This WILL WAS
prepared by:
Gaylisa Levine
524 W Hillwood Dr
Nashville TN 37205

Davidson County WILL
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LAST WILL AND TESTAMENT OF

SADYE D. FIDELHOLTZ

I, SADYE D. FIDELHOLTZ, of 213 Page Road, Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, aware of the uncertainty of life, do hereby make and publish this my Last Will and Testament, hereby revoking and making void all other and former wills and codicils thereto by me at any time heretofore made.

FIRST: I direct that all my just debts, including my funeral expenses and the expenses for the administration of my estate, be paid by my Executor out of any funds or property left by me at my death.

SECOND: Not being unmindful of my relatives and all others who may have any claims on me or my property, by reason of kinship or otherwise, to the individuals and institutions listed below, I give, devise and bequeath the following; to-wit:

A. To my beloved daughter, CAROL L. STROBUSH, of 5193 Warfield Drive, Memphis, Tennessee, the real property owned by me located at 211 Page Road, Nashville, Davidson County, Tennessee, in fee, and to my beloved son, JAMES LAWRENCE FIDELHOLTZ, of Mexico, the real property owned by me located at 213 Page Road, Nashville, Davidson County, Tennessee, in fee. I further direct that neither of said properties may be sold or mortgaged for at least seven (7) years following my demise.

B. To my said children, CAROL L. STROBUSH and JAMES L. FIDELHOLTZ, the sum of Twenty-Five Thousand ($25,000.00) Dollars, each, in fee.

C. To my brother, HERMAN DOOCHIN, of California, if he shall survive me, the sum of Ten Thousand ($10,000.00) Dollars.

D. To my brother-in-law, MAX FIELDS, of Columbia, South Carolina, the sum of Five Thousand ($5,000.00) Dollars, if he survives me.

E. To my sister-in-law, ZETTIE FIELDS, of Columbia, South Carolina, the sum of Five Thousand ($5,000.00) Dollars, if she survives me.

F. To my sister-in-law, BELLE SERBIN FIELDS, of Columbia, South Carolina, the sum of Five Thousand ($5,000.00) Dollars, if she survives me.

G. To my daughter, CAROL L. STROBUSH, all my jewelry, all of my wearing apparel, household goods, appliances, furniture, and furnishings, and any automobile which I may own at my demise.

THIRD: I direct that all other real property owned by me be disposed of or retained (and rents collected if any) until the real estate market improves and then sold, said decision exclusively at the discretion of my Executrix, but when said real property is sold, the net proceeds received therefrom, and/or the rents collected therefrom, be paid over to my Trustee, and distributed as set out in Paragraph Four herein.

FOURTH: I further direct that, after satisfying all the bequests hereinabove made and after the payment of all administration expenses and death taxes as hereinabove provided, my Executor shall deliver and convey all the remainder of my residuary estate wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, including all lapsed legacies and devises and including the proceeds of all life insurance payable to my estate not otherwise disbursed or distributed in the course of administration of my estate to GAY LISA LEVINE, of Nashville, Tennessee, as Trustee, to be held, managed, and controlled as a trust estate, with all of the rights and powers and subject to the limitations hereinafter enumerated, for the following uses and purposes:

A. My Trustee, Gay Lisa Levine, shall hold the same in trust for the use and benefit of my said children and to collect the rents, if there be any, interest, dividends, and all other income therefrom, and shall remit from the net income the sum of One Thousand Five Hundred and no/100 dollars($1,500.00) Dollars per month to each of my said children, JAMES LAWRENCE FIDELHOLTZ and CAROL L. STROBUSH, or apply same for their benefit, for so long as each of them shall live.

If the income of the trust is less than Three Thousand dollars ($3000.00) per month, than I hereby authorize my said Trustee to encroach upon the principal of the trust in order to make the monthly payments as hereinabove set out.

B. I further direct and authorize my Trustee to pay the annual premiums on two life insurance policies, as follows: New York Life Insurance Company, policy number 42011928, owned by Carol L. Strobush on the life of Michael Strobush, in the sum of Nine Hundred Thirty-Seven & 50/100 ($937.50) Dollars per annum, and Phoenix Mutual Life Insurance Company, policy number 2116839, owned by myself on the life of James Lawrence Fidelholtz, in the sum of Eight Hundred Thirty-Nine ($839.00) Dollars per annum. My Trustee shall continue paying said premiums until such time as the policies' dividends, respectively, will pay said premiums.

C. Upon the death of only one of my said children, the Trustee shall distribute that child's monthly portion of $1500.00 per month evenly among his or her living issue, per stirpes. Upon the death of both of my children, then the monthly distribution of $3000.00 per month shall be distributed equally among my then living grandchildren, per capita.

Upon the death of both of my children, the trust estate shall be divided equally among my grandchildren, per capita. Until such issue shall attain the age of thirty (30) years, respectively,

the Trustee shall continue to pay to them or expend on their behalf the sums as aforesaid, or so much of the net income derived from his particular fund as the Trustee may deem advisable to provide properly for his health, maintenance, education and support, and may incorporate any income not so disbursed into the principal of his fund. After both of my children have died, and after each such grandchild has attained the age of thirty (30) years, the trust shall terminate as to such grandchild and the Trustee shall distribute the balance of his fund to such child in fee. If any of the issue of my children shall die before attaining the age of 30, then their portion shall pass to their issue, if any. If said child or children have no issue then that child's portion shall be distributed evenly among the remaining beneficiaries of the trust.

D. The use of the masculine gender in this Section C shall be deemed to include the feminine wherever the context would so require.

E. I hereby authorize and empower the Trustee, in her sole and absolute discretion, at any time and from time to time, to disburse from the principal of the trust estate created under this Article (even to the point of completely exhausting same), such amounts as she may deem advisable to provide adequately and properly for the health, support, maintenance and education of the current income beneficiary thereof, including, but not limited to, expenses incurred by reason of illness or disability. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which such income beneficiary or other persons may have from any other source, and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. All such disbursements from principal

shall be charged against the trust fund from which they were made, and shall not be charged against any individual share of principal subsequently distributed to any beneficiary.

F. I further direct that no bond or security of any kind whatsoever shall be required of or be given by my said Trustee, for any reason or cause whatsoever.

G. I authorize my Executor and my Trustee in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all the powers set forth in Section 3 of Chapter 110 of the Tennessee General Assembly of 1963, T. C. A. 35-50-110, to the extent applicable, all of which provisions and powers are incorporated hereby by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

H. Neither the principal nor income of this trust shall be pledged, assigned, transferred, sold, or in any manner whatsoever, accelerated, anticipated, or encumbered, by any beneficiary, nor shall any income or principal of said trust estate be in any manner subject or liable in the hands of the Trustee for the debts, contracts or engagements of any beneficiary, or be subject to any assignment, or any other voluntary or involuntary alienation or disposition whatever. All distributions of income or principal shall be paid only upon receipt to the beneficiary entitled, or to others for his use and benefit.

FIFTH: Anything in this will to the contrary notwithstanding, no trust created hereunder shall continue beyond 21 years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period all

trusts shall terminate and the assets thereof shall be distributed outright to those parties (and in the same proportions) as are then receiving the income therefrom.

SIXTH: I hereby nominate, constitute, and appoint my good friend and advisor, MORRIS LEVINE, to be my Executor of this my Last Will and Testament. I direct that no bond or security of any kind whatsoever shall be required of or be given by my said Executor, for any reason or cause whatsoever.

B. In the event Morris Levine is unable or unwilling to act as Executor of this my Last Will and Testament, then, and in that event, I nominate, constitute and appoint GAY LISA LEVINE, as Executrix of this my Last Will and Testament, and I direct that no bond or security of any kind be required of or given by my said Executrix, for any reason or cause whatsoever.

IN TESTIMONY WHEREOF, I, SADYE D. FIDELHOLTZ, have hereunto set my hand to this my Last Will and Testament, on this 14th day of January, ~~1989~~ 1991, and have also signed my name to the five preceding pages of this my Last Will and Testament, at Nashville, Tennessee.

Sadye D. Fidelholtz

T E S T A T R I X

Signed, signified, published, and declared by the Testatrix, SADYE D. FIDELHOLTZ, as and for her Last Will and Testament, in the presence of us, who, at her request, and in her sight and presence, and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses, the year and date above written.

Trika Scarpetti, of 1119 Stahlman Bldg Nashville TN 37201

Jamey Cook, of 1119 Stahlman Bldg Nashville TN 37201

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 177 Page 186
Given under my hand and official seal, at office in Nashville, this 31ST of January 20 06

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk

RICHARD R. ROOKER
CIRCUIT COURT CLERK