Prepared by Randle S. Davis, Lassiter, Tidwell & Hildebrand, PLLC, 150 Fourth Ave No, #1850, Nashville, Tennessee 37219.

NEW OWNER ADDRESS:	SEND TAX NOTICES:	MAP-PARCEL NOS.:
Gilbert Ward Lovell, III	Rock City Machine Co., LLC	Map 93-10
100 Medford Place	307 3rd Avenue So.	Parcel 405
Franklin, TN 37064	Nashville, TN 37201-2292	

AFFIDAVIT OF INHERITANCE (REAL ESTATE)

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Davidson County AFFIDAVIT
Recvd: 02/22/05 07:51 10 pgs
Fees:52.00 Taxes:0.00
20050222-0018807

The undersigned, being duly sworn, deposes and says:

Gilbert Ward Lovell, Jr., a resident of Robertson County, State of Tennessee (hereinafter referred to as "decedent") who died November 6, 1988, as evidenced by a copy of the death certificate attached as **Exhibit "A"**, held a fee simple interest in the following described real estate:

Tract No. 1: Being Lot No. 6 and the southerly 30 feet of Lot No. 7 on the plan of Kirkman's Subdivision, of Lots Nos. 15, 16, 17, 25, 26 and 27 in the First Plan of Davidson Academy Lots, as of record in Book "R", page 460, Register's Office for said County.

Said Lot No. 6 and the southerly part of Lot No. 7 fronts together 64 feet on the westerly side of Third Avenue South, formerly College Street and runs back between parallel lines, with the southerly margin of Molloy, formerly Kirkman Street, as widened 162 feet to the easterly margin of Hume, formerly Thomas or Almond Street.

Tract No. 2: Being Lot No. 5 in the Ellen Kirkman Plan of Lots, as of record in Book "R", page 460, Register's Office for said County.

Said Lot No. 5 fronts 40 feet on the westerly side of Third Avenue South, formerly College Street, and extends back between parallel lines, 162 feet, more or less, to Almond, formerly Thomas or Hume Street, the southerly 2 feet of premises being included in the foregoing description but excluded from this conveyance.

Being the same property devised to Gilbert Ward Lovell, Jr. (a/k/a G. Ward Lovell, Jr.) by the Last Will and Testament of Gilbert W. Lovell, who died on June 20, 1978, and which is of record in the Probate Clerk's Office for Davidson County, Tennessee at Will Book 124, Page 14; and being the same property described in the Affidavit of Inheritance (Real Estate) of G. Ward Lovell, Jr., of record at Book 6441, Page 263, Register's Office for Davidson County, Tennessee.

This property is also known as 307 3rd Ave So, Nashville, Davidson County, TN 37201-2203.

SUBJECT TO Governmental zoning and subdivision ordinances or regulations in effect thereon.

REFERENCE is made to prior title recorded in Book 6441, Page 236, in the Register's Office of Davidson County, Tennessee.

The undersigned received a 20% interest in the real estate described above by virtue of being the recipient of the real estate under the provisions of the decedent's Will, probated in the Chancery Court of Robertson County, State of Tennessee, Case No. 10982, as evidenced by a copy of decedent's Last Will and Testament attached as **Exhibit "B"**.

The Tennessee Inheritance Tax Receipt has been received being number 89570, a copy of which is attached as **Exhibit "C"**.

There are no debts or encumbrances remaining that are or might become a lien on the interest in the described real estate except those set out in Item III Paragraph C of decedent's Last Will and Testament as follows:

> Rock City Machine, Company, Inc. has been given a first right to lease the property for an amount not less that the amount paid at the death of decedent and shall have the right to continue to lease this property so long as Rock City Machine Company, Inc. conducts business at this location and at a rental no greater than fifty percent (50%) of the fair market rental value of the property.

T.C.A. § 67-4-409(a)(3)(D) exempts this instrument from tax and T.C.A. § 67-4-409(a)(5) further provides the valuation oath is unnecessary, the affidavit being used to evidence transfer of title to the property to a beneficiary.

Gilbert Ward Lovell, III

Before me, a Notary Public, duly appointed, commissioned and qualified in and for the State and County aforesaid, personally appeared Gilbert Ward Lovell, III, the within named bargainor, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence to be the person described in the foregoing, who signed, sealed and delivered the foregoing instrument in my presence, and who, upon oath, acknowledged that he executed the foregoing instrument for the purposes therein contained as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at my office in said County, on this 23rd day of March, 2004.

Notary Public

My commission expires: _____

CALLIE WOOSLEY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires SEPT. 22, 2007

STATE OF TENNESSEE
Office of Vital Records

74063
21
74063 BIRTH NO

CERTIFICATE OF DEATH

TENNESSEE DEPARTMENT OF HEALTH AND ENVIRONMENT
VITAL RECORDS

88-041908 STATE FILE NO

THIS BECOMES A LEGAL RECORD WHEN PROPERLY EXECUTED AND FILED.

TYPE OR PRINT IN PERMANENT BLACK INK.

DECEASED

USUAL RESIDENCE WHERE DECEASED LIVED. IF DEATH OCCURRED IN INSTITUTION, GIVE RESIDENCE BEFORE ADMISSION.

PARENTS AND INFORMANT

PERF... RED PRIOR TO TRA... N OF BODY BY CO... RIER OR RE... MO... TATE.

DISPOSITION

0731

CERTIFIER

IF DEATH NOT ATTENDED BY PHYSICIAN, AUTHORIZED OFFICIAL SIGN HERE. ANY PHYSICIAN OR MEDICAL EX...

1. DECEASED—NAME: GILBERT WARD LOVELL, JR.
2. DATE OF DEATH (MONTH, DAY, YEAR): November 6, 1988
3a. AGE—LAST BIRTHDAY (YEARS): 57
3b. UNDER 1 YEAR: MOS / DAYS
3c. UNDER 1 DAY: HOURS / MIN
4. DATE OF BIRTH (MONTH, DAY, YEAR): Dec. 30, 1930
5. RACE WHITE, BLACK, AMERICAN INDIAN, ETC (SPECIFY): White
6. ORIGIN OR DESCENT—ITALIAN, MEXICAN, GERMAN, ETC (SPECIFY): American 06
7. SEX: Male
7a. COUNTY OF DEATH: Robertson
7b. CITY, TOWN OR LOCATION: Springfield
7c. INSIDE CITY LIMITS (SPECIFY YES OR NO): yes
7d. HOSPITAL OR OTHER INSTITUTION—NAME (IF NOT IN EITHER, SPECIFY PRIVATE RESIDENCE, BUSINESS, STREET, ETC.): Jesse Holman Jones Hosp.
7e. IF HOSP OR INST, INDICATE DOA (OPD/Emer. Rm., Inpatient (Specify)): D.I.E. 2
8. STATE OF BIRTH (IF NOT IN U.S.A., NAME COUNTRY): Tennessee 43
9. CITIZEN OF WHAT COUNTRY: USA
10. MARRIED, NEVER MARRIED, WIDOWED, DIVORCED (SPECIFY): Married
11. SURVIVING SPOUSE (IF WIFE, GIVE MAIDEN NAME): Francie Shaffer
12a. SOCIAL SECURITY NUMBER (IF NONE, SPECIFY): [redacted]-8541
12b. SERVICE IN ARMED FORCES (SPECIFY WAR OR DATES OF SERVICE): Korea
13a. USUAL OCCUPATION (GIVE KIND OF WORK DONE DURING MOST OF WORKING LIFE, EVEN IF RETIRED): President 019
13b. KIND OF BUSINESS OR INDUSTRY: 331 Rock City Machine Company
14a. RESIDENCE—STATE: Tennessee
14b. COUNTY: Robertson
14c. CITY, TOWN, OR LOCATION: Springfield
14d. STREET AND NUMBER: Route 1, Box 10B Woods Road
14e. INSIDE CITY LIMITS (SPECIFY YES OR NO): yes
14f. CENSUS TRACT NO.
15. FATHER—NAME: Gilbert W. Lovell, Sr.
16. MOTHER—MAIDEN NAME: Sarah M. Whitfield
17. INFORMANT—NAME AND MAILING ADDRESS: Francie Lovell, Route 1, Box 10B Springfield, TN. 37172
18a. BURIAL, CREMATION, REMOVAL, OTHER (SPECIFY): Burial
18b. DATE (MONTH, DAY, YEAR): Nov. 9, 1988
18c. CEMETERY OR CREMATORY—NAME: Mt. Hope Cemetery
18d. LOCATION (CITY OR TOWN, STATE): Franklin, Tennessee
19a. FUNERAL DIRECTOR (SIGNATURE): [signature]
19b. LICENSE NO.: 3504
19c. EMBALMER: Bonnie H. Reed
19d. LICENSE NO.: 3964
20. FUNERAL HOME—NAME AND ADDRESS (STREET OR R.F.D. NO., CITY OR TOWN, STATE, ZIP): Woodlawn Funeral Home, Nashville, TN.
21. REGISTRAR—SIGNATURE: Barbara J. Chandler
DATE RECEIVED BY LOCAL REGISTRAR: Nov. 09, 1988
22a. PHYSICIAN—I CERTIFY THAT THE DEATH OCCURRED AT THE PLACE, ON THE DATE, AND DUE TO THE CAUSE(S) STATED. SIGNATURE: [signature] DEGREE: M.D
22b. DATE SIGNED (MONTH, DAY, YEAR): 11-8-88
23a. MEDICAL EXAMINER—ON THE BASIS OF THE EXAMINATION OF THE BODY AND/OR THE INVESTIGATION, DEATH OCCURRED ON THE DATE AND DUE TO THE CAUSE(S) STATED. SIGNATURE: TITLE
23b. DATE SIGNED (MONTH, DAY, YEAR)
24a. CERTIFIER—NAME (TYPE OR PRINT): Laurence A. Grossman, M.D.
24b. MAILING ADDRESS (STREET OR R.F.D. NO., CITY OR TOWN, STATE, ZIP): 4230 Harding Rd., Suite 400, Nashville, Tn37205

I hereby certify the above to be a true and correct copy of the original document on file in this department. This certified copy is valid only when printed on security paper showing the red embossed seal of the Department of Health. Alteration or erasure voids this certification.

Tennessee Code Annotated 68-3-101 et seq., Vital Records Act of 1977.

Sharon M. Leinbach
STATE REGISTRAR

Date Issued Feb-16-2005

THE GREAT SEAL OF THE STATE OF TENNESSEE XVI AGRICULTURE COMMERCE 1796

DEPARTMENT OF HEALTH XVI AGRICULTURE COMMERCE TENNESSEE

CERTIFICATION OF VITAL RECORD

inutes, NOVEMBER Term, LAST WILL AND TESTAMENT Day of NOVEMBER FILED 1988

OF

G. WARD LOVELL, JR.

21st Day of November 1988
AT _____ : _____ M _____
Kenneth Hudgens
CLERK & MASTER

I, G. WARD LOVELL, JR., a resident and citizen of the State of Tennessee, being of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I

DEBTS, COST OF ADMINISTRATION AND TAXES

I direct that all my just funeral expenses (whether or not another person is obligated for the same), debts and costs of administration be paid out of my general estate. I direct that all estate and inheritance taxes which may be assessed or imposed with respect to my estate and property passing outside of my estate be paid first out of my residuary estate as defined in Item III.

I hope that my fiduciary makes only the current payments due on any mortgage indebtedness as may be in accordance with my wishes, however made known, but I do not impose any trust, condition or enforceable obligation in this connection.

ITEM II

PERSONAL EFFECTS

I give all my tangible personal property, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles, boats and all articles of personal or household use or ornament (including all policies of insurance on such tangible personal property), but not including money, securities of the like, which I may own at the time of my death, to such of my children who survive me, in equal shares, the division and distribution of such property to be determined in the sole and absolute discretion of my executor.

G. Ward Lovell, Jr.

In the event none of the foregoing survive me, I give all of said personal property as part of my residuary estate.

ITEM III

DISPOSITION OF RESIDUARY ESTATE

The balance of my residuary shall be distributed as follows:

A. One-half of any shares of ROCK CITY MACHINE COMPANY, INC. shall be distributed to GILBERT WARD LOVELL, III, if he survives me, and if at my death, he is a full-time employee of ROCK CITY MACHINE, INC. If he fails to survive said time, or is not a full-time employee of ROCK CITY MACHINE COMPANY, INC. at said time, then these said shares shall be distributed to my son, JOHN CHARLES LOVELL, if he survives me and is a full-time employee of ROCK CITY MACHINE COMPANY, INC. at the time of my death. If he also fails to meet these conditions, then said shares shall be distributed pursuant to Section D of this ITEM.

B. The other one-half of any shares of ROCK CITY MACHINE COMPANY, INC. shall be distributed to JOHN CHARLES LOVELL, if he survies me, and if at my death he is a full-time employee of ROCK CITY MACHINE COMPANY, INC. If he fails to survive said time, or is not a full-time employee of ROCK CITY MACHINE COMPANY, INC. at said time, then these said shares shall be distributed to my son, GILBERT WARD LOVELL, III, if he survives me and is a full-time employee of ROCK CITY MACHINE COMPANY, INC. at the time of my death. If he also fails to meet these conditions, then said shares shall be distributed pursuant to Section D of this ITEM.

C. Any interest in the real property located at 307 Third Avenue South, Nashville, Tennessee owned by me at the time of my death shall be distributed equally, per stirpes, to my children who survive me, however, a condition of this devise is that ROCK CITY MACHINE COMPANY, INC. be given a

G. Ward Lovell

first right to lease the property for an amount no less than the amount paid at my death and shall have the right to continue to lease this property so long as ROCK CITY MACHINE COMPANY, INC. conducts business at this location and at a rental no greater than fifty (50%) percent of the fair market rental value of the property. Should any dispute arise between my children as to the amount of rental, then it shall be determined by a majority vote of three (3) real estate appraisers, one appointed by those contesting the amount of rental, one appointed by my sons operating ROCK CITY MACHINE COMPANY, INC., and the third appraiser being agreed upon by the two appraisers so appointed. This right to lease may be waived by the Board of Directors of ROCK CITY MACHINE COMPANY, INC. or may be limited by written agreement entered into and signed by said corporation and the distributees.

D. The balance of my estate shall be distributed, per stirpes, to my children. If there are no said beneficiaries surviving, the said balance shall be distributed as follows: To such persons and in such proportions as my heirs would inherit real property from me under the laws of the State of Tennesee had I died at said time, a resident of the said State of Tennessee and without having left a valid will.

ITEM IV

MARITAL BEQUEST

At my death, I direct that my farm at Coopertown, Robertson County, Tennessee, together with all furniture and furnishings belonging to me (which are not chosen by my children to keep or designated hereinafter), including all livestock and equipment, be sold as soon as practical. I give, devise and bequeath an amount equal to one-sixth (1/6) of the net proceeds from the sale of the residence and farm to my wife, FRANCES SHAFFER ROACH LOVELL, I direct that the

remaining five-sixths (5/6) from the sale of the residence and farm be divided equally among my children, per stirpes. I further direct that the proceeds from the sale of furniture, livestock, farm equipment, etc. be divided equally among my children, per stirpes. Not included in the furniture and furnishings above is a Lillian Russell bedroom suite of furniture which belongs to my daughter, ANGELA MARGARET LOVELL.

I give, devise and bequeath to my said wife a 1987 Nissan Pathfinder SE and a dining room suite, together with all household furniture and furnishings in our residence which were brought by my wife with her to our marriage and which may be removed by her prior to sale of the remaining appliances, furniture and furnishings.

ITEM V

POWER OF FIDUCIARIES

In extension and not in limitation of the powers given by law or other provisions of this Will, I direct that the executors under this Will and any successor executors shall have all powers and authority as set out in the introductory paragraph and all numbered subparagraphs of Section 35-50-110 of the Tennessee Code Annotated as it presently exists and as it may be amended from time to time, and I further direct that the Trustee and any successor Trustees shall have all the powers set out in the introductory paragraph and numbered subparagraphs 5 through 32, inclusive of Section 35-50-110 of the Tennesee Code Annotated as it presently exists and as it may be amended from time to time.

ITEM VI

APPOINTMENT OF EXECUTOR

I hereby appoint GILBERT WARD LOVELL, III and JOHN CHARLES LOVELL as Co-Executors of this my Last Will and Testament to serve in such capacity without bond. Should neither of my said sons be able to serve in such capacity,

G. Ward Lovell, Jr.

then an Alternate Executor will be designated by a majority of my surviving children, likewise to serve without bond.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, consisting of five (5) pages, each of which bears my original signature, at Nashville, Tennessee, this 3 day of December, 1987.

G. Ward Lovell Jr.
G. WARD LOVELL, JR.

Signed, published and declared by the said G. WARD LOVELL, JR. as and for his Last Will and Testament in the presence of us, the undersigned, who at his request and in his sight and presence, and in the presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Jess H Boag Jr.

James H Dekle

inutes, NOVEMBER Term, 21ST Day of NOVEMBER, 19 88

* * * * * * * * * *

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

JESS H. POAG JR and Thomas W. Schlater

being duly sworn, do depose and say that they witnessed the preceding Will of G. WARD LOVELL, JR. and subscribed the Will in his presence and in the presence of each other and at his request; that G. WARD LOVELL, JR. appeared to be of full age and of sound and disposing mind and memory and competent to make testamentary disposition of real and personal property; that he voluntarily signed his Will and declared it to be his Last Will and Testament in the presence of the subscribing witnesses hereto; and that this affidavit is made at the request of the Testator.

Jess H. Poag Jr.

Thomas W. Schlater

Sworn to and subscribed before me,
this 3rd day of DECEMBER,
1987.

Tracey A. Brooks
Notary Public

My Commission Expires:
May 13, 1990

STATE OF TENNESSEE
ROBERTSON COUNTY

I, Kenneth Hudgens, Clerk & Master of the Chancery Court of said County, do hereby certify that the foregoing instrument contains a true and complete copy of Last Will and Testament of G. Ward Lovell, Jr. as same appears of record or on the file in Book 4 Page 29 of the records of Robertson County, Tennessee
Given under my hand and seal this 10th day of March, 2004

KENNETH HUDGENS, Clerk & Master

By Melissa Clardy DC

TENNESSEE DEPARTMENT OF REVENUE

~~RECEIPT~~ FOR
INHERITANCE TAX

Gilbert W. Lovell, III, Co-Exec.
John C. Lovell, Co-Exec.

89570

ACCT. NO. 89-07543

Estate of:
Gilbert Ward Lovell, Jr.
Robertson (74)
11-6-88

To Mr. David C. Hinton
Certified Public Accountant
640 Spence Lane, #200
Nashville, TN 37217

THIS CERTIFIES that Ninety Six Thousand Two Hundred Fifty Five & 16/100-- Dollars ($96,255.16) have been received in full settlement of all Inheritance Tax, both direct and collateral, shown to be due the State of Tennessee by the sworn Return filed with this Department by the representative of the above named Estate.

As provided in Section 30-1628, Tennessee Code, this receipt shall be authority for the Probate Court of the County wherein said Estate was administered to permit a final settlement or accounting by the aforesaid representative thereof.

Given in duplicate under my hand and the seal of this Department this, the 17th day of January 19 90

COMMISSIONER OF REVENUE

By Jerry Davis
Director of Miscellaneous Tax Division

INHERITANCE TAX CLERK

ve

RV-0183

06-014-0908