9.000 MILLER, M[redacted]TRABUE# 00P-1316

LAST WILL AND TESTAMENT

OF

ELIZABETH R. HOEFFLER

Davidson County WILL
Recvd: 04/08/03 14:04 14pgs
Fees:72.00 Taxes:0.00
20030408-0046469

I, Elizabeth R. Hoeffler, a resident of and domiciled in the County of Davidson and State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am unmarried and I have no surviving children.

ARTICLE I

A. Payment of Debts. I direct that all my legally enforceable debts, secured and unsecured, my funeral expenses, the expenses of my last illness, and the costs of administering my estate, be paid as soon as practicable after my death.

B. Payment of Taxes. Except as provided in Article III, I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be equitably apportioned among those beneficiaries to whom any benefit from my taxable estate occurs. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

ARTICLE II

Specific Bequests. I currently own real property commonly known as 2124 Old Hickory Blvd., in Madison, Tennessee. If I still own this property at my death, I give , devise, and bequeath this property to Kathy Quatabaum Westervelt, Randy Quatabaum and Russell Quatabaum as tenants-in-common. If this property has been sold by me during my life, my Personal Representative shall distribute to Kathy Quatabaum Westervelt, Randy Quatabaum and Russell Quatabaum in equal shares assets having a total value equal to the net proceeds realized by me from the sale of said property.

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I currently own that ceratin piece of real property commonly known as 5149 Clarksville Highway, Joelton, Tennessee. If I still own this piece of real property at my death, I give, devise and bequeath this piece of real property to Randy Quatabaum, if he survives me, otherwise to his issue surviving me per stirpes.

ARTICLE III

Personal and Household Effects. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, as follows:

1. I may leave written memoranda disposing of certain items of my tangible personal property. Any such item of tangible personal property shall pass according to the terms of such memoranda in existence at the time of my death. If no such written memoranda is found or identified by my Personal Representative within ninety (90) days after my Personal Representative's qualification, it shall be conclusively presumed that there is no such memoranda and any subsequently discovered memoranda shall be ineffective. Any property given and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made shall pass according to the provisions of the following paragraph, and not pursuant to any anti-lapse statute.

2. In default of such memoranda, or to the extent such memoranda do not completely or effectively dispose of such property, such property shall be distributed to my granddaughter, Amy Hammer. If my said granddaughter has predeceased me, such personal effects shall be paid over outright and free of trust to Russell Quatabaum. If Amy Hammer does not desire certain of my personal effects, these personal effects shall pass to Russell Quatabaum. The cost of packing and shipping such property shall be charged against my estate as an expense of administration.

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ARTICLE IV

Bequest to Grandchildren: I hereby give, devise and bequeath any and all cash accounts, savings accounts, checking accounts and any Certificates of Deposit that I may have in my own name and which are not payable to any other beneficiary in equal shares to my grandchildren surviving my death.

ARTICLE V

Residuary Estate. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises), wherever situate and whether acquired before or after the execution of this Will outright and free of trust to Kathy Quatabaum Westervelt if she survives me, otherwise to her issue surviving me per stirpes.

ARTICLE VI

The provisions for naming the Personal Representative, Personal Representative succession, Personal Representative's fees and other matters are set forth below:

A. Personal Representative. I hereby nominate, constitute, and appoint as Personal Representative of this my Last Will and Testament Amy K. Hammer and direct that she shall serve without bond. My Personal Representative shall not be required to provide an inventory or accounting to any court exercising jurisdiction over my estate. My Personal Representative furthermore shall be authorized to make distributions from my estate during administration rather than waiting to fund the estate at closing.

B. Compensation. For her services as Personal Representative, my individual Personal Representative shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ARTICLE VII

The provisions for naming the Trustee, Trustee succession, Trustee's fees and other matters are set forth below:

A. Trustee. I hereby nominate, constitute, and appoint as Trustee of this my Last Will and Testament Amy K. Hammer and I direct that she shall serve without bond. My Trustee shall not

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be required to provide an inventory or accounting to any court exercising jurisdiction over the trusts created herein.

B. Compensation. For her services as Trustee, my individual Trustee shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses. In the event a bank or trust company serves as a successor trustee hereunder, said Trustee shall receive compensation in accordance with its published fee schedule at the time services are rendered.

C. Limitations on Trustees. Notwithstanding any other provision of this instrument, I hereby limit the general discretionary powers of the Trustee so that (i) no Trustee shall participate in any decision regarding a discretionary distribution to that Trustee personally, except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of sections 2041 and 2514 of the Internal Revenue Code of 1986, as from time to time amended, and (ii) no Trustee may use trust income or principal to discharge the legal obligation of that Trustee individually to support and/or educate a beneficiary hereunder.

ARTICLE VIII

Definition of Personal Representative and Trustee. Whenever the word "Personal Representative" and/or the word "Trustee," or any modifying or substituted pronoun therefor are used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Personal Representative and/or Trustee named herein and to any successor or substitute Personal Representative and/or Trustee acting hereunder, and such successor or substitute Personal Representative and/or Trustee shall possess all the rights, powers and duties, authority and responsibility conferred upon my Personal Representative and/or Trustee originally named herein.

ARTICLE IX

A. Powers for Personal Representative and Trustee. My Personal Representative and Trustee are authorized in their fiduciary discretion (which shall be subject to the standard of reasonableness and good faith to all beneficiaries) with respect to any property, real or personal, at

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any time held under any provision of this my Will and without authorization by any court and in addition to any other rights, powers, authority and privileges granted by any other provision of this my Will or by statute or general rules of law:

1. To retain any property or undivided interests in property owned by me at the time of my death, including residential property and shares of my Personal Representative's or Trustee's own stock, regardless of any lack of diversification, risk or nonproductivity, as long as it deems advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange, although said property represents a large percentage of the total property of my estate or the Trust Estate or even the entirety thereof.

2. To invest and reinvest all or any part of my Estate or the Trust Estate in any property and undivided interests in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trusts, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled trust funds of my Personal Representative or Trustee, insurance contracts on the life of any beneficiary or annuity contracts for any beneficiary, without being limited by any statute or rule of law concerning investments by fiduciaries.

3. To sell or dispose of or grant options to purchase any property, real or personal, constituting a part of my estate or the Trust Estate, for cash or upon credit, to exchange any property of my estate or the Trust Estate for other property, at such times and upon such terms and conditions as it may deem best, and no person dealing with it shall be bound to see to the application of any monies paid.

4. To hold any securities or other property in its own name as Personal Representative or Trustee, in its own name, in the name of a nominee (with or without disclosure of any fiduciary relationship) or in bearer form.

5. To keep, at any time and from time to time, all or any portion of my Estate or the Trust Estate in cash and uninvested for such period or periods of time as it may deem advisable, without liability for any loss in income by reason thereof.

6. To sell or exercise stock subscription or conversion rights.

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7. To refrain from voting or to vote shares of stock owned by my Estate or the Trust Estate at shareholders' meetings in person or by special, limited, or general proxy and in general to exercise all the rights, powers and privileges of an owner in respect to any securities constituting a part of my Estate or the Trust Estate.

8. To participate in any plan of reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of my Estate or the Trust Estate, and to deposit such stock or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary power with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan, to accept and retain new securities received by my Personal Representative or Trustee pursuant to any such plan, to exercise all conversion, subscription, voting and other rights, of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as it may deem advisable in connection therewith.

9. To borrow money and to encumber, mortgage or pledge any asset of my estate or the Trust Estate for a term within or extending beyond the term of the trust, in connection with the exercise of any power vested in my Personal Representative or Trustee.

10. To enter for any purpose into a lease as lessor or lessee with or without option to purchase or renew for a term within or extending beyond the term of the trust.

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

12. To make ordinary or extraordinary repairs or alterations in buildings or other structures, to demolish any improvements, to raze existing or erect new party walls or buildings.

13. To continue and operate any business owned by me at my death and to do any and all things deemed needful or appropriate by my Personal Representative or Trustee, including the power to incorporate the business and to put additional capital into the business, for such time as it shall deem advisable, without liability for loss resulting from the continuance or operation of the

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business except for its own negligence; and to close out, liquidate or sell the business at such time and upon such terms as it shall deem best.

14. To collect, receive, and receipt for rents, issues, profits, and income of my Estate or the Trust Estate.

15. To insure the assets of my Estate or of the Trust Estate against damage or loss and my Personal Representative or Trustee against liability with respect to third persons.

16. In buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with itself in its separate, or any fiduciary, capacity.

17. To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor of or against my Estate or the Trust Estate as my Personal Representative or Trustee shall deem best.

18. To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors, and other assistants and advisors deemed by my Personal Representative or Trustee needful for the proper administration of my Estate or the Trust Estate, and to do so without liability for any neglect, omission, misconduct, or default of any such agent or professional representative provided such person was selected and retained with reasonable care.

19. To determine what shall be fairly and equitably charged or credited to income and what to principal.

20. To hold and retain the principal of my Estate or the Trust Estate undivided until actual division shall become necessary in order to make distributions; to hold, manage, invest, and account for the several shares or parts thereof by appropriate entries on my Personal Representative's or Trustee's books of account; and to allocate to each share or part of share its proportionate part of all receipts and expenses; provided, however, the carrying of several trusts as one shall not defer the vesting in title or in possession of any share or part of share thereof.

21. 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 the Trust Estate (including the satisfaction of any pecuniary distribution) without regard to the income tax basis of any specific property allocated to any

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beneficiary and to value and appraise any asset and to distribute such asset in kind at its appraised value; and when dividing fractional interests in property among several beneficiaries to allocate entire interests in some property to one beneficiary and entire interests in other property to another beneficiary or beneficiaries.

22. To exercise any power herein granted with reference to the control, management, investment or disposition of my Estate or the Trust Estate either as Personal Representative or Trustee without having to declare in which capacity it is acting.

23. In general, to exercise all powers in the management of my Estate or the Trust Estate which any individual could exercise in his own right, upon such terms and conditions as it may reasonably deem best, and to do all acts which it may deem reasonably necessary or proper to carry out the purposes of this my Will.

24. To combine assets of two or more trusts if the provisions and terms of each trust are substantially identical, and to administer them as a single trust, if my Trustee reasonably determines that the administration as a single trust is consistent with my intent, and facilitates the trust's administration without defeating or impairing the interests of the beneficiaries.

25. To divide any trust into separate shares or separate trusts or to create separate trusts if my Trustee reasonably deems it appropriate and the division or creation is consistent with my intent, and facilitates the trust's administration without defeating or impairing the interests of the beneficiaries.

26. To divide property in any trust being held hereunder with an inclusion ratio, as defined in section 2642(a)(1) of the Internal Revenue Code of 1986, as from time to time amended or under similar future legislation, of neither one nor zero into two separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero; to create trusts to receive property with an inclusion ratio of either one or zero and if this cannot be done to refuse to accept property which does not have a matching inclusion ratio to the receiving trust's ratio, all as my Trustee in its sole discretion deems best.

27. To elect to allocate any portion or all my generation-skipping transfer exemption provided for in Code section 2631 or under similar future legislation, in effect at the time of my death, to any portion or all of the Roth Family Trust or any other trusts or bequests in my Will or any

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other transfer which I am the transferror for purposes of the generation-skipping tax. Generally, I anticipate that my Personal Representative will elect to allocate this exemption first to direct skips as defined in Code section 2612, then to the Roth Family Trust, unless it would be inadvisable based on all the circumstances at the time of making the allocation; and to make the special election under section 2652(a)(3) of the Code to the extent my Personal Representative deems in the best interest of my estate.

B. Additional Powers. The powers granted in this Article shall be in addition to those granted by Tennessee Code Annotated section 35-50-110 incorporated herein by reference. Such powers may be exercised even after termination of all Trusts hereunder and until actual distribution of all the Trust Estate, but not beyond the period permitted by any applicable rule of law relating to perpetuities.

C. Waivers. To the extent that such requirements can legally be waived, no Personal Representative or Trustee hereunder shall ever be required to give bond or security as Personal Representative or Trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

D. Personal Representative and/or Trustee Exculpation and Third Party Protection. The Personal Representative's and/or Trustee's exercise or non-exercise of powers and discretion in good faith shall be conclusive on all persons. No person paying money or delivering property to any Personal Representative and/or Trustee hereunder shall be required or privileged to see to its application. The certificate of the Personal Representative and/or Trustee that such is acting in compliance with this instrument shall fully protect all persons dealing with the Personal Representative and/or Trustee.

E. Resignation of Trustee. Any Trustee may resign upon thirty (30) days' written notice to the beneficiaries or a guardian of a beneficiary then receiving or entitled to receive income from a Trust established herein. If resignation occurs, the successor Trustee designated in Article VIII of this Will shall serve, but if no successor Trustee is designated or able to serve, the Trustee's successor shall be appointed by a majority of the adult beneficiaries and guardians of any minor beneficiaries hereunder. Such successor Trustee shall be a bank or trust company or other financial

institution having trust powers and trust assets under management of not less than $800,000,000. The successor institutional Trustee does not have to be located in Tennessee. Upon appointment of the successor, the resigning Trustee shall deliver all assets then held to the successor. The resigning Trustee shall then have full acquittance for all assets so delivered (subject to judicial settlement of the accounts of the resigning Trustee if requested by the beneficiaries or by the successor Trustee). Any successor Trustee shall have all powers and authority herein conferred on the Trustee so replaced, and bond is excused.

ARTICLE X

Real Estate Subject to Administration. All interest in real property that I may own at the time of my death and that shall pass under this Will shall, during the pendency of the administration of my estate or the earlier distribution or early disposition of such property, be owned by my estate. My Personal Representative shall have full possession of and exercise full control over such property during such period. Until distribution or other disposition of any such property, my estate shall be entitled to all of the income therefrom and gains from the sale or other disposition thereof and it shall discharge all the responsibilities relating to ownership thereof, including, but not limited to, payment of all taxes with respect thereto and maintenance and repairs thereof. It is my intention that all interest in real property that pass under this Will shall become assets of my probate estate at my death and shall not pass by operation of any law directly to my heirs or devisees under this Will at my death, except such interest as may be otherwise specifically devised in this Will.

ARTICLE XI

Trustee to Act as Trustee for Beneficiary Under Age Twenty-One. If any share hereunder becomes distributable to a beneficiary who has not attained the age of Twenty-one (21) years, such share shall immediately vest in the beneficiary, but notwithstanding the provisions herein, my Trustee shall retain possession of the share in trust for the beneficiary until the beneficiary attains the age of Twenty-one (21) years, using so much of the net income and principal of the share as my Trustee deems necessary to provide for the proper medical care, education, support in reasonable comfort and maintenance of the beneficiary, taking into consideration to the extent my Trustee

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deems advisable any other income or resources of the beneficiary or his or her parents known to my Trustee. Any income not so paid or applied shall be accumulated and added to principal. The beneficiary's share shall be paid over and distributed to the beneficiary upon attaining age Twenty-one (21), or if he or she shall sooner die, to his or her personal representatives. My Trustee shall have with respect to each share so retained all the powers and discretions it had with respect to the trusts created herein generally.

ARTICLE XII

Discretionary Payments to a Person Under Age Twenty-One, Incompetent or Incapacitated Person. In case of any property that shall become distributable to a person under the age of Twenty-one (21), or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is, in the opinion of my personal representative unable properly to administer such amounts, then such amounts shall be paid out by my personal representative in such of the following ways as my personal representative deems best: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to the custodian selected by my personal representative pursuant to the Uniform Transfers to Minors or some similar applicable law; (4) by my personal representative using such amounts directly for the beneficiary's health, support and education.

ARTICLE XIII

Tax Matters. My Personal Representative as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Personal Representative believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others. In determining the state or federal estate and income tax liabilities of my estate, my Personal Representative shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions.

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ARTICLE XIV

Definition of Children. For purposes of this Will, "children" means the lawful blood descendants in the first degree of the parent designated; and "issue" and "descendants" mean the lawful blood descendants in any degree of the ancestor designated; provided, however, that if a person has been adopted, that person shall be considered a child of such adopting parent and such adopted child and his or her issue shall be considered as issue of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or either of the adopting parents. The terms "child," "children," "issue," "descendant" and "descendants" or those terms preceded by the terms "living" or "then living" shall include the lawful blood descendant in the first degree of the parent designated even though such descendant is born after the death of such parent.

ARTICLE XV

Simultaneous Death Provision. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me.

ARTICLE XVI

Failure of Beneficiaries. If, at or after my death, there is no person herein designated alive to have the benefit of any assets of my estate, or any trust created hereunder, such assets shall be paid over in equal shares absolutely and in fee simple to my heirs-at-law.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of September, 1999.

Elizabeth R. Hoeffler

The foregoing instrument was signed, published and declared by Elizabeth R. Hoeffler, the Testatrix, to be her Will, in the presence of all of us at one and the same time, and we, at her request, and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 2nd day of September, 1999, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESS:

Anne Millsaps

ADDRESS:

4528 Scottsdale Rd.
Old Hickory, Tn. 37138

911 Oak Valley Lane
Nashville, TN 37220

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, RENEE MARSON and ROBERT E.W. LINEBERGER, who, after being duly sworn according to law, depose and say:

1. That they are citizens of DAVIDSON and DAVIDSON Counties, respectively, and are more than eighteen (18) years of age.

2. That they witnessed the execution of the Will of Elizabeth R. Hoeffler, the Testatrix, dated September 2, 1999, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix and in accordance with T.C.A. § 32-2-110.

3. That the Testatrix signed said paper writing as and for her Will in their sight and presence all at the same time.

4. That their signatures are affixed to said Will, 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 Will.

5. That at the time they witnessed said Will, the Testatrix was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Renee Marson

Robert E.W. Lineberger

Subscribed and sworn to before me, this 2 day of September, 1999.

Vicki A. Jones
Notary Public

My Commission Expires: 9-18-99

#181442

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 237 Page 202
Given under my hand and official seal, at office in Nashville, this 6 of April 2003.

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK