Glencourt Apartment site) and of 287-feet, more or less, on the southerly line (with the northerly margin of Iroquois Avenue), said rear line (or said dividing line) as measures thereon. Said tract is bounded on the north by said Glencourt Apartment Site, on the south by said Iroquois Avenue, on the east by said Belle Meade Boulevard, and on the west by said subdivision lots dividing line.

Being all the same property conveyed to Darlene B. Hoffman (being one and the same person as Darlene Batey Hoffman) by deed as of record at Book 6904, page 800 said Register's Office. The said Darlene B. Hoffman having since died testate in Davidson County, Tennessee, on May 3, 1995 (see Rule No. 95P-883, Will of record at Will Book 198, page 72, Davidson County Probate Court Clerk's Office). By her said Will, the herein described real estate was vested in her spouse, the said William Prewitt Hoffman, III, in the Marital Deduction Share, and in Carolyn Batey Fuller, Trustee of the Darlene Batey Hoffman Family Trust, in the Family Share, for the benefit of her said spouse and her children, William P. Hoffman, IV, Holly Darlene Hoffman Bryant (formerly known as Holly Darlene Hoffman) and Jeffrey A. Hoffman (being one and the same person as Jeffery A. Hoffman, a scrivener's error in said Will and his name incorrectly typed therein).

Pursuant to a "DISCLAIMER" filed with said Probate Court on Sept. 15, 1995, the Darlene Batey Hoffman Family Trust was not funded, and said Estate was distributed as otherwise provided in said Will and pursuant to division among the devisees. Accordingly, all of the said devisees, the Trustee, and the Executor, join in this deed to evidence the distribution of this real estate from said Estate. All of said devisees and beneficiaries of said Trust are adult citizens of the United States of America.

See Certified Copy of the Death Certificate and Will of the said Darlene Batey Hoffman, and of said "DISCLAIMER", which are attached hereto and recorded herewith the same as if copied verbatim herein, said Estate admitted to Probate May 23, 1995, is not yet closed as a Final Settlement and Closure Order having not been filed.

STATE OF TENNESSEE ..... COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named William Prewitt Hoffman, III (acknowledging himself to be one and the same as William P. Hoffman, III), William P. Hoffman, IV, Holly Darlene Hoffman Bryant (acknowledging hereself to have formerly been known as Holly Darlene Hoffman), Jeffrey A. Hoffman, and Susan G. Brown, TRUSTEE,
the bargainors, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed this Quitclaim Deed for the purposes therein contained. WITNESS my hand and official seal at Nashville, TN this 28th day of AUGUST, 19 97.

My Comm Expires: 11-27-99

Notary Public

STATE OF TENNESSEE ... COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, personally appeared

William Prewitt Hoffman, III

with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged him self to be the Executor of The Estate of Darlene Batey Hoffman, the within named bargainor, an Estate, and that he, as such Executor, being authorized so to do, executed this Quitclaim Deed for the purposes therein contained, by signing the name of said Estate, by him self as such Executor. WITNESS my hand and official seal at Nashville, TN this 28th day of AUGUST, 19 97.

My Comm Expires: 11-27-99

Notary Public

STATE OF TENNESSEE ... COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, personally appeared

Carolyn Batey Fuller

with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged her self to be the Trustee of The Darlene Batey Hoffman Family Trust, the within named bargainor, a Trust, and that she, as such Trustee, being authorized so to do, executed this Quitclaim Deed for the purposes therein contained, by signing the name of said Trust, by her self as such Trustee. WITNESS my hand and official seal at Nashville, TN this 28th day of AUGUST, 19 97.

My Comm Expires: 11-27-99

Notary Public

STATE OF TENNESSEE ... COUNTY OF DAVIDSON :

The actual value or consideration, whichever is greater, for this transfer is $ 0, for Tennessee Recording Tax Purposes, as this deed is to provide a muniment of title of the vestings in said Will and as such value was determined in said Estate Administration.

William Prewitt Hoffman III
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME THIS 28th DAY OF AUGUST, 19 97.

My Comm Expires: 11-27-99

Notary Public

This Instrument Prepared By:
Marbut Glenn Gaston, Jr., Attorney at Law, 2211 Crestmoor Rd.
Nashville, TN 37215 / (615) 385-2804 / TN SupCt #003143

Metropolitan Government of Nashville and Davidson County

Philip Bredesen, Mayor

METROPOLITAN HEALTH DEPARTMENT
311 23RD AVENUE, NORTH
NASHVILLE, TENNESSEE 37203
(615) 862-5900

This is to certify that this is a true and correct copy of the record filed with the Tennessee Department of Public Health, Vital Records, by the Metropolitan Health Department of Nashville and Davidson County.

MAY 10 1995

This is valid only when the seal of the Metropolitan Health Department of Nashville and Davidson County is affixed.

95 012536

BOOK 10588 PC 582

TENNESSEE DEPARTMENT OF HEALTH

CERTIFICATE OF DEATH

TYPE/PRINT IN PERMANENT BLACK INK FOR INSTRUCTIONS SEE HANDBOOK

STATE FILE NUMBER

DECEDENT

1. DECEDENT'S NAME (First, Middle, Last): Darlene Batey Hoffman
2. SEX: F
3. DATE OF DEATH (Month, Day, Year): May 3, 1995
4. SOCIAL SECURITY NUMBER (of Deceased): [redacted]-4650
5a. AGE – LAST BIRTHDAY (Years): 60
5b. UNDER 1 YEAR: MOS / DAYS
5c. UNDER 1 DAY: HOURS / MIN
6. DATE OF BIRTH (Month, Day, Year): May 29, 1934
7. BIRTHPLACE (City and State or Foreign Country): Nashville, Tennessee
8. WAS DECEDENT EVER IN U.S. ARMED FORCES? 1 [ ] Yes 2 [X] No
9a. PLACE OF DEATH (Check only one): HOSPITAL 1 [ ] Inpatient 2 [ ] ER/Outpatient 3 [ ] DOA; OTHER 4 [ ] Nursing Home 5 [X] Residence 6 [ ] Other (Specify)
9b. FACILITY NAME (If not institution, give street and number): 637 Belle Meade Blvd.
9c. CITY, TOWN, OR LOCATION OF DEATH: Nashville
9d. COUNTY OF DEATH: Davidson
10. MARITAL STATUS – Married, Never Married, Widowed, Divorced (Specify): Married
11. SURVIVING SPOUSE (If wife, give maiden name): William P. Hoffman, III
12a. DECEDENT'S USUAL OCCUPATION (Give kind of work done during most of working life. Do not use retired.): Owner
12b. KIND OF BUSINESS/INDUSTRY: Harpeth Gallery
13a. RESIDENCE – STATE: Tennessee
13b. COUNTY: Davidson
13c. CITY, TOWN OR LOCATION: Nashville
13d. STREET AND NUMBER OR RURAL LOCATION: 637 Belle Meade Blvd.
CENSUS TRACT: 25
13e. INSIDE CITY LIMITS? 1 [X] Yes 2 [ ] No
13f. ZIP CODE: 37205
14. WAS DECEDENT OF HISPANIC ORIGIN? (Specify Yes or No – If yes, specify Cuban, Mexican, Puerto Rican, etc.) 1 [ ] Yes 0 [X] No
15. RACE – American Indian, Black, White, etc. (Specify): White
16. DECEDENT'S EDUCATION (Specify only highest grade completed): Elementary/Secondary (0-12): 12; College (1-4 or 5+): 4

NAME OF DECEDENT: To be used by physician or institution

PARENTS

17. FATHER'S NAME (First, Middle, Last): Walter Batey
18. MOTHER'S NAME (First, Middle, Maiden Surname): Lois Dozier

INFORMANT

19a. INFORMANT'S NAME (Type/Print): William P. Hoffman, III
19b. RELATIONSHIP TO DECEASED: husband
19c. MAILING ADDRESS (Street and Number or Rural Route Number, City or Town, State, Zip Code): 637 belle Meade Blvd., Nashville,Tn. 37205

DISPOSITION

20a. METHOD OF DISPOSITION: 1 [X] Burial 2 [ ] Cremation 3 [ ] Removal from State 4 [ ] Donation 5 [ ] Other (Specify)
20b. PLACE OF DISPOSITION (Name of cemetery, crematory, or other place): Mt. Olivet Cemetery
20c. LOCATION – City or Town, State: Nashville, Tennessee
21a. SIGNATURE OF FUNERAL DIRECTOR: ▶ Rodney Weeks
21b. LICENSE NUMBER OF FUNERAL DIRECTOR: 3883
21c. SIGNATURE OF EMBALMER: ▶ George Potter
21d. LICENSE NUMBER OF EMBALMER: 4337
22a. NAME AND ADDRESS OF FUNERAL HOME: Roesch Patton Austin Bracey & Charlton, Nashville, Tenn.
22b. LICENSE NUMBER OF FUNERAL HOME: 121

REGISTRAR

23. REGISTRAR'S SIGNATURE: ▶ Marsha H. Jones
24. DATE FILED (Month, Day, Year): May 16, 1995

CERTIFIER

25a. PHYSICIAN – To the best of my knowledge, death occurred at the time, date, and place, and due to the cause(s) and manner as stated.
1 [ ] SIGNATURE AND TITLE OF PHYSICIAN: ▶ Howard Jones
25b. LICENSE NUMBER: 12777
25c. DATE SIGNED (Month, Day, Year): May 9, 1995
26a. MEDICAL EXAMINER – On the basis of examination and/or investigation, in my opinion, death occurred at the time, and place, and due to the cause(s) and manner as stated.
2 [ ] SIGNATURE AND TITLE OF MEDICAL EXAMINER: ▶
26b. LICENSE NUMBER:
26c. DATE SIGNED (Month, Day, Year):

PHYSICIAN OR MEDICAL EXAMINER EXECUTING CERTIFICATE MUST COMPLETE AND SIGN MEDICAL CERTIFICATION WITHIN 48 HOURS.

27. NAME AND ADDRESS OF CERTIFIER (PHYSICIAN OR MEDICAL EXAMINER) (Type/Print): B1100
Dr. Howard W. Jones, III, Div of GYN Oncology, Med. Ctr. No., Nashville,Tn. 37232-2515

CAUSE OF DEATH

28. PART I. Enter the diseases, injuries, or complications that caused the death. Do not enter the mode of dying, such as cardiac or respiratory arrest, shock, or heart failure. List only one cause on each line.

		Approximate Interval Between Onset and Death
IMMEDIATE CAUSE (Final disease or condition resulting in death)	a. Metastic cancer of ovary	28 months
	DUE TO (OR AS A CONSEQUENCE OF):	
Sequentially list conditions, if any, leading to immediate cause. Enter UNDERLYING CAUSE (Disease or injury that initiated events resulting in death) LAST	b.	
	DUE TO (OR AS A CONSEQUENCE OF):	
	c.	
	DUE TO (OR AS A CONSEQUENCE OF):	
	d.	

SEE INSTRUCTIONS ON OTHER SIDE

PART II. Other significant conditions contributing to death but not resulting in the underlying cause given in Part I.

29a. WAS AN AUTOPSY PERFORMED? 1 [ ] Yes 2 [X] No
29b. WERE AUTOPSY FINDINGS AVAILABLE PRIOR TO COMPLETION OF CAUSE OF DEATH? 1 [ ] Yes 2 [ ] No

30. MANNER OF DEATH: 1 [X] Natural 5 [ ] Pending Investigation 2 [ ] Accident 3 [ ] Suicide 6 [ ] Could not be Determined 4 [ ] Homicide
31a. DATE OF INJURY (Month, Day, Year)
31b. TIME OF INJURY: M
31c. INJURY AT WORK? 1 [ ] Yes 2 [ ] No
31d. DESCRIBE HOW INJURY OCCURRED
31e. PLACE OF INJURY – At home, farm, street, factory, office building, etc. (Specify)
31f. LOCATION (Street and Number or Rural Route Number, City or Town, State)

BIRTH NO

PH-1850 REV. 2-93

RDA 1399

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

95P-883

BOOK 10588 PG 583

WILL OF DARLENE BATEY HOFFMAN

ARTICLE I

Declaration

I, Darlene Batey Hoffman, a resident of Davidson County, Tennessee, declare this to be my Will. I revoke all prior wills and codicils made by me.

My husband is William Prewitt Hoffman, III and I refer to him as my husband in this Will. We have three children, Holly Darlene Hoffman of Nashville, Tennessee, William P. Hoffman, IV, of Franklin, Tennessee, and Jeffery A. Hoffman, of Nashville, Tennessee.

ARTICLE II

Payment of Funeral and Administration Expenses, Debts and Taxes

2.1 Funeral and administration expenses. My Executor shall pay my funeral expenses and the expenses of administrating my estate as soon as practical after my death. My Executor, in his sole discretion, may pay all or a portion of the costs of ancillary administration in other states from my domiciliary estate.

2.2 Debts. My Executor shall pay my lawful debts (except debts secured by mortgages or other security interests, which may be paid off or retained in the discretion of my Executor).

2.3 Taxes. My Executor shall pay all estate, inheritance and other death taxes assessed against property comprising my gross estate for tax purposes, whether or not part of my probate or non-probate estate. Payment of these taxes shall be made from that portion of my residuary estate allocated to the Family Share without apportionment among beneficiaries.

ARTICLE III

Disposition of Estate

3.1 I give all of my tangible personal property not otherwise disposed of under this subparagraph to my husband, if he survives me.

I have written a letter addressed to my Executor which provides for the disposition of certain items of my personal property. I desire, but I do not direct, that the items of personal property listed be distributed to the persons indicated in that letter.

If my husband does not survive me, I give all of those properties to my children in equal shares. I am depending upon the good judgment of my children to select fairly from those properties for distribution among themselves; in the event of a dispute among them as to any particular item, my Executor may sell the disputed item at public or private sale and add the proceeds to my residuary estate.

3.2 Residuary Estate.

3.2.1 Division of Residuary Estate. My Executor shall divide my residuary estate into two separate parts, designated as the Marital Deduction Share and the Family Share. My residuary estate shall be allocated between those shares in the following manner:

(a) First, to the Marital Deduction Share, an amount equal in value to all property includable in my estate for federal estate tax purposes and qualifying for the Marital Deduction, reduced by the value of any property which passes or is deemed to have passed to my husband otherwise than under this paragraph 3.2 and which is includable in my estate for federal estate tax purposes and qualifies for the marital deduction, and further reduced by any amount necessary to increase my taxable estate to the maximum amount as to which, after taking into consideration the maximum allowable Unified Credit and any state death tax credit available to my estate, there will be no federal estate tax payable by my estate. The state death tax credit shall be utilized in these computations only to the extent that it does not require an increase in federal or state death taxes payable. If my husband does not survive me, then no allocation shall be made to the Marital Deduction Share and my entire residuary estate shall be allocated to the Family Share.

(b) Second, to the Family Share, the remainder of my residuary estate not allocated to the Marital Deduction Share in subparagraph (a) above.

My Executor shall select the assets from my residuary estate to be allocated to the Marital Deduction and Family Shares under subparagraphs (a) and (b) above. In determining the amount to be allocated to each Share, assets shall be valued at their estate tax values and the assets allocated to each Share must be fairly representative of the appreciation and depreciation in the value of all property available for allocation which has occurred after the date of my death (or the alternate valuation date, if elected). No assets shall be allocated to the Marital Deduction Share which do not qualify for the Marital Deduction.

3.2.2 Marital Deduction Share. I give the Marital Deduction Share of my residuary estate to my husband, if he survives me, free of trust.

3.2.3 Family Share. I give the Family Share of my residuary estate to the Trustee named in this Will to be held in a trust to be known as the Family Trust subject to the provisions of Article IV.

3.2.4 Disposition of Residuary Estate if There Are No Surviving Children or Lineal Descendants. If neither my husband nor any issue survive me, one-half of my residuary estate shall be distributed to those heirs at law who would have been entitled to inherit from me if I had died intestate, unmarried and without issue; and the remaining one-half of such property shall be distributed to those heirs at law who would have been entitled to inherit from my husband if he had died immediately after my death intestate, unmarried and without issue.

ARTICLE IV

Trust Provisions

4.1 Administration of the Family Trust. The Family Trust shall be administered by the Trustee according to the following terms and conditions:

4.2.1 Beneficiaries. The beneficiaries of this Family Trust are my spouse, my children, and any descendants of a deceased child of mine.

4.2.2 Use of Trust Income and Principal During the Life of My Spouse.

(a) All of the net income from this Family Trust shall be paid to my spouse during his lifetime.

(b) The following powers to withdraw principal from the Family Trust shall exist:

(1) During my spouse's lifetime, my spouse shall have the power to withdraw from the principal of the Family Trust in any fiscal year of the Trust an amount or specific assets not to exceed the greater of $5,000 or five percent (5%) of the aggregate value of the principal of the Family Trust on the last day of the fiscal year in which the withdrawal is requested. This limited right of withdrawal shall be exercised by written request of my spouse to the Trustee. The right of withdrawal is noncumulative, so that if my spouse does not withdraw during a fiscal year the amount to

which my spouse is entitled under this paragraph, my spouse's right of withdrawal shall lapse at the end of that fiscal year to the extent not exercised.

(2) During my spouse's lifetime, my spouse shall have the power to withdraw corpus to provide for my spouse's support in my spouse's accustomed manner of living and to provide for my spouse's medical, dental, hospital and nursing expenses, including expenses of invalidism. This limited right of withdrawal shall be exercised by written request of my spouse to the Trustee.

(c) My spouse may appoint the principal or income, in whole or in part, of this Family Trust to or among my issue or their spouses. However, my spouse cannot exercise this limited power of appointment in favor of my spouse, my spouse's creditors, my spouse's estate, or the creditors of my spouse's estate. This power may be exercised during his lifetime by written instruments signed by my spouse and delivered to the Trustee, or at my spouse's death by specific reference to this power in my spouse's Will. My spouse may exercise this power to appoint principal or income either outright or in trust to the appointee.

4.2.3 Disposition of Trust Property After the Death of My Spouse or if My Spouse Does Not Survive.

At the death of my spouse, or at my death if my spouse predeceases me, the Family Trust shall be divided into as many separate equal shares as I have surviving children and deceased children with surviving issue. One share shall be allocated to each surviving child, and one share shall be allocated per stirpes among the then-living issue of each deceased child of mine. Each share or part of a share shall be distributed or held as a separate trust, as follows:

(a) Disposition of Family Trust Shares.

(1) Each such Trust share shall be distributed outright, free of trust, to my surviving children.

(2) Each such Trust share or part of a share allocated per stirpes among the surviving issue of a deceased child of mine shall be held in trust for the benefit of such surviving issue of a deceased child, as beneficiaries, as follows:

(A) Such Trust shares shall be held in trust until each beneficiary reaches twenty-one years of age.

(B) When a beneficiary reaches twenty-one years of age, the Trust shall terminate and the remaining principal and interest of the share shall be distributed outright, free of trust, by the Trustee to the beneficiary.

(C) If a beneficiary dies after the division of this Trust into shares, but prior to the termination of his or her separate trust, the trust for such beneficiary shall terminate at his or her death and all property then remaining in such beneficiary's trust shall be distributed as follows:

(i) To those persons, including his or her estate, in such manner, in trust or otherwise, as provided in the beneficiary's Will by express reference to this power; (ii) if the beneficiary fails to exercise validly this testamentary general power of appointment, then per stirpes to the issue then living of such deceased beneficiary, if any; and if none (iii) then per stirpes to the siblings then living of such deceased beneficiary, if any; and if none (iv) then to those heirs at law who would have been entitled to inherit from such beneficiary under the laws of Tennessee if he or she had died intestate.

Notwithstanding anything contained in this subparagraph 4.2.3 (a)(2)(C), no beneficiary shall be entitled to exercise the power of appointment granted herein so as to delay the vesting free of trust of any trust property beyond the day preceding twenty-one years after the death of the last survivor of my spouse and those beneficiaries who were living at the time of my death (such date referred as the "vesting date"). If a beneficiary attempts to exercise any such power in any manner which could delay the vesting of any property of this Trust beyond the vesting date, such exercise shall not be void, but, unless sooner vested according to the terms of such exercise, all property which is the subject of any such exercise shall, on said vesting date, vest in and immediately be distributed free of trust to the income beneficiaries thereof in the same proportions they are entitled to share the income.

(b) Administration of Shares Held in Trust. Prior to the distribution of a share held in trust under this

subparagraph, the Trustee may pay to or for the benefit of the beneficiary so much of the income and principal from each beneficiary's share as may be required, in the Trustee's sole discretion, to provide for the health, education, support or welfare of the beneficiary. By way of guidance to my Trustee, I desire to provide for the education of the named beneficiaries, including college and post graduate schools, to enable such beneficiaries to marry, and to assist such beneficiaries in a trade, business or profession.

ARTICLE V

Fiduciaries

5.1 Appointment of Executor. I appoint my husband, William Prewitt Hoffman, III, as Executor of my Will. In the event that he predeceases me, fails to qualify, or later ceases to serve as Executor, I appoint my children, Holly Darlene Hoffman, William P. Hoffman, IV, and Jeffery A. Hoffman to serve as successor Co-Executors.

5.2 Appointment of Trustee. I appoint Carolyn Batey Fuller of Nashville, Tennessee as Testamentary Trustee of the Trust created by this Will. In the event that Carolyn Batey Fuller fails or ceases to serve as Trustee, my spouse during his lifetime or, after the death of my spouse, my children then surviving (if one or more of my children have died leaving surviving issue) shall have the right to designate one or more successor Trustee(s) of any trust established under Article IV.

5.3 Bond. I direct that no bond be required of any of the above-nominated Executors or Trustees.

5.4 Inventory of Probate Estate. My Executor shall not be required to file an inventory of my probate estate, or to file periodic or final accountings with any court if such waiver is permitted by law.

5.5 Powers.

(a) My Executor and Trustee shall have all the powers enumerated in Section 35-50-110, Tenn. Code Ann., and the introductory and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are incorporated herein by reference, except that subparagraphs 1 through 5 of such Section shall apply only to my Executor.

(b) If the administration of my estate or of any trust created herein is required in any jurisdiction in which my

Executor or Trustee, for any reason, cannot serve or cannot serve alone, my Executor and/or Trustee shall be authorized to appoint a successor Executor or Trustee, or Co-Executor or Co-Trustee, to serve in such jurisdiction.

ARTICLE VII

Miscellaneous

7.1 Definitions.

(a) Children and descendants. The terms "child", "children", "heirs", and "issue" are to be construed throughout this Will as including adoptive children as well as natural issue. If a child does not survive me, but leaves a descendant who does survive me, then the reference to my children includes my descendants, per stirpes, by my deceased child.

(b) Executor and Trustee. A reference to my "Executor" or "Trustee" includes each person or organization serving in those capacities, and a reference to such person(s) or organization(s) in one gender shall be deemed to mean the proper gender.

7.2 Rule Against Perpetuaties. Notwithstanding anything in this Will to the contrary, no trust created under this Will shall continue beyond twenty-one (21) years after the death of the last survivor of those beneficiaries who were living at the time of my death; and upon the expiration of such period, all trusts shall terminate and the property held in trust shall be distributed, free of trust, to the persons then entitled to share the income therefrom in the same proportions they are then entitled to share such income, irrespective of their ages.

7.3 Prohibition Against Alienation by Beneficiaries. I direct that no part of any trust herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise.

7.4 Simultaneous Death Provision. In the event my spouse and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that I shall be deemed to have survived for the purposes of this Will, and I direct further that the provisions of this Will shall be construed upon that assumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship

for a fixed period as a condition of taking property by inheritance.

IN WITNESS WHEREOF, I have signed this Will, consisting of eight (8) pages, each of which I have initialed at the bottom for identification, in the presence of the attesting witnesses, on this 15th of May, 1985. Pursuant to T.C.A § 32-2-110, I request the attesting witnesses to make the Affidavit attached to this Will.

Darlene Batey Hoffman

The foregoing Will, consisting of eight (8) pages, was signed and declared by DARLENE BATEY HOFFMAN, being of sound mind and free from any compulsion or constraint, to be her Will in the presence and the sight of us, present at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

Christopher M. Wood — Addresss Nashville, Tennessee

Donna Barrett — Address Nashville, Tennessee

PICK-UP

97 SEP -2 AM 8:03

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

0343203

IDENTIF. + REFERENCE

PAGE 8 OF MY WILL DBH

2960 09/02 0101 03CHECK 64.00

STATE OF TENNESSEE)

BOOK 10588 PG 591

COUNTY OF DAVIDSON)

AFFIDAVIT

CHRISTOPHER M. WAS and DONNA GARRETT after being first duly sworn according to law, depose and say:

1. That they are adult citizens of Nashville, Davidson County, Tennessee.

2. That they witnessed the execution of the Last Will and Testament of Darlene Batey Hoffman, dated MAY 15, 1985, to which this affidavit is attached, and that this affidavit is being made at the request of the testatrix, and in accordance with Tennessee Code Annotated, Section 32-2-110.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the testatrix and in her presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

4. That the testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Last Will and Testament, the testatrix was, in their opinion, of sound mind.

Christopher M. Was

Donna Garrett

Sworn to and subscribed before me, this the 15th day of MAY, 1985.

Helen D. Wells
NOTARY PUBLIC

My Commission Expires:
4/20/86.

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 record on file in my office. Will Book 123 Page 314
Given under my hand and seal of said court at office, in Nashville, this 25 of July 19 97.

RICHARD R. ROOKER, CLERK

By: Anita Rogers
Deputy Clerk

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

IN THE PROBATE COURT FOR DAVIDSON COUNTY, TENNESSEE

IN RE:

ESTATE OF DARLENE BATEY HOFFMAN,) No. 95P883

Deceased.

D.C.

BOOK 10588 PG 592

DISCLAIMER

A. Recitals

1.1 Darlene Batey Hoffman (the "Decedent"), a resident of Davidson County, Tennessee, died testate on May 3, 1995.

1.2 The Decedent's Will dated May 15, 1985 was admitted to probate by Order of this Court entered May 23, 1995, and letters Testamentary were granted to William Prewitt Hoffman, III as Executor of said Will.

1.3 The undersigned, William Prewitt Hoffman, III, a resident of Davidson County, Tennessee, is the surviving spouse of the Decedent. The undersigned is the income beneficiary for life, the holder of limited rights of withdrawal as to principal, and the holder of a limited power of appointment with respect to the Darlene Batey Hoffman Family Trust established under Article IV of the Decedent's Will.

1.4 The undersigned, William Prewitt Hoffman, III, desires to disclaim all rights and powers to receive income during his lifetime, withdraw principal or appoint income and/or principal with respect to the Darlene Batey Hoffman Family Trust established under Article IV of the Decedent's Will.

B. Declarations

In furtherance of the above recitals, William Prewitt Hoffman, III, as the income beneficiary for life and holder of certain powers with respect to the Darlene Batey Hoffman Family Trust established under the Decedent's Will, hereby declares as follows:

2.1 The undersigned, William Prewitt Hoffman, III, hereby irrevocably and unqualifiedly disclaims and relinquishes any interest, power or authority granted to him with respect to the Darlene Batey Hoffman Family Trust established under Article IV of the Decedent's Will, including but not limited to the right to receive income therefrom during his lifetime, the limited rights to withdraw principal thereunder, and the limited power to appoint income and/or principal of the Darlene Batey

Hoffman Family Trust. The property disclaimed hereunder is referred to as the "Disclaimed Property."

2.2 William Prewitt Hoffman, III, hereby declares that he has not accepted any interest or benefits from the Disclaimed Property, and has not exercised any power with respect to the Disclaimed Property.

2.3 William Prewitt Hoffman, III, acknowledges that as a result of this Disclaimer, he will be unable to direct the disposition of any of the Disclaimed Property.

2.4 This Disclaimer is intended to meet the requirements of Section 2518 of the Internal Revenue Code of 1986, as amended (the "Code") as a "Qualified Disclaimer" and all provision of this instrument shall be construed and applied to carry out such intention.

2.5 Subject to the preceding paragraph 2.4, this Disclaimer is also intended to meet the requirements of Section 31-1-103 of the Tennessee Code Annotated.

2.6 The undersigned, William Prewitt Hoffman, III, has not received any consideration for this Disclaimer from any person or persons.

2.7 This Disclaimer is intended to apply to each item or interest in Disclaimed Property independently such that if any item of Disclaimed Property is determined not to be disclaimable, this Disclaimer shall continue to apply to the other items of Disclaimed Property.

Executed this 15th day of September, 1995.

William Prewitt Hoffman III

WILLIAM PREWITT HOFFMAN, III

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, a Notary Public duly appointed, commissioned and qualified in and for the State and County aforesaid, personally appeared William Prewitt Hoffman, III, to me known (or who proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument and acknowledged that the executed the same as his free act and deed.

Kristine M. Hanson

Notary Public

My Commission Expires: 7/25/98

ACKNOWLEDGMENT OF RECEIPT

The Estate of Darlene Batey Hoffman, deceased, through William Prewitt Hoffman, III, its duly appointed and acting Executor, hereby acknowledges receipt of the foregoing Disclaimer of William Prewitt Hoffman, III (individually and as beneficiary of the Estate of Darlene Batey Hoffman) this 15th day of September, 1995.

ESTATE OF DARLENE BATEY HOFFMAN

By: William Prewitt Hoffman III
William Prewitt Hoffman, III, Executor

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, a Notary Public duly appointed, commissioned and qualified in and for the State and County aforesaid, personally appeared William Prewitt Hoffman, III, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the duly appointed Executor of the Estate of Darlene Batey Hoffman, deceased (the "Estate"), and that he executed the foregoing instrument for the purposes therein contained by signing the name of the Estate by himself as Executor.

Kristine M. Hanson
Notary Public

My Commission Expires: 7/25/98