Last Will and Testament

OF

SHELDON M. EPSTEIN

BOOK 11373 PG. 389

I, Sheldon M. Epstein, a resident of Davidson County, Tennessee, and being of sound mind and disposing memory, do hereby make, declare, and publish this to be my Last Will and Testament and revoke all prior wills and codicils made by me at any time.

ARTICLE I

[Appointment of Executor]

1. I nominate and appoint my son, Samuel Epstein, currently of Virginia Beach, Virginia, to serve as Executor of this Will and of my estate. If my said son shall not survive me or if he shall fail to qualify as Executor hereunder for any reason, or, having qualified, shall resign or die, then I nominate and appoint my son, Joseph Epstein, currently of Redondo Beach, California, to be alternate Executor of this Will and of my estate. Any reference herein to Executor is a reference to whichever of the above and their duly appointed successors shall be serving in such capacity.

2. I direct that no bond shall be required of my Executor or of any successor or alternate fiduciary for the faithful performance of duties in such capacity.

ARTICLE II

[Directions to Executor]

1. I direct my Executor to pay all my just debts, funeral expenses, and expenses of administration, whether or not such expenses shall arise out of the

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administration of my domiciliary estate or otherwise, as soon as practicable after my death. All such debts and expenses shall be paid from my residuary estate and no bequest shall be charged with any portion of such expenses.

2. I further direct my Executor to pay from my residuary estate all inheritance and estate taxes imposed by any taxing authority by reason of my death, including taxes assessed on account of any property included in my gross estate for such tax purposes which is not included in my estate for any other purposes and including any generation skipping transfer taxes on the transfer of property constituting a direct skip, unless such direct skip arose as a result of a disclaimer, but excluding any other generation skipping transfer taxes.

3. Except as provided in Paragraph 4 of this ARTICLE with respect to the mortgage on my personal residence, in the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death shall be encumbered by lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate, but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take such property subject to all encumbrances existing at the time of my death.

4. To the extent not discharged as a result of payment directly to my wife, Dr. Evelyn J. Diehl, or to the holder of any mortgage or indebtedness on my personal residence, as a named beneficiary under the terms of any policy of life insurance on my life, including but not limited to payment to my wife of life insurance death benefits on that certain TIAA-CREF life insurance policy on my life of which my wife is the beneficiary, the balance of any mortgage or indebtedness

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on my personal residence at my death shall be charged to or paid from my estate. I intend that my said wife shall apply the proceeds of any life insurance policy on my life payable to her toward the payment and discharge of any mortgage or indebtedness on my personal residence so that she may take such real property pursuant to ARTICLE V of my Will free from any and all encumbrances on such property existing at the time of my death. My Executor shall pay from my estate only the amount of the deficiency, if any, between the amount of mortgage or indebtedness remaining at my death and the total amount of life insurance proceeds payable to my wife or to the holder of any mortgage or indebtedness on my personal residence.

5. I direct that all life insurance proceeds which may be or become payable to my estate or Executor shall be deemed and treated in all respects as a part of my general estate and, as such, same shall be available for the satisfaction of the obligations of my estate.

6. In accordance with and subject to the provisions of Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I expressly relieve my Executor from any requirement to file an inventory and/or an accounting with the probate court with respect to the administration of this Will and of my estate; provided, however, that my Executor shall obtain such statements as may be required of the residual beneficiaries of my estate acknowledging that the estate has been properly distributed to such beneficiaries.

ARTICLE III

[Executor Powers and Authority]

I authorize and empower my Executor, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming a part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein

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by reference, including the specific incorporation by reference of the "Prudent Man Rule"; provided, however, that the power and authority set out in Paragraph 19, Section 35-50-110 of the Tennessee Code Annotated is restricted and limited to such amounts and such periods of time as may be reasonably required in the best interests of the beneficiaries hereof.

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ARTICLE IV

[Disposition of Tangible Personal Property]

1. I may prepare a written memorandum listing certain items of tangible personal property which I wish certain persons to have. I request that my wishes, as set forth in any such memorandum, be observed. If no such memorandum shall be found with this Will, then it shall be presumed that none exists and all of my tangible personal property shall pass as provided in the remainder of this ARTICLE.

2. My Executor shall sell any automobile(s) I own at my death and shall add the proceeds of such sale(s) to my residuary estate.

3. If my son, Samuel Epstein, shall survive me, then I give and bequeath to my son my dog, Kelev, and all of my dog's supplies, my stamp and coin collections and any other philatelic and numismatic material or property I own at my death, all photographic materials, all photos, art objects, cassettes, antiquities, books, cameras, microscopes, religious objects, and all records and compact discs (other than those disposed of in Paragraph 5 of this ARTICLE; if my son shall not survive me, then this bequest shall lapse, and if my son shall disclaim his interest in any One (1) or more of the above-listed items, then he shall distribute such items as he has disclaimed to such of my other children as my said son shall deem advisable.

4. If my step-daughter, Ameena May Diehl Lessner, shall survive me, then I give and bequeath to my step-daughter my fish, aquariums and all aquarium

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related property I own at my death; if my step-daughter shall not survive me, then this bequest shall lapse.

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5. If my step-daughter, Ameena May Diehl Lessner, shall survive me, then she may select up to Twelve (12) of my compact discs and/or records, which I hereby give and bequeath to her; any compact discs and/or records not selected by my said step-daughter shall be distributed to my son, Samuel Epstein, for his use or for further distribution to my other children.

6. If my wife, Dr. Evelyn J. Diehl, shall survive me, then I give and bequeath all other tangible personal property owned by me at the time of my death, including, but not limited to, my personal effects, and my interest in any household goods and furnishings, to my said wife in fee.

7. If my said wife shall not survive me, or if she shall disclaim any interest in any such items of tangible personal property, then I give and bequeath all of my said other tangible personal property or such tangible personal property as my wife shall disclaim to my son, Samuel Epstein. If my said son, Samuel Epstein, shall not survive me or if he shall disclaim any interest in any such property, then such items of tangible personal property shall be distributed to such of my other children who shall be living at the time of my death, to be divided among them as my Executor shall see fit. My Executor shall have full and absolute discretion and authority as to the division of such property among them. The receipt of the distributee shall constitute a complete acquittance to my Executor for the property so distributed and my Executor shall not be responsible for the proper application thereof. My Executor may sell at public or private sale on such terms as my Executor may determine proper, any item of personal property not so distributed and shall add the proceeds of any such sale to my residuary estate.

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ARTICLE V

[Specific Bequest of Personal Residence]

I give, devise and bequeath my interest in any personal residence I own at my death to my wife, Dr. Evelyn J. Diehl, if she shall survive me, outright and in fee; if my said wife shall not survive me, then this bequest shall lapse.

ARTICLE VI

[Disposition of Residuary Estate]

My Executor shall divide all of the said rest, residue, and remainder of my estate into as many equal shares as there are children of mine living at my death and deceased children of mine leaving issue then living, and I give, devise, and bequeath One (1) of such equal shares of my residuary estate to each child of mine then living and One (1) of such equal shares to the issue then living of any deceased child of mine, per stirpes and in fee. If I am survived by no child of mine and no living issue of any deceased child of mine, then, I give, devise, and bequeath all of my residuary estate to the State of Israel.

ARTICLE VII

[General Provisions]

1. No beneficiary of my estate or any trust created herein shall pledge, assign, transfer, sell, or in any manner whatsoever accelerate, anticipate, or encumber any interest in the principal or the income of the trust estate; nor shall any of such principal or income be or become, in any manner whatsoever, subject or liable for the debts, contracts, or engagements of any beneficiary hereof; nor shall such principal or income be or become, in any manner whatsoever, subject to any assignment, or any other alienation or disposition, whether voluntary or involuntary.

2. If any beneficiary of my estate shall not have attained the age of Twenty-two (22) years at my death, then the share or fund of such beneficiary shall be retained in trust by my Executor, who may serve as Trustee, or by a Trustee to

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be appointed by my Executor, until such beneficiary shall have attained such age. During such interim, Trustee may pay to such beneficiary, or expend on his or her behalf, such amount or amounts of the net income derived from such beneficiary's particular share or fund as Trustee deems advisable to provide for such beneficiary's health, education, maintenance and support. During such interim, Trustee may pay to any such beneficiary, or expend on his or her behalf, such amount or amounts of the principal of the share or fund of such beneficiary as Trustee deems advisable to provide for such beneficiary's health, education, maintenance and support. When such beneficiary shall have attained the age of Twenty-two (22) years or upon the death of such beneficiary prior thereto, the trust shall terminate with respect to such share or fund and such property shall be distributed to such beneficiary or to the estate of such beneficiary in the event such beneficiary dies before attaining the age of Twenty-two (22) years.

3. During the minority or incapacity of any beneficiary of any trust created herein, Trustee may pay to or for the benefit of such beneficiary such amounts as are authorized herein to be paid in any of the following manners:

(a) Directly to such beneficiary;

(b) To the guardian, conservator, parent, or spouse of such beneficiary;

(c) By expending such amounts directly for the purposes set out herein.

I intend that my Trustee shall exercise the discretion granted herein to make distributions to the beneficiaries generously, particularly in making distributions for their education. It is my particular desire that each beneficiary be afforded the opportunity to obtain as complete an education, including graduate and professional school, as such beneficiary may reasonably desire and be qualified to obtain.

It is my wish that the discretion granted herein in the distribution of income and/or principal be exercised by an informed fiduciary, taking into account

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the individual needs, wants, disabilities, and limitations of each beneficiary. To that end, I authorize my Trustee to seek the advice and counsel of such persons as my Trustee may deem appropriate in the making of such judgments. However, I intend that my Trustee alone shall exercise the discretion granted herein.

4. Notwithstanding any other provision hereof, no trust created herein shall continue beyond Twenty-one (21) years after the later of my death or the death of the last to die of such of my issue as are living at the time of my death. If not sooner terminated under any other provision hereof, upon the expiration of such period, all trusts created herein shall terminate and the assets thereof shall be distributed to the then current income beneficiaries hereof in proportion to their relative interests in such income, outright and free of all restrictions.

5. At the time of my execution of this Will, my children are my son, Samuel Epstein, my son, Joseph Epstein, my son, Aaron Epstein, my son, Ira Epstein, my son, Solomon Epstein, my daughter, Marise Epstein, and my son, Ellie Epstein. As used in this Will, the terms "child", "children", and "issue" include persons adopted before their having attained the age of Eighteen (18) years. Further, as used in this Will, the terms "child", "children", and "issue" include my step-daughter, Ameena May Diehl Lessner, and my said step-daughter shall share my residuary estate equally with my above-named children, as provided in ARTICLE VI of this Will.

6. The use of any gender includes the other and the use of the singular or plural includes the other, wherever the context requires.

ARTICLE VIII

[Additional Appointments]

Should any person wish to serve as Executor under this Will, and should the law of the state in which I die a resident not permit that person to serve as the sole fiduciary in such capacity, then I direct that the person shall have a right to name an individual resident of said jurisdiction, or a bank or trust company

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qualified to act in a fiduciary capacity in said jurisdiction, to serve with him or her as Co-Executor of this Will. To the extent permitted by law, no bond shall be required of any co-fiduciaries named pursuant to this ARTICLE.

ARTICLE IX

[Contest of Will]

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1. In the event any beneficiary of this Will should contest it, such contestant by such action shall forfeit all the property that such contestant would otherwise take under this Will, and such forfeited property shall pass under the residuary paragraph of this Will.

2. In the event any person shall bring suit against my estate or any trust established in this Will and shall not prevail, then such person shall pay and reimburse my said estate or trust for all costs and expenses incurred as a result of or in connection with such action, including reasonable attorney's fees.

3. By the provisions of this Will and otherwise, I believe I have fairly and amply provided for my wife, Dr. Evelyn J. Diehl, and I intend such provisions to be exclusive and in lieu of any other rights and interests she may have in my estate. To that end, if my said wife should elect against this Will to take her statutory share of my estate, then all gifts to her and provisions for her herein shall lapse and be void, and the subject thereof shall pass as if my said wife had predeceased me.

ARTICLE X

[Simultaneous Death]

If my wife, Dr. Evelyn J. Diehl, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she predeceased me, and my estate shall be administered and distributed in all respects in accordance with this presumption that I survived her.

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ARTICLE XI

[No Mutual Testamentary Intent]

Although my said wife and I may execute wills at or about the same time, there is and there has been no contract between us to make a mutual testamentary disposition of any property and it is my intention that no such contract be inferred from the execution of wills which are similar in content. In the event that my said wife survives me, or otherwise, she shall have full power to execute codicils to her will and to revoke her will and any codicils and to execute a later will or wills and codicil or codicils, making such disposition of her property as she may desire in her sole discretion, including any or all of the property passing to her under the provisions of this Will.

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IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament consisting of this and the Ten (10) preceding 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 28th day of February, 1995.

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Sheldon M. Epstein
SHELDON M. EPSTEIN

The said Sheldon M. Epstein, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for his Last Will and Testament, and signified and declared to us that same was his Last Will and Testament; and we, the undersigned, at his request, and in his presence and sight, and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Address: Ann Thompson Loky
3514 Wilbur Place
Nashville, TN 37204

Address: Kori L. Swift
116 Albee Court
Hermitage, Tn 37076

AFFIDAVIT

STATE OF TENNESSEE)

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COUNTY OF DAVIDSON)

The undersigned, Ann Thompson Lokey, and Koni S. Swift, being first duly sworn, make oath as follows:

The said Sheldon M. Epstein, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for his Last Will and Testament, and signified and declared to us that same was his Last Will and Testament; and we, the undersigned, at his request and in his presence and sight, and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

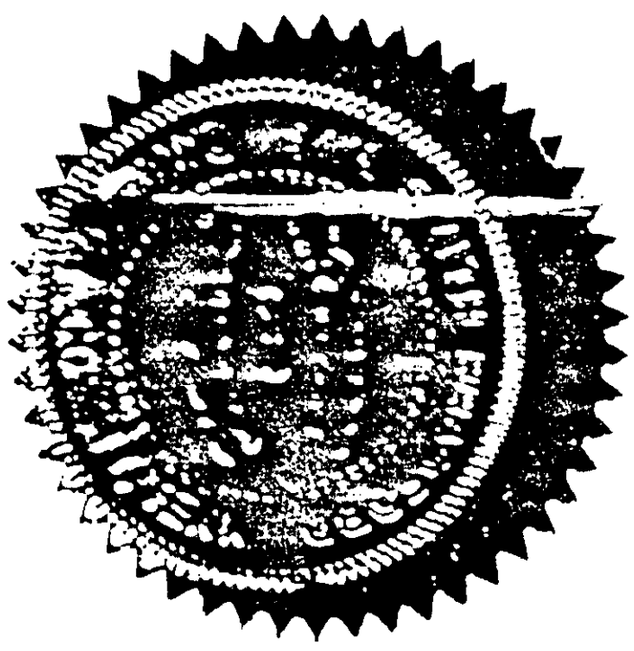
Ann Thompson Lokey

Koni S. Swift

Sworn to and subscribed before me
this 28th day of February, 1995.

Carl Smith Bradford
Notary Public

My Commission Expires March 22, 1997



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DAVIDSON COUNTY, TN.
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0314 03/08 0101 03CHECK 58.00

Appendum to last will & testament,
March 1, 199_ — Sheldon M. Spitz

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some additional specific Bequests:

(1) all positive utility balances (Electric, Gas, Water) should go to my wife Evelyn J. Diehl, M.D. Any positive Esso balance also should go to my wife Evelyn

(2) all crystal figurines, statuettes made by E.J. Higgins Dogs, etc, shall be considered art objects and go to Samuel for his use + for distribution to the other children

(3) Throughout The house (hall closet - guest bedroom & closet therein and dresser therein - basement - my closet - small bedroom at front of the house, basement, etc.) in drawers, boxes, attache cases, etc. are stamps books, coins, models etc. - all of which go to Samuel (numismatic + philatelic) or to him for distribution to others or for his own use; please remember to look for these, there are many unused American stamps. There are many albums with stamps and philatelic related items. The desk in my bedroom has many philatelic items. Remember - I, Sheldon, have a checking acct. in Nationsbank in Nashville Corporate City #3 - and one at Commerce Bank in Cherry Hill, N.J. (14-522)

(4) Camcorder and related items (cassette holders, light, etc.) go to Samuel for distribution. With this item as with books, art etc, Sam will consult with Evelyn & check how he/she and Sam's decision is final. Sam will appropriate location what Evelyn will use for herself and what will be primarily for display - with This and other items - and in decision - as best can be - will be made accordingly.

(5) Many items may be considered for donation to charity - (clothes of mine, books etc.) if this is deemed best for tax and/or other purposes.

(6) The Estate should pay for transportation of items and for those Sam distributes to others, since Evelyn retains the house and major contents she should not need transportation payments.

(7) I want The House to go to Evelyn free of all mortgage debt. However she is the beneficiary of a $50,000 Term policy (TIAA) and there is also decreasing Term mortgage insurance. These two policies cover the mortgage until not use to with no extra payment needed. After mortgage paid in full the TIAA policy keeps the estate will have to pay the insurance. What is not covered by the decreasing term insurance. End this page of addendum. Sheldon M. Spitz

EXHIBIT
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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 _____ Page _____

Given under my hand and official seal, at office, in Nashville, this 5th of March, 1993.

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk