Davidson County WILL
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LAST WILL AND TESTAMENT
OF
SARA CAMPBELL RAPOPORT

I, SARA CAMPBELL RAPOPORT, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

1. Appointment of Executor. I nominate and appoint my spouse, Harry Rapoport, as Executor of this my Last Will and Testament, and I direct that no bond shall be required. In the event my spouse ceases or fails to serve, then I nominate and appoint my daughter, Lisa Rapoport Bell, as Executor, without bond. Whenever the term "Executor" is used herein, it shall be deemed to apply to the party or parties acting, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

2. Ancillary Administration. If the appointment of an Executor of my estate is necessary or desirable in any jurisdiction in which the Executor named herein is unable or unwilling to act, I appoint as my Executor in that jurisdiction such person or corporation as may be designated in an instrument signed by the Executor named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my Executor named herein is given with respect to my domiciliary estate (including the power to sell real or personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any court.

3. Administration of Real Property. I give to my Executor all real property which I may own at the time of my death and direct my Executor to hold, administer and distribute my real property as a part of my probate estate. It is my intention that my Executor have possession and control of my real property during the period of administration, including the power to sell, lease, encumber and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court.

4. Payment of Debts and Taxes. I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate be paid as soon as may be convenient after my death, except that any debt secured by a mortgage, pledge, or similar encumbrance on property owned by me at the time of my death may be retained in the discretion of my Executor and such property shall pass subject to such mortgage, pledge, or similar encumbrance. I further direct that all transfer, estate, inheritance and other death taxes (but not any generation-skipping transfer taxes) which are payable because of my death, including any interest or penalties thereon, with respect

to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate without apportionment and with no right of reimbursement from any recipient or beneficiary of any such property.

I direct that the proceeds of any life insurance payable to my estate or to my Executor may be used for the payment of debts or taxes.

5. Disposition of Tangible Personal Property. I may leave a list attached to my Will indicating that certain items of tangible personal property are to be distributed to beneficiaries designated on said list, and my Executor is directed to comply with the instructions contained therein, which list is incorporated herein by reference. Any furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property which I own at the time of my death which are not mentioned in such list, I give to my spouse, Harry Rapoport, provided my spouse survives me. If my spouse does not survive me, said properties shall go to my daughter, Lisa Rapoport Bell, or to her issue, per stirpes, if my said daughter does not survive me. My Executor may distribute the share of any minor beneficiary directly to such beneficiary or to the person with whom such beneficiary is making his or her home, or to a custodian for such beneficiary under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act of any state, or in such other fashion as my Executor deems appropriate, without the requirement of the appointment of a guardian for such beneficiary or the approval of any court. If in the discretion of my Executor any of my tangible personal property is not suitable for delivery, my Executor may retain such property in safekeeping for future delivery. My Executor shall pay all expenses associated with safeguarding, insuring, packing, storing, delivering, and distributing the tangible personal property, and such expenses shall be deemed to be a proper part of the expenses of administering my estate. I hope that the recipient or recipients of my tangible personal property will dispose of the same in accordance with my wishes, however made known, but I impose no legal or equitable obligation in this regard.

6. Disposition of Residuary Estate. I give all the rest and residue of my property, real, personal and mixed, of whatever kind and character and wherever situated, including the proceeds of any insurance policies payable to my estate, to my spouse, Harry Rapoport, outright and free of trust, if my said spouse survives me. If my spouse does not survive me, I direct my Executor to distribute my entire residuary estate as follows:

(a) Bequests to Individuals.

(1) Bequest to Cherry Mason. I direct my Executor to distribute the sum (in cash or in kind) of One Hundred Thousand Dollars ($100,000.00) to my niece, Cherry Mason, if my said niece survives me. If my said niece does not survive me, then this bequest shall lapse and shall be distributed as a part of my residuary estate.

(2) Bequest to Drew Mason. I direct my Executor to distribute the sum (in cash or in kind) of Ten Thousand Dollars ($10,000.00) to my niece's son, Drew Mason, if my niece's said son survives me. If my niece's said son does not survive me, then this bequest shall lapse and shall be distributed as a part of my residuary estate.

(3) Bequest to Emily Mason McCoy. I direct my Executor to distribute the sum (in cash or in kind) of Ten Thousand Dollars ($10,000.00) to my niece's daughter, Emily Mason McCoy, if my niece's said daughter survives me. If my niece's said daughter does not survive me, then this bequest shall lapse and shall be distributed as a part of my residuary estate.

(4) Bequest to Pete Mason. I direct my Executor to distribute the sum (in cash or in kind) of Ten Thousand Dollars ($10,000.00) to Pete Mason (the husband of my niece), if he survives me. If Pete Mason does not survive me, then this bequest shall lapse and shall be distributed as a part of my residuary estate.

(5) Bequest for the Benefit of Melissa W. Bell. If my granddaughter Melissa W. Bell survives me, then I direct my Executor to distribute the sum of Twenty- Five Thousand Dollars ($25,000.00) to my daughter Lisa Rapoport Bell to be held for the benefit of my granddaughter Melissa W. Bell and to be used first for her college education. Any funds not so used shall be distributed to Melissa when she reaches twenty-five (25) years of age or distributed to her estate if she should survive me but die before attaining twenty-five (25) years of age.

(6) Bequest for the Benefit of Meredith W. Bell. If my granddaughter Meredith W. Bell survives me, then I direct my Executor to distribute the sum of Twenty- Five Thousand Dollars ($25,000.00) to my daughter Lisa Rapoport Bell to be held for the benefit of my granddaughter Meredith W. Bell and to be used first for her college education. Any funds not so used shall be distributed to Meredith when she reaches twenty-five (25) years of age or distributed to her estate if she should survive me but die before attaining twenty-five (25) years of age.

(7) Bequest to Mary Poor. I direct my Executor to distribute the sum of One Thousand Dollars ($1,000.00) to Mary Poor, if she survives me. If Mary Poor does not survive me, then this bequest shall lapse and shall be distributed as a part of my residuary estate.

(8) Bequest to David Lipscomb University. I direct my Executor to distribute (in cash or in kind) the sum of Five Thousand Dollars ($5,000.00) to David Lipscomb University.

(9) Bequest to West End Church of Christ. I direct my Executor to distribute (in cash or in kind) the sum of Five Thousand Dollars ($5,000.00) to West End Church of Christ.

(b) Disposition of Remaining Portion of Residuary Estate. After making the distributions directed in subparagraph 6(a) above, I direct my Executor to distribute the remaining portion of my residuary estate to my daughter, Lisa Rapoport Bell, with her issue representing her, per stirpes, if my said daughter does not survive me. If my said daughter predeceases me leaving no surviving issue, then this bequest shall lapse and the remaining portion of my residuary estate shall be distributed as provided in paragraph 7 hereof. My Executor may distribute the share of any minor beneficiary directly to such beneficiary or to the person with whom such beneficiary is making his or her home, or to a custodian for such beneficiary under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act of any state, or in such other fashion as my Executor deems appropriate, without the requirement of the appointment of a guardian for such beneficiary or the approval of any court.

7. Contingent Beneficiaries. Any assets passing pursuant to the provisions of this paragraph shall be distributed as follows:

(a) My Heirs at Law. One-half (1/2) thereof shall be distributed as if I had died at such time possessed of the same, intestate, unmarried, without creditors, and domiciled in Tennessee; and

(b) My Spouse's Heirs at Law. One-half (1/2) thereof shall be distributed as if my spouse had died at such time possessed of the same, intestate, unmarried, without creditors, and domiciled in Tennessee.

8. Simultaneous Death. In the event my spouse and I shall die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that I shall be deemed to have survived my spouse for the purposes of this instrument, and I direct further that the provisions of this instrument shall be construed upon that assumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

9. Powers of Executor.

(a) In General. In addition to all powers given under applicable law, my Executor shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated; and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby incorporated herein by reference.

(b) Protection of Marital Deduction. In no event shall my Executor have any power

which would invalidate the marital deduction for federal or state estate or inheritance tax purposes.

10. Adopted Persons Included. For all purposes under this instrument, persons who are adopted prior to attaining twenty-two (22) years of age shall be deemed to be persons who are natural-born descendants of the persons adopting them.

11. Waiver of Requirement of Inventory and Accountings. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand on this 10 day of September, 2005, to this my Last Will and Testament, and have subscribed each of the foregoing four (4) pages at the bottom thereof for the purpose of identification.

Sara Campbell Rapoport
SARA CAMPBELL RAPOPORT

Signed, signified and declared by the said SARA CAMPBELL RAPOPORT, being of sound mind and disposing memory, as and for her Last Will and Testament, in the presence and sight of us, present at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

Anne W. Neyland ADDRESS: Nashville

Robert R. Neyland, Jr. ADDRESS: Nashville

(Page 5 of my Will: S. C. R.)

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Anne W. Neyland and Robert R. Neyland, Jr., being severally duly sworn, depose and say that:

We are acquainted with SARA CAMPBELL RAPOPORT, who executed this annexed Last Will and Testament, consisting of five (5) typewritten pages, dated September 10, 2005, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, SARA CAMPBELL RAPOPORT declared the instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, SARA CAMPBELL RAPOPORT was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of said SARA CAMPBELL RAPOPORT.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Anne W. Neyland

Robert R. Neyland, Jr.

SWORN TO AND SUBSCRIBED before me, this 10th day of September, 2005.

Shaw C. Harrison
NOTARY PUBLIC

My Commission Expires:
11-24-2007

SHAW C. HARRISON
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN
MY COMMISSION EXPIRES 11/24/2007

2602705.1

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 17 day of OCTOBER , 2006 , in Case Number 06P1642 between RAPOPORT, HARRY Petitioner, and RAPOPORT, SARA CAMPBELL Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 19 day of OCTOBER 2006

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk