Davidson County WILL
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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 WILL-BK 4995, PG 959763 heretofore entered in the PROBATE-SEVENTH Circuit Court for Davidson County, Tennessee, on the 03 day of DECEMBER , 2002 , in the Case Number 02P1984 between BABCOCK, DONALD E. Petitioner, and KAPLAN, RUTH Respondent.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 05 day of FEBRUARY in the year two thousand three and in the 226th year of American Independence.

RICHARD R. ROOKER, Clerk,

SEAL

RICHARD R. ROOKER
CIRCUIT COURT CLERK

By _____
Deputy Clerk

This Instrument Was Prepared By:
BAKER, CAMPBELL & PARSONS
Attorneys At Law
303 Church Street, Suite 300
Nashville, TN 37201-1786

2002 DEC 10 AM 9:38
RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

RUTH KAPLAN

I, **Ruth Kaplan**, a citizen of the United States of America, as well as a citizen and resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my last will and testament. I revoke all former wills and codicils at any time heretofore executed by me.

ITEM I

APPOINTMENT OF FIDUCIARIES, REFERENCES, DEFINITIONS AND CERTAIN RELATED PROVISIONS

1.1 Appointment Of Executor And, Or, Alternate Or Successor Executor.

(a) I nominate, constitute and appoint my friend, Donald E. Babcock, to be the executor of this my last will and testament; and I direct that Donald E. Babcock shall not be required to make bond in such capacity in any jurisdiction.

(b) Donald E. Babcock shall have the right to appoint an individual or individuals (excluding, however, Victor W. Robertson), and, or, a bank or trust company which is qualified to do business in the State of Tennessee, to serve either with Donald E. Babcock as co-executor or without Donald E. Babcock as alternate or as successor executor or as alternate or as successor co-executors of this my last will and testament; and I direct that any such co-executor, alternate or successor executor or alternate or successor co-executors shall not be required to make bond in such capacity in any jurisdiction. Any designation of a co-executor, an alternate or a successor executor, or alternate or successor co-executors, shall be by an instrument in writing, duly executed and acknowledged by Donald E. Babcock and filed in the court in which this my last will and testament will be or was admitted to probate.

(c) If Donald E. Babcock fails to designate an individual or individuals, and, or, a bank or trust company, pursuant to the provisions of Paragraph 1.1(b) hereinabove, and it becomes necessary to do so, then Donald E. Babcock's son, Brook K. Babcock, shall have the same authority otherwise granted to Donald E. Babcock in Paragraph 1.1(b) hereinabove; provided, however, that I wish to make it clear that Brook K. Babcock is authorized to appoint himself to serve in any such capacity without the necessity of bond.

1.2 Appointment Of Trustee And, Or, Alternate Or Successor Trustee.

(a) I nominate, constitute and appoint my friend, Donald E. Babcock, to be the trustee of the trust that may be created pursuant to the provisions of this my last will and testament; and I direct that Donald E. Babcock shall not be required to make bond in such capacity in any jurisdiction.

(b) Donald E. Babcock shall have the right, with full power of substitution and resubstitution, to appoint an individual or individuals (excluding, however, Victor W. Robertson), and, or, a bank or trust company which is qualified to do business in the State of Tennessee, to serve either with Donald E. Babcock as co-trustee or without Donald E. Babcock as alternate or as successor trustee (including successive alternate or successor trustees) or as alternate or as successor co-trustees (including successive alternate or successor co-trustees) of the trust that may be created pursuant to the provisions of this my last will and testament; and I direct that any such co-trustee, alternate or successor trustees or alternate or successor co-trustees shall not be required to make bond in such capacity in any jurisdiction. Any designation, substitution or resubstitution of a co-trustee, an alternate or a successor trustee, or alternate or successor co-trustees, shall be by an instrument in writing, duly executed and acknowledged by Donald E. Babcock and filed in the court in which this my last will and testament was admitted to probate, or in the office of the register of deeds for the county in which this my last will and testament was admitted to probate.

(c) If Donald E. Babcock fails to designate an individual or individuals, and, or, a bank or trust company, pursuant to the provisions of Paragraph 1.2(b) hereinabove, and it becomes necessary to do so, then Donald E. Babcock's son, Brook K. Babcock, shall have the same authority otherwise granted to Donald E. Babcock in Paragraph 1.2(b) hereinabove; provided, however, that I wish to make it clear that Brook K. Babcock is authorized to appoint himself to serve in any such capacity without the necessity of bond.

1.3 Fiduciaries' Scope Of Authority. Each fiduciary who is named herein (including any alternates and successors) shall be deemed to have acted within the scope of such fiduciary's authority; to have exercised reasonable care, diligence and prudence; and to have acted impartially as to all persons who are interested in my estate, or in any trust that is created hereunder, unless the contrary is proved by affirmative evidence; and, in the

absence of such proof, such fiduciary shall not be liable for any losses arising from the depreciation or shrinkage in value of any property which such fiduciary is authorized to hold or acquire.

1.4 References And Definitions.

(a) The fiduciaries who are named herein are sometimes hereinafter referred to as follows: "the executor" with respect to the executor or any alternates or successors serving in such capacity; "the trustee" with respect to the trustee or any alternates or successors serving in such capacity; and "the fiduciaries" with respect to both the executor and the trustee. The foregoing terms are used for the sake of convenience, regardless of the gender or the number of the parties serving in such fiduciary capacities, with such terms to be read as the context requires.

(b) I acknowledge that I have never been married and that I have never had any children.

(c) Throughout this my last will and testament, the masculine gender includes the feminine or neuter gender, and the singular number includes the plural number, with such terms to be read as the context requires.

(d) Throughout this my last will and testament, the term "shall" is used in an imperative sense, and the term "may" is used in a permissive sense.

(e) Throughout this my last will and testament, the words "and" and "or" are used interchangeably to mean any one or more, or all, of the terms that are joined by these words, unless the context specifically indicates otherwise.

(f) Throughout this my last will and testament, the term "Internal Revenue Code" means the Internal Revenue Code of 1986, 26 United States Code §§ 1, *et seq.*, as now existing and as amended from time to time hereafter (and any corresponding provisions of succeeding law).

(g) Throughout this my last will and testament, the term "Tennessee Code Annotated" means the official compilation of the statutes, codes and session laws of the State of Tennessee of a public and general nature, as now existing and as amended from time to time hereafter (and any corresponding provisions of succeeding law).

(h) Throughout this my last will and testament, the term "Treasury Regulations" means the applicable income, estate, gift and generation-skipping transfer tax regulations, as the case may be, that are issued by the U.S. Treasury Department, as now

existing and as amended from time to time hereafter (and any corresponding provisions of succeeding regulations).

(i) The item and paragraph titles or captions, which are contained in this my last will and testament, are only used as a matter of convenience and reference, and in no way define, limit, extend or describe the scope of this my last will and testament or the intent of any provisions hereof.

1.5 Recognition And Approval Of Conflicting Interests.

(a) I recognize that in the exercise of fiduciary powers, the executor and the trustee may be placed in a position of having conflicting interests, both as fiduciaries and as individuals.

(b) I direct that any such conflicting interests shall not be a basis for the executor's and the trustee's not participating in the exercise of their respective fiduciary powers in connection with any property, whether real, personal or mixed, that I own at the time of my death.

1.6 Authority To Appoint Ancillary Administrators.

(a) If it becomes necessary, then I authorize the executor to nominate, constitute and appoint ancillary administrators to serve in jurisdictions other than Tennessee.

(b) I further direct that no bond shall be required of any such ancillary administrators for the faithful performance of such ancillary administrators' duties.

1.7 Notice To Beneficiaries Under Will.

(a) Pursuant to the provisions of Tennessee Code Annotated § 30-2-301, the executor shall furnish a copy of this my last will and testament to each beneficiary hereunder.

(b) If a beneficiary hereunder is a minor or is otherwise under a legal disability at the time that a copy of this my last will and testament is to be furnished to such beneficiary, then the executor shall furnish the copy to such beneficiary's legal guardian.

1.8 Waiver Of Inventory And Accountings.

(a) Pursuant to the provisions of Tennessee Code Annotated § 30-2-301, the executor is excused from the requirement of making and filing an inventory with the court exercising probate jurisdiction over my estate.

(b) Pursuant to the provisions of Tennessee Code Annotated § 30-2-601, the executor is excused from the requirement of making and filing accountings with the court exercising probate jurisdiction over my estate.

1.9 Corporate Successor To Business Of Corporate Fiduciary. Any corporate successor to the estate administration and trust business of a corporate fiduciary, acting hereunder at any time, shall succeed to the capacity of its predecessor without conveyance or transfer.

1.10 Corporate Fiduciary Fees. I direct that the compensation of each corporate fiduciary, acting hereunder at any time, shall be paid pursuant to each such corporate fiduciary's own published schedule of fees, as each such schedule of fees is in effect at the time or times when services are rendered.

ITEM II

RESIGNATION OF TRUSTEE

2.1 Resignation Of Trustee. Each trustee who is serving hereunder (whether originally appointed herein or appointed as an alternate or as a successor trustee) shall have the right to resign as the trustee of each trust that is created hereunder, by giving sixty days' written notice of resignation to the then-current income beneficiary, or to the legal guardian of the then-current income beneficiary, if the then-current income beneficiary is a minor or is otherwise under a legal disability, of the trust with respect to which the trustee's resignation relates; provided, however, that a trustee's resignation shall not take effect until a successor trustee is appointed to act in the resigning trustee's place.

2.2 Authority Of Alternate Or Successor Trustee. Any alternate or successor trustee, acting hereunder at any time, shall possess and exercise all of the powers and authority that are conferred herein on the original trustee.

ITEM III

FUNERAL EXPENSES, ADMINISTRATION EXPENSES, DEBTS AND DEATH TAXES

3.1 Payment Of Funeral Expenses And Administration Expenses. I direct that all of my funeral expenses and all of the expenses of administering my estate (both domiciliary and ancillary) shall be paid by the executor out of my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, as soon as practicable after my death, without apportionment against the share of any beneficiary.

3.2 Payment Of Debts.

(a) Subject to the provisions of Paragraph 3.2(b) hereinbelow, I direct that all of my lawful debts shall be paid by the executor out of my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, as soon as practicable after my death, without apportionment against the share of any beneficiary.

(b) If any property or interest in property passing pursuant to the provisions of this my last will and testament, or by operation of law or otherwise by reason of my death, is, at the time of my death, encumbered by mortgage or lien or pledged to secure any obligation (whether the encumbered or pledged property or interest in property is, at the time of my death, owned by me jointly or individually), then it is my intention that any such indebtedness shall not be charged to or paid from my estate, but, instead, that the devisee, legatee, joint owner taking by right of survivorship or beneficiary receiving the property or interest in property shall take the same subject to all of the encumbrances existing at the time of my death.

(c) If permitted by law, then the executor may pay a debt without requiring the creditor to file a claim against my estate. I suggest that the executor consult with the attorney for my estate before paying any of my debts.

3.3 Payment Of Death Taxes.

(a) I direct the executor to pay from my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, all of the Federal and state estate, inheritance, legacy and succession taxes (including penalties and interest) that are payable in any jurisdiction by reason of my death, whether or not the assets generating those taxes pass pursuant to the provisions of this my last will and testament. The preceding items shall be charged generally against the principal of my residuary estate, without apportionment against the share of any beneficiary.

(b) I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes; except, however, that to the maximum extent permitted by law, the executor shall seek reimbursement for, recovery of, or contribution toward the payment of Federal and state estate, inheritance, legacy and succession taxes attributable to property in which I have a qualifying income interest for life, over which I have a general power of appointment which is included in my gross estate under Internal Revenue Code § 2041 or which is included in my gross estate under Internal Revenue Code § 2036, and which taxes are not otherwise paid or payable.

(c) Any generation-skipping transfer taxes resulting from a transfer occurring under this my last will and testament shall be charged to the property constituting the transfer in the manner that is provided by applicable law.

ITEM IV

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

4.1 Disposition Of Certain Items Under Memorandum.

(a) I may have left a memorandum of disposition that is written entirely in my handwriting, which memorandum of disposition is incorporated herein by reference, indicating that certain items of tangible personal property are to be distributed to the beneficiaries who are designated in the memorandum, and I direct the executor to comply with the instructions which are contained in any such memorandum.

(b) If the executor is unable, after diligent search and inquiry, to locate and identify such memorandum, then I authorize the executor to dispose of all of my tangible personal property, pursuant to the provisions of Paragraphs 4.2 or 4.3 hereinbelow, on the assumption that no such memorandum was executed or is then in existence.

4.2 Disposition Of Balance Of Tangible Personal Property, If Victor W. Robertson Survives Me. I give and bequeath to my friend, Victor W. Robertson, if Victor W. Robertson survives me, any clothing, jewelry, personal effects, automobiles (together with any assignable policies of insurance thereon) and any other tangible personal property, wherever situated, that I use in a personal manner (specifically excluding, however, all of my tangible personal property which I use in a trade, business or farm operation), but not mentioned by me in the memorandum which is referred to in Paragraph 4.1 hereinabove.

4.3 Disposition Of Balance Of Tangible Personal Property, If Victor W. Robertson Predeceases Me. I direct the executor to dispose of any tangible personal property not effectively disposed of pursuant to the provisions of Paragraphs 4.1 and 4.2

hereinabove either by selling some or all of that tangible personal property and by giving the balance thereof, if any, to one or more charitable organizations selected by the executor, all in the executor's sole and absolute discretion; any such sale of my tangible personal property may be made at public and, or, at private sales, and upon such terms and conditions as the executor determines to be appropriate; and any resulting sales proceeds shall be added to my residuary estate that is disposed of pursuant to the provisions of Item VI hereinbelow.

4.4 Determinations Made By Executor. Any determinations that are made with respect to, or any division of, my tangible personal property, or any other action which is taken by the executor, pursuant to the provisions of Paragraphs 4.1, 4.2 and, or, 4.3 hereinabove, shall be conclusive upon all persons who are interested in my estate.

4.5 Expenses Relating To Tangible Personal Property. All of the expenses that are associated with safeguarding, insuring, packing, storing, delivering and distributing the tangible personal property, which is disposed of pursuant to the provisions of this Item IV, shall be deemed to be part of the expenses of administering my estate.

ITEM V

CASH BEQUESTS

5.1 Janice Carnow. If my cousin, Janice Carnow, survives me, then I give to Janice Carnow $10,000.00 in cash.

5.2 Myra Ramsey. If my friend, Myra Ramsey, survives me, then I give to Myra Ramsey $10,000.00 in cash.

ITEM VI

DISPOSITION OF RESIDUARY ESTATE

6.1 Disposition If Victor W. Robertson Survives Me.

(a) If my friend, Victor W. Robertson, survives me, then I give, devise and bequeath to the trustee, in trust, my entire residuary estate, consisting of all of the rest, residue and remainder of my property of every kind and description [whether real, personal or mixed (including lapsed legacies and devises, but excluding any property over which I have a power of appointment, it being my intention not to exercise any such power; unless, however, a power of appointment has otherwise specifically been exercised hereinabove)], wherever situated and whether acquired before or after the execution of this my last will and

testament, to be held and administered by the trustee for the uses and purposes, upon the terms and conditions and with the powers and duties that are set forth hereinbelow.

(b) Commencing with my date of death, the trustee shall pay to, or for the benefit of, Victor W. Robertson, as long as Victor W. Robertson lives, the entire net income that is derived from the trust estate, currently, in regular monthly or other convenient installments, but no less frequently than quarter-annually.

(c) The trustee has full power to encroach, from time to time and at any time, upon the principal of the trust estate for Victor W. Robertson's health [including medical, dental, hospital and nursing expenses, and expenses of invalidism (including home health care and nursing home expenses)], education, support, maintenance, general welfare, happiness (including reasonable luxuries, vacations and travel), best interests and other purposes that the trustee believes will reasonably promote the interests of Victor W. Robertson, as long as Victor W. Robertson lives.

(d) My primary concern during Victor W. Robertson's lifetime is for Victor W. Robertson's health, education, support, maintenance, general welfare, happiness and best interests, and the trustee need not consider the interests of any remaindermen in making payments and distributions to Victor W. Robertson for those purposes.

(e) If my home, which is situated at 124 Stewarts Ferry Pike, Nashville, Davidson County, Tennessee (hereinafter referred to as "my homeplace" in this Paragraph 6.1), is held by the executor as part of my estate or by the trustee as a part of the trust that is created pursuant to the provisions of this Paragraph 6.1, as the case may be, then the following additional provisions shall apply:

(1) I direct that Victor W. Robertson shall have the right, rent free, to the use and occupancy of my homeplace as of my date of death, or of any other residential property or properties that the executor or the trustee may acquire and hold in lieu thereof as provided hereinbelow, at any time and for such periods of time as Victor W. Robertson may desire.

(2) I further direct that during Victor W. Robertson's lifetime neither the executor nor the trustee may exercise in respect of my homeplace, or of any other residential property or properties which are held in lieu thereof, the powers to encumber, mortgage, sell and, or, lease which are conferred on the executor and the trustee in Item VIII hereinbelow without first obtaining Victor W. Robertson's consent in writing.

(3) I further direct that during Victor W. Robertson's lifetime Victor W. Robertson shall have the power to direct either the executor or the trustee to sell my

homeplace and to distribute to Victor W. Robertson one-half of the net sales proceeds resulting from that sale; provided, however, that Victor W. Robertson shall have no power to direct the sale, or the distribution of net sales proceeds resulting from the sale, of any other residential property or properties which are held by the executor or by the trustee in lieu of my homeplace.

(f) Upon Victor W. Robertson's death, the entire principal of the trust estate shall be distributed as follows:

(1) First, if the trustee owns my homeplace, then the trustee shall immediately sell my homeplace and distribute to the personal representative of Victor W. Robertson's estate one-half of the net sales proceeds resulting from that sale; and

(2) Second, the trustee shall pay for Victor W. Robertson's reasonable funeral expenses, including a suitable grave marker or monument; and

(3) Third, the balance of the trust estate shall be paid and distributed to *Hadassah, The Women's Zionest Organization Of America, Inc.*, a not-for-profit corporation having its principal offices at 50 West 58th Street, New York, New York 10019, to be used for its general purposes. The foregoing gift is being made in recognition of the Nashville, Tennessee, chapter.

(g) *I understand and acknowledge that, because of the manner in which I have provided for Victor W. Robertson, the trust that is created pursuant to the provisions of this Paragraph 6.1 will not, on the occasion of my death, qualify for either the Federal estate tax charitable deduction or the Tennessee inheritance tax charitable deduction; and that, accordingly, my estate may be subject to Federal estate tax and, or, Tennessee inheritance and estate taxes which might otherwise have been avoided if the trust had been, for example, a charitable remainder unitrust or annuity trust.*

6.2 Disposition If Victor W. Robertson Predeceases Me. If my friend, Victor W. Robertson, predeceases me, then I give, devise and bequeath my entire residuary estate, consisting of all of the rest, residue and remainder of my property of every kind and description [whether real, personal or mixed (including lapsed legacies and devises, but excluding any property over which I have a power of appointment, it being my intention not to exercise any such power; unless, however, a power of appointment has otherwise specifically been exercised hereinabove)], wherever situated and whether acquired before or after the execution of this my last will and testament, to *Hadassah, The Women's Zionest Organization Of America, Inc.*, a not-for-profit corporation having its principal offices at 50 West 58th Street, New York, New York 10019, to be used for its general purposes. The foregoing gift is being made in recognition of the Nashville, Tennessee, chapter.

ITEM VII

DISCLAIMERS OR RENUNCIATIONS

7.1 Right To Disclaim Or Renounce. Any person (including any fiduciary) who is permitted by law to disclaim or to renounce may, pursuant to the applicable disclaimer and, or, renunciation statutes, disclaim or renounce, in whole or in part, any bequest, devise, interest, benefit, right, privilege or power that is made or granted to such person by this my last will and testament.

7.2 Effect Of Disclaimer Or Renunciation. Unless otherwise specifically provided in this my last will and testament, if a person makes a disclaimer or renunciation, then the disclaimed or renounced bequest, devise, interest, benefit, right, privilege or power, or the part thereof that is disclaimed or renounced, shall devolve hereunder as though the person making the disclaimer or renunciation had predeceased me; provided, however, that any such disclaimer or renunciation shall not affect any other bequest, devise, interest, benefit, right, privilege or power which is made or granted pursuant to the provisions of this my last will and testament.

7.3 Intention. I do not intend by this Item VII to suggest that any particular person disclaim or renounce any bequest, devise, interest, benefit, right, privilege or power which is made or granted pursuant to the provisions of this my last will and testament.

ITEM VIII

POWERS OF THE FIDUCIARIES

8.1 Specific Powers Granted. Subject to the satisfaction of all of the bequests, legacies and devises that are set forth hereinabove, and, further, subject to all of the provisions and limitations which are expressly set forth in this my last will and testament otherwise, the fiduciaries are authorized (with respect to any property, whether real, personal or mixed, which is held at any time under any provision of this my last will and testament) to do the following:

(a) To retain any property, or undivided interests in property, that is owned by me at the time of my death, including residential property, regardless of any lack of diversification or risk, for such period of time as the fiduciaries determine to be appropriate; and to exchange any such property for other property and to retain such property which is received in exchange, although such property represents a large percentage of the total property of my estate, or of any trust which is created hereunder, or even the entirety thereof;

(b) To invest and reinvest all or any part of my estate, or all or any part of any trust that is created hereunder, in any property and in undivided interests in property, wherever situated, including the following: bonds, debentures and notes, whether secured or unsecured; stocks of corporations, regardless of class; interests in limited partnerships; interests in limited liability partnerships; interests as members in limited liability companies; real estate or any interest in real estate; and interests in trusts, investment trusts (whether of the open or the closed fund type) and participations in common, collective or pooled trust funds;

(c) To sell, dispose of or grant options to purchase any property (whether real, personal or mixed, whether tangible or intangible and whether owned by me at the time of my death) composing a part of my estate, or of any trust that is created hereunder, for cash or upon credit, and to exchange any property of my estate, or of any trust which is created hereunder, for other property, at such times and upon such terms and conditions as the fiduciaries determine to be appropriate; and no person dealing with the fiduciaries is bound to see to the application of any monies paid;

(d) To hold any securities or other property in any of the following forms: in the fiduciaries' own names; in the fiduciaries' names as the executor or as the trustee; in the name of a nominee (with or without disclosure of any fiduciary relationship); or in bearer form;

(e) To sell or exercise stock subscription or conversion rights;

(f) To refrain from voting or to vote shares of stock that are owned by my estate, or by any trust which is created hereunder, at shareholders' meetings, whether in person or by special, limited or general proxy; and, in general, to exercise all of the rights, powers and privileges of an owner with respect to any securities composing a part of my estate or of any trust which is created hereunder;

(g) To participate in any plan of reorganization, consolidation or merger involving any company or companies (including limited liability companies) whose stock, interests or other securities compose a part of my estate or of any trust that is created hereunder; to deposit such stock or other securities under any plan of reorganization with any protective committee; to delegate to such committee discretionary power with relation thereto; to pay a proportionate part of the expenses of such committee and any assessments which are levied under any such plan; to accept and retain new securities which are received by the fiduciaries pursuant to any such plan; to exercise all of the conversion, subscription, voting and other rights of any nature pertaining to such property; and to pay any amount or amounts of money as the fiduciaries determine to be appropriate in connection therewith;

(h) To borrow money and encumber, mortgage or pledge any asset of my estate, or of any trust that is created hereunder, for a term within or extending beyond the term of the anticipated administration of my estate or for a term within or extending beyond the term of any trust which is created hereunder;

(i) To enter, for any purpose, into a lease as lessor or as lessee, with or without the option to purchase or renew, for a term within or extending beyond the term of the anticipated administration of my estate or for a term within or extending beyond the term of any trust that is created hereunder;

(j) To subdivide, develop and dedicate real property for public use; to make or obtain the vacation of plats; to adjust boundaries; to adjust differences in valuation on exchange or partition by giving or receiving consideration; and to dedicate easements for public use without consideration;

(k) To make ordinary and extraordinary repairs and alterations in buildings and other structures; to demolish any improvements; to raze existing party walls and buildings; and to erect new party walls and buildings;

(l) To continue or permit the continuation of any unincorporated and, or, any incorporated business or limited liability company that I own or in which I have an interest at the time of my death, for such period of time as the fiduciaries determine to be appropriate; or to recapitalize or liquidate the same, upon such terms and conditions as the fiduciaries determine to be appropriate; and, without limiting the generality of the foregoing powers, the fiduciaries have the power to do the following: invest additional sums in any such business, even to the extent that my estate, or any trust which is created hereunder, is invested largely or entirely in any such business, without liability for any loss resulting from lack of diversification; act as an employee or select other employees of any such business, the same to be compensated without regard to any such person being a fiduciary or a beneficiary hereunder; and make such other arrangements in respect thereof as the fiduciaries determine to be appropriate;

(m) To settle and adjust my partnership interest in any partnership (whether a general partnership, a limited partnership or a limited liability partnership) in which I have an interest at the time of my death, upon such terms and conditions as the fiduciaries determine to be appropriate; and, without limiting the generality of the foregoing powers, the fiduciaries have the power to continue in any such partnership and to subject to the risks of the business the assets representing my interest therein at the time of my death, for such period of time and upon such terms and conditions as the fiduciaries determine to be appropriate; and, no change in the constitution of any such partnership by the death or the retirement of any partners or by the admission of any additional partners shall affect the

powers that are granted herein; and the fiduciaries may invest additional sums in any such partnership, even to the extent that my estate, or any trust which is created hereunder, is invested largely or entirely in any such partnership, without liability for any loss resulting from lack of diversification;

(n) To collect, receive and receipt for rents, issues, profits and income of my estate or of any trust that is created hereunder;

(o) To insure the assets of my estate, or of any trust that is created hereunder, against damage or loss; and to insure the fiduciaries against liability with respect to third persons;

(p) To deal with the fiduciaries, in the fiduciaries' separate capacities or in any fiduciary capacities, in buying and selling assets, in lending and borrowing money and in all other transactions, regardless of the occupancy by the same person of dual positions;

(q) To compromise, adjust, arbitrate, sue on or defend, abandon and otherwise deal with and settle claims in favor of or against my estate, or in favor of or against any trust that is created hereunder, as the fiduciaries determine to be appropriate;

(r) To employ and compensate agents, accountants, investment advisors, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors and other assistants and advisors as the fiduciaries determine to be necessary for the proper administration of my estate or of any trust that is created hereunder; and to do so without liability for any neglect, omission, misconduct or default of any such agent or professional representative; provided, however, that such individual was selected and retained with reasonable care;

(s) To determine what shall be charged or credited to income or to principal; and to determine whether or not to establish depreciation reserves;

(t) To hold and retain the principal of my estate, or of any trust that is created hereunder, undivided until actual division becomes necessary in order to make distributions; to hold, manage, invest and account for the several shares, or parts thereof, by appropriate entries on the fiduciaries' books of account; and to allocate to each share, or part thereof, such share's proportionate part of all of the receipts and expenses; provided, however, that the carrying of several trusts as one shall not defer the vesting in title or possession of any share or part thereof;

(u) To make payment in cash or in kind, or partly in cash and partly in kind, upon any division or distribution of my estate, or of any trust that is created hereunder;

(v) Except as otherwise specifically provided herein, any allocations or distributions of specific pecuniary amounts that are to be made hereunder may be made by the fiduciaries in one or more allocations or distributions, in cash or in kind (*i.e.*, in the form of a whole or partial undivided interest in one or more specific properties, whether real, personal or mixed), or partly in cash and partly in kind, and with or without being made subject to liabilities (whether pre-existing or newly created); provided, however, that as of the effective date or dates of any such allocations or distributions, the net fair market value of the assets and liabilities composing any such allocations or distributions shall represent the specific pecuniary amounts which such allocations or distributions are to satisfy;

(w) Except as otherwise specifically provided herein, any allocations or distributions of a fractional share of the assets of any part of my estate, or of any trust that is created hereunder, need not be pro rata nor include any particular asset, but rather may be composed of such assets and be made subject to such liabilities (whether pre-existing or newly created), if any, pro rata or not, that the fiduciaries determine to be appropriate; provided, however, that as of the effective date or dates of any such allocations or distributions, the net fair market value of the assets and liabilities composing any such allocations or distributions shall represent the proper fractional share of the then-net fair market value of the whole which such allocations or distributions are to satisfy;

(x) To take all appropriate actions to prevent, identify and, or, respond to actual or threatened violations of any environmental law or regulation thereunder; to expend funds to do the following: conduct environmental assessments, audits and site monitoring in order to determine compliance with any environmental law or regulation thereunder; take all appropriate remedial action to contain, clean up and, or, remove any environmental hazard (including a spill, release, discharge or contamination), either on the fiduciaries' own accord or in response to an actual or threatened violation of any environmental law or regulation thereunder; institute legal proceedings concerning environmental hazards and, or, contest or settle legal proceedings brought by any local, state or Federal agency that is concerned with environmental compliance or by a private litigant; comply with any local, state or Federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; employ agents, consultants and legal counsel to assist or perform the foregoing undertakings and, or, actions; and the fiduciaries may charge the expenses which are incurred to principal or to income, in such equitable manner as the fiduciaries determine to be appropriate;

(y) To exercise all of the powers that are necessary, appropriate, customary, desirable or incidental to the proper administration of my estate or of any trust which is created hereunder; and

(z) To do all of the foregoing without the authorization of any court.

8.2 Use Of Powers. The powers that are granted to the fiduciaries pursuant to the provisions of Paragraph 8.1 hereinabove shall not be exhausted by any use thereof; such powers are continuing in nature and are exercisable by the fiduciaries until all of the provisions of this my last will and testament are fully executed; and, subject to all of the provisions and limitations which are expressly set forth in this my last will and testament, the fiduciaries' determination of whether or not to exercise any such power is final.

8.3 Power Under Will.

(a) My individually owned real property, and all of the interests therein (including undivided interests), shall be administered as part of my probate estate and shall be subject to the executor's control, with this my last will and testament governing the disposition of the same.

(b) In addition to the rights and powers that are granted pursuant to the provisions of Paragraph 8.1 hereinabove, but subject, however, to the rights of Victor W. Robertson which are set forth in Paragraph 6.1 hereinabove, the executor is granted the power to sell any or all of my real property, including undivided interests in real property, which I own at the time of my death, without the approval of any court and without the necessity of joinder of any beneficiaries under this my last will and testament; provided, however, that under no circumstances shall this provision be interpreted, construed or administered so as to require the executor to sell any such real property during the administration of my estate; or, by way of further amplification, to abrogate in any manner the rights of Victor W. Robertson as set forth in Paragraph 6.1 hereinabove.

(c) The proceeds from the sale of real property that is made by the executor, pursuant to the power under will which is granted by this Paragraph 8.3, shall be distributed pursuant to the provisions of this my last will and testament.

8.4 No Powers Granted That Would Disqualify Gift Under Paragraph 6.2 For Federal Estate Tax Charitable Deduction. Notwithstanding any other provision of this my last will and testament, under no circumstances shall any provision of this Item VIII, or of this my last will and testament generally, grant any powers to the fiduciaries, or be interpreted, construed or administered so as to authorize the fiduciaries to exercise any powers, that would prevent the gifts, devises and bequests which are made pursuant to the provisions of Paragraph 6.2 hereinabove from qualifying for the Federal estate tax charitable deduction under the Internal Revenue Code.

ITEM IX

GENERAL TRUST PROVISIONS

9.1 Spendthrift Provision. Neither the principal nor the income of any trust that is created hereunder shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary; nor shall any principal or income of any such trust be in any manner subject to, or liable in the hands of the trustee for, the debts, contracts or engagements of any such beneficiary; including, but not limited to, claims for alimony, maintenance or support for a spouse; nor shall the principal or the income of any trust which is created hereunder be subject to any assignment or other voluntary or involuntary alienation or disposition whatsoever.

9.2 Situs. The State of Tennessee is hereby designated as the situs of each trust that is created hereunder; and all questions pertaining to the validity, construction and administration of each trust which is created hereunder shall be determined pursuant to the laws of the State of Tennessee, regardless of the jurisdiction in which any such trust may at any time be administered.

9.3 Rule Against Perpetuities. Notwithstanding any other provision of this my last will and testament to the contrary, all of the trusts that are created hereunder (or pursuant to a power of appointment which is granted hereunder) shall terminate one day prior to the expiration of the permissible period under the relevant application of the rule against perpetuities, if any; and, upon such termination, all of the assets thereof shall be distributed and paid outright, absolutely, in fee simple and free of trust, to those beneficiaries, and in the same proportions, as are then receiving, or as are then entitled to receive, the income therefrom.

9.4 Distributions During Minority Or Disability. During the minority or other disability of any beneficiary to whom principal is distributable, or to whom income is payable, from any trust that is created hereunder, the trustee shall make distributions and payments in any one or more of the following ways: to a beneficiary directly; to the legal guardian of a beneficiary's property; or directly for the benefit of a beneficiary, including reimbursement for amounts which are advanced for a beneficiary's benefit.

ITEM X

MISCELLANEOUS

10.1 Presumption As To Survivorship. If any person who would be a beneficiary pursuant to any provision of this my last will and testament if that person survives me, or if

that person survives some other beneficiary hereunder, dies under such circumstances that there is no sufficient evidence to determine whether or not that person survived me or survived such other beneficiary, as the case may be, then I direct that for purposes of this my last will and testament that person shall be deemed to have predeceased me, or to have predeceased such other beneficiary, as the case may be.

10.2 Casualty Insurance Proceeds. If a gift is completely or partially destroyed by virtue of a casualty that is insured against, then the beneficiary of that gift shall receive the insurance proceeds recovered as a substitute for that gift, if that gift is completely destroyed, or the damaged property and the insurance proceeds recovered, if that gift is partially destroyed.

10.3 Deductibility Of Administration Expenses.

(a) I understand that provisions of the Internal Revenue Code, and other laws in force at the time of my death and applicable to my estate, may permit the executor to elect to claim certain administration and other expenses as deductions either on the Federal income tax returns, or on the Federal estate tax return, of my estate.

(b) I authorize the executor to elect to claim the expenses, which are referred to in Paragraph 10.3(a) hereinabove, as deductions on the particular tax return or returns that the executor determines to be appropriate, regardless of whether the expenses are payable from income or distributable from principal; provided, however, that in allocating income to the payment of estate administration expenses, the executor shall not exercise such power in a manner so as to constitute a material limitation on a charity's substantial beneficial enjoyment of the income of any assets which qualify for the Federal estate tax charitable deduction.

10.4 Apportionment Of Income Taxes.

(a) Any income taxes that are imposed upon, or chargeable to, the income of my estate shall be apportioned to, and deducted from, the shares of all beneficiaries (exclusive, however, of any charitable beneficiary) having an interest in such income, in such equitable manner as the executor determines to be appropriate.

(b) Any determinations that are made by the executor with respect to the apportionment of income taxes, pursuant to the provisions of this Paragraph 10.4, shall be conclusive as to all persons who are interested in my estate.

10.5 Exoneration Of Fiduciaries From Liability For Environmental Hazards. Neither the executor nor the trustee shall incur any personal liability for any loss or

depreciation in value that is sustained as a result of the executor and, or, the trustee retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any Federal, state and, or, local environmental law or regulation thereunder; unless, however, the executor and, or, the trustee contributed to the loss or depreciation in value through willful default, willful misconduct or gross negligence.

10.6 Basis Increases Under Internal Revenue Code § 1022.

(a) The executor shall have broad discretion with respect to the allocation of basis increases that are allowed pursuant to the provisions of Internal Revenue Code § 1022, including the discretion to allocate basis increases to property passing to the executor and to any property which is treated as acquired from me at the time of my death, whether passing under the provisions of this my last will and testament or otherwise.

(b) I recognize that the exercise of that discretion may favor one beneficiary more than another and in the future it may be clear that the election did not result in the most favorable allocation from many perspectives.

(c) I want the executor to be free from liability for exercising the basis adjustment elections, and I therefore fully release the executor from liability for making the basis adjustment elections, even if it is established that the executor was negligent or otherwise failed to meet any standard of conduct which is applicable to the executor in connection with the election.

(d) In addition, the executor shall not make compensating adjustments for the unequal benefits that may arise from the basis adjustment elections which are made, and shall have no duty to make any effort to allocate the benefit of the basis adjustment elections equally or proportionately to the beneficial interests of my heirs and beneficiaries.

IN WITNESS WHEREOF, I have hereunto set my hand to this my last will and testament, consisting of this, the preceding eighteen typewritten pages and the following typewritten page, all in the presence of the persons witnessing this my last will and testament, at my request, on this the 13th day of June, 2002, at Nashville, Tennessee.

Ruth Kaplan

Ruth Kaplan

Signed, sealed, published and declared by the testatrix, **Ruth Kaplan**, to be the testatrix's last will and testament, in the presence of all of us, the undersigned witnesses, at one and the same time; and we, the undersigned witnesses, at the testatrix's request and in the testatrix's presence and in the presence of each other, have hereunto subscribed our names as witnesses; and we, the undersigned witnesses, do hereby attest to the sound and disposing mind of the testatrix and to the performance of the aforesaid act of execution at the place and on the date that is set forth hereinabove.

WITNESSES:

Susan K. Eldridge — 110 Mason Circle, Goodlettsville, TN 370

Deborah C. McFall — 102 Mason Circle, Goodlettsville, TN 370

Names **Addresses**

AFFIDAVIT

Sarah K. Eldridge and **Deborah C. McFall**, after being duly sworn according to law, each depose and say the following:

1. The witnesses are adult citizens of Sumner County and Sumner County, Tennessee, respectively;

2. The witnesses have witnessed the execution of the last will and testament of **Ruth Kaplan** (sometimes hereinafter referred to as "the testatrix"), dated June 13, 2002, to which this affidavit is attached;

3. This affidavit is being made at the testatrix's request and pursuant to the provisions of Tennessee Code Annotated § 32-2-110;

4. The witnesses' signatures are affixed to the testatrix's last will and testament;

5. The witnesses signed or affixed the witnesses' signatures to the testatrix's last will and testament at the testatrix's instance and request and in the testatrix's presence and sight, and in the presence and sight of each other, at the place and on the date that is recited in the testatrix's last will and testament;

6. The testatrix signed said paper writing as and for the testatrix's last will and testament in the witnesses' presence and sight;

7. At the time that the witnesses witnessed the testatrix's last will and testament, the testatrix was, in the witnesses' opinion, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a last will and testament; and

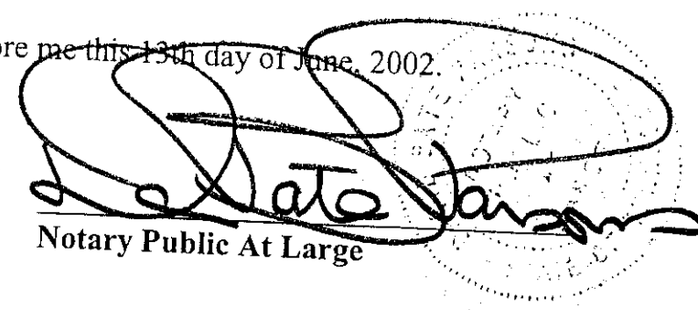
8. The annexed last will and testament of **Ruth Kaplan** was examined by the undersigned witnesses at the time this affidavit was made.

Sarah K. Eldridge

Deborah C. McFall

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Severally subscribed and sworn to before me this 13th day of June, 2002.



Notary Public At Large

My Commission Expires: July 23, 2002