FILED

2006 OCT -4 PM 3:17

RICHARD R. ROOKER, CLERK

LAST WILL AND TESTAMENT

OF

SOL A. ROSENBLUM

06P-1579

Davidson County WILL
Recvd: 10/15/07 13:30 8 pgs
Fees:42.00 Taxes:0.00
20071015-0122061

I, SOL A ROSENBLUM, being domiciled in Nashville, Davidson County, Tennessee, and being of sound mind and disposing memory, make, declare, and publish this to be my last will and testament and revoke all wills and codicils previously made by me.

ARTICLE I

[Appointment of Co-Executors]

I nominate and appoint my three daughters, Jo Anne Rosenblum, Jill R. Garcia and Jami R. Rubens, as Co-Executors of this will and of my estate. If any of my daughters, Jo Anne Rosenblum, Jill R. Garcia and Jami R. Rubens, shall not survive me or shall fail for any reason to qualify as Co-Executor hereunder, then I nominate and appoint my surviving daughters to serve as alternate or successor Co-Executors of this will and of my estate. Any reference herein to Executor or Executrix includes and is a reference to the other and to whichever of the above and their duly appointed successors shall be serving in such capacity.

ARTICLE II

[Directions to Co-Executors]

1. I direct my Co-Executors to pay all my just debts, funeral expenses, and expenses of administration, whether or not such expenses shall arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death. I further direct my Co-Executors to pay from my residuary estate all inheritance and estate taxes imposed by any taxing authority by

reason of my death, including taxes assessed on account of any property included in my gross estate for such tax purposes which is not included in my estate for any other purposes, but expressly excluding such taxes as are imposed as a result of the inclusion of property in my estate under Section 2044 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any state law. All such debts, expenses, and taxes shall be paid from my residuary estate and no bequest shall be charged with any portion of such debts, expenses, or taxes.

2. I direct that no bond or surety shall be required of my Co-Executors or any successor Executor for the faithful performance of duties in such capacity.

3. In accordance with and subject to the provisions of Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I expressly relieve my Co-Executors and any successor Executor from any requirement to file an inventory and/or any accounting with any probate court with respect to the administration of this will and of my estate.

ARTICLE III

[Executor Powers and Authority]

1. I authorize and empower my Co-Executors to make distribution in cash or in kind, or partly in each, to settle, compromise, adjust, release, and discharge all debts and claims which may be presented against my estate or which may be due to me, and to retain or sell at public or private sale or otherwise dispose of in such manner and at such prices and upon such terms and conditions, including credit, all or any part of my real or personal estate without order of any court or other authority and to execute, acknowledge, and deliver deeds or other proper instruments of conveyance or assignment to the purchaser or purchasers thereof, which purchasers shall be under no obligation to see to the proper

SD

application of the proceeds of any such disposition, and to do any and all things necessary and/or convenient to the proper and legal management and administration of my estate, all as my Co-Executors, in the exercise of the sole and absolute discretion of my Co-Executors, shall deem advisable.

2. I expressly relieve my Co-Executors of any duty to convert any assets of my estate into cash and I authorize and empower my Co-Executors to retain any or all of the assets of my estate, real or personal and specifically including, but not limited to, any stock, bonds, or other investment properties which I may own at the time of my death, without incurring any liability by reason of such retention.

3. Without in any way limiting the generality of the preceding paragraphs, I authorize and empower my Co-Executors, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming the part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule".

ARTICLE IV

[Disposition of Residuary Estate]

1. I hereby give, devise and bequeath all the rest, residue and remainder of my estate pursuant to the terms contained in the Sol A. Rosenblum Revocable Living Trust Agreement, dated June 1, 1994.

2. If my wife, Susan Rosenblum, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I predeceased her, and my estate shall be

SR

administered and distributed in all respects in accordance with this presumption that I predeceased her.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament consisting of this and the three (3) preceding typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this the 26 day of March, 1997.

SOL A. ROSENBLUM

SIGNED, PUBLISHED and DECLARED by the above-named Testator, **SOL A. ROSENBLUM**, as and for his Last Will and Testament, in our sight and presence, and who signified to us, the attesting witnesses, that the foregoing instrument is his Last Will and Testament, consisting of four (4) pages, including this page; and we have hereunto affixed our signatures, at his request, in his sight and presence, and in the sight and presence of each other.

Witness

Witness

SR

STATE OF TENNESSEE)

ss:

COUNTY OF DAVIDSON)

Harry R. Kyle Jr. and Marti A. Stites, being
(PLEASE PRINT) (PLEASE PRINT)

first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named Testator, **SOL A. ROSENBLUM**, as and for his Last Will and Testament, in our sight and presence, and who signified to us, the attesting witnesses, that the foregoing instrument is his Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at his request, in his sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the Testator was of sound mind and disposing memory and signed the said Will as his free and voluntary act.

Witness

Witness

Sworn to and subscribed before me
this 24th day of March, 1997.

NOTARY PUBLIC

My commission expires:

Codicil to Last Will and Testament of Sol A. Rosenblum Made This 13 day of November, 2003:

It is my wish that my house situated at 6603 Fox Hollow Road, Nashville, TN be passed on to my three daughters in equal parts, so that each daughter is a tenant in common. The house is to be put into all three daughters' names as tenants in common. The value of the house shall not be taken into consideration when dividing up my estate amongst my daughters. That is, regardless of who lives in this house, each daughter shall receive an equal one-third of my estate without considering the value of the house or the value of living in the house.

Whichever daughter(s) wishing to live in the house may do so, without paying any rent therefor. Whoever resides in the house shall pay all taxes and utilities, shall be responsible for maintaining the house as she sees fit, and any improvements made to the house or surrounding land shall be at the option of and cost to the resident(s).

It is my wish that the house be kept in the family for as long as practicable. If no daughter wishes to reside in the house, I would like another family member to reside there (except Edward Mendelsohn). At such time as no family member is interested in residing in the house, it may be sold, and the proceeds split up into three equal parts, one for each daughter. If one or more daughters is no longer living at the time of such sale, the proceeds shall pass per stirpes to such daughter's heirs then living.

Signed, published, and declared by Sol A. Rosenblum as a codicil to 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 sight and presence of each other, have hereunto set our names as attesting witnesses on the day and date and at the place above written.

Sol A. Rosenblum, Testator — Date: 11/13/03

Witness — Address: 4315 Harding Rd, Nashville TN 37205

Witness — Address: 435 Harding Road, Nashville TN 37205

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, ~~Sol Rosenblum~~ J-M van Breda Kolff ~~J.M. Van Breda Kolff~~, a Notary Public in and for said State and County, CLINT FINEHART, and JON WILSON to me known, who made oath as follows:

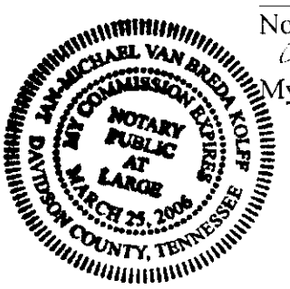
That they were requested by the testator, Sol A. Rosenblum, to witness his signature to the attached instrument, which purports to be a codicil to his Last Will and Testament, and they were further requested by the testator to execute this affidavit; that the testator signed said instrument and declared the same to be a codicil to his Last Will and Testament in the presence of each of the undersigned, on the date set forth therein; that each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the testator and of each other; that the testator was at least eighteen (18) years of age and of apparent sound mind at the time of the execution of said instrument, and legally capable of making a Will; and that this affidavit is made pursuant to Tennessee Code Annotated, Section 32-2-110.

Subscribed and sworn to before me this 13 day of Nov., 2003.

Notary Public

My Commission Expires: 3/25/06

Notary:

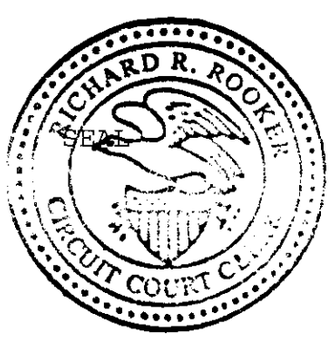


STATE OF TENNESSEE

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 04 day of OCTOBER , 2006 , in Case Number 06P1579 between ROSENBLUM, JO ANNE Petitioner, and ROSENBLUM, SOL A. 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 15 day of OCTOBER 2007

RICHARD R. ROOKER, Clerk,



By _____
Deputy Clerk