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Davidson County WILL
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LAST WILL AND TESTAMENT

OF

VERNA C. PFUNTNER

I, **VERNA C. PFUNTNER,** a resident of Nashville, Davidson County, Tennessee, do make, declare and publish this my last will and testament, hereby revoking all former wills and codicils.

ITEM I

A. My children, ***MICHAEL PFUNTNER AND ALLAN PFUNTNER*** *are referred* to as my **children.**

B. For convenience, the fiduciaries (including any alternates) hereinafter appointed are referred to as the Executor, regardless of the gender or the number of the parties serving in each capacity.

ITEM II
DEBTS, ADMINISTRATION EXPENSES AND TAXES

All of my lawful debts (except debts secured by a mortgage or other security instrument, which may be paid or retained in the discretion of the Executor), my funeral expenses and the expenses of administration of my estate shall be paid by the Executor as soon as practicable after my death. The Executor shall pay all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this will or otherwise, as an expense of administration, without apportionment. The Executor may utilize any proceeds of life insurance payable to the Executor or to my estate for the payment of debts, taxes and expenses.

ITEM III
REAL PROPERTY

If, at the time of my death, I own real property known as 1961 Gatlin Drive, Nashville, Tennessee 37210, I devise said property to Michael Pfuntner and wife, Penelope Pfuntner. If they shall have predeceased me, then to their heirs, per stirpes.

Verna C. Pfuntner
VERNA C. PFUNTNER

ITEM IV
RESIDUARY ESTATE

All of the rest and residue of my property, whether real or otherwise, I devise and bequeath absolutely and in fee simple **per stirpes,** to my children.

ITEM V
POWERS OF EXECUTOR

A. The Executor, including any substitute or successor personal representative, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate or the contingent trust hereunder, may exercise any and all of the powers set forth in Tennessee Code Annotated Section 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this will) even if said statute be amended or repealed hereunder and even if my estate or the contingent trust hereunder be administered in a state other than Tennessee.

B. I empower my Executor, or personal representative, (i) to make such elections under the tax laws as may be advisable, including an election to create qualified terminable interest property for both estate and generation skipping tax purposes or for estate tax purposes alone, and (ii) to allocate the unused portion, if any, of my GST exemption (as defined in this paragraph) to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this will) in such manner as my personal representative deems advisable, in each case without regard to the relative interests of the beneficiaries; however, my personal representatives shall not make adjustments between principal and income, or in the interests of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my personal representatives with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusion on all persons. As used in this paragraph, the GST exemption" means the exemption from generation skipping tax allowed under Section 2631 of the Internal Revenue Code of 1986, as from time to time amended.

ITEM VI
FIDUCIARIES

I appoint, my son, **MICHAEL PFUNTNER** of Nashville, Davidson County, Tennessee, as the Executor of this my last will and testament. In the event that he is unable to serve as Executor for any reason, I appoint my son, **ALLAN PFUNTNER** as first alternate Executor. I direct that no bond be required of them for the faithful performance of their duties.

Verna C. Pfuntner

VERNA C. PFUNTNER

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament, consisting of this and the preceding two (2) typewritten pages, and for the purpose of identification, I have signed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 11th day of February, 1998, at Brentwood, Tennessee.

Verna C Pfuntner
VERNA C. PFUNTNER

Signed, sealed, published and declared by the Testatrix, **VERNA C. PFUNTNER**, to be her last will and testament 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, and we do hereby attest to the sound and disposing mind of said Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Wanda J. Fields
Name

Ashland City, Tn
Address

Jennifer S Dunlap
Name

Nashville, Tn
Address

THIS WILL PREPARED BY:
Judy S. Wells, Attorney
750 Old Hickory Blvd., Suite 202
Brentwood, Tennessee 37027

AFFIDAVIT

STATE OF TENNESSEE)
) SS
COUNTY OF DAVIDSON)

Before me, the undersigned authority, on this day personally appeared **VERNA C. PFUNTNER**, and Wanda F. Fults and Jennifer S. Dunlap, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said **VERNA C. PFUNTNER**, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her last will and testament, and that she had willingly made and executed it as her free and voluntary act and deed for the purposes therein expressed; and the said witnesses, each on their own oath stated to me, in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her last will and testament, and that she executed same as such in their presence, and she wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that the said Testatrix was at the time at least twenty-one years of age, and was of sound mind and under no constraint, duress, fraud or undue influence; and that each of said witnesses was then at least twenty-one years of age.

Verna C. Pfuntner
VERNA C. PFUNTNER

Wanda F. Fults
WITNESS

Jennifer S. Dunlap
WITNESS

Subscribed, sworn to and acknowledged before me by the said **VERNA C. PFUNTNER**, Testatrix and subscribed and sworn to before me by the said Wanda F. Fults and Jennifer S. Dunlap as witnesses, this 11th day of February, 1998.

Judy S. Wells
Notary Public

JUDY S. WELLS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires
September 23, 2000

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 Last Will and Testament heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 24 day of FEBRUARY , 2004 , in the Case Number 04P368 PFUNTNER, VERNA C deceased,
as same remains of record in Vol. 5584 , Page 1417583 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 08 day of SEPTEMBER in the year two thousand four and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

