Davidson County WILL
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NOT TO BE RECORDED

LAST WILL AND TESTAMENT

OF

JOSEPH R. O'DONNELL

I, JOSEPH R. O'DONNELL, a resident of Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

ITEM ONE: I nominate and appoint my friend, LAURA L. DUNBAR, of Nashville, Tennessee as my Executrix hereunder. If LAURA L. DUNBAR fails or ceases to serve, I appoint my friend, JENNIFER ALDREDGE, of Franklin, Tennessee as alternate or successor Executrix. If a vacancy arises in the position of Executrix hereunder notwithstanding the designation of the foregoing alternate or successor, LAURA L. DUNBAR, if living, otherwise JENNIFER ALDREDGE, if living, otherwise a majority of the group composed of the adult residual beneficiaries and Guardians of any minor residual beneficiaries shall appoint a substitute or successor Executor which shall be an individual of their choice or a bank or trust company having power to serve and combined agency and trust assets under management of at least One Hundred Million Dollars ($100,000,000.00) (an "Eligible Corporate Executor"). I excuse the Executrix and her alternates or successors from bond in all events.

If it is necessary or desirable that a Tennessee resident serve as a Co-Executor with any non-resident Executor, I empower such non-resident Executor to appoint a Tennessee resident Co-Executor to serve with said non-resident Executor and to excuse such appointee from bond. If an administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower the Executrix or her alternates or successors to qualify

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in such jurisdiction or to designate one or more individuals or a bank or trust company having power to act as a personal representative to serve as Co-Executor or sole Executor as the case may be and I empower my Executrix to excuse such appointee from bond.

ITEM TWO: I give to my close and devoted friend, KIMIKO SAKAI, if living, all of my original negatives from photographs which I took during my lifetime and which are includable in my probate estate. It is likely that at my death I will leave a Letter of Instruction regarding my wishes in distributing my remaining personal effects and I request that these instructions be followed to the extent practicable, but said Letter of Instruction is not intended to be part of this, my Will, nor to create enforceable rights in the persons therein named. If I leave no Letter of Instruction or if I own personal effects not addressed in a Letter of Instruction, such items shall become a part of and pass in accordance with my residuary estate. I expressly authorize the Executrix in her discretion, to sell any part or all of said property not wanted by the beneficiary, or inappropriate for the beneficiary, to whom it is given hereinabove and to make the proceeds thereof a part of my residuary estate.

ITEM THREE: All the rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, I give, devise and bequeath outright and free of trust to KIMIKO SAKAI of Nashville, Tennessee, if living.

ITEM FOUR: I have made no provision herein for neither my daughter, JENNIFER O'DONNELL nor my son THYGE JEFFERY O'DONNELL, both of Nashville, Tennessee not out of any lack of love and affection, but due to the fact that I have a modest estate and I

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may leave to them certain of my personal effects pursuant to the Letter of Instruction provided for hereinabove. Further, I have made no provision herein for my two (2) sons by my first marriage, RICK O'DONNELL and ROGER O'DONNELL, with whom I have had no contact for over forty (40) years.

ITEM FIVE: If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or any trust created hereunder, such assets shall vest in and be paid over to those persons (other than RICK O'DONNELL and ROGER O'DONNELL) and in those shares they would have taken had I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will.

ITEM SIX: The Executrix and her successors shall have the following powers which shall be exercisable in their discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind and all property of any kind at any time held by them at public or private sale and at such prices and upon such terms as they shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to borrow money and to pledge assets comprising the estate; to compromise claims (including taxes) for or against my estate; to improve any real estate and to lease real estate as they choose, to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Executrix shall be exercisable without the

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necessity of application to any Court. I also authorize the Executrix to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

B. I give the Executrix all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated §35-50-110, as if the language thereof were incorporated in this Will verbatim.

C. The Executrix shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court, but shall make reports to the beneficiaries at least annually.

D. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. Whenever the words "fiduciary" or "Executrix" appear herein, it shall be construed as including any successor fiduciary or Executrix, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

ITEM SEVEN: Any and all estate and inheritance taxes assessable by reason of my death, whether based on transfers under or outside my Will, are charged against the residue of my estate passing under **ITEM THREE** hereof and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Executrix shall seek reimbursement for, recovery of or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment or which is included in my gross estate by reason of § 2036 of the Internal Revenue Code of 1986 as amended ("the Code") and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. I direct that all of my funeral expenses, expenses of administering my estate and debts (other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and

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debts to the extent secured by the assignment of life insurance policies on my life) be paid as soon as practicable and in such order and out of such of the assets of my estate as the Executrix deems appropriate. The Executrix shall be exonerated from liability to any beneficiary hereunder in the exercise or nonexercise of the discretion herein granted.

ITEM EIGHT: The proceeds of any insurance on my life which are receivable by the Executrix may be used, but only in the sole and uncontrolled discretion of the Executrix, in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

This Will is written on Five (5) pages.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 11 day of May, 1998.

Joseph R. O'Donnell
JOSEPH R. O'DONNELL

The foregoing instrument was signed, published and declared by the said JOSEPH R. O'DONNELL, as and for his Last Will and Testament in the joint sight and presence of the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

Misty Doney residing at Ashland City, TN

Jennifer L. Bingham residing at Nashville, TN

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On August 11, 1998, we subscribed our names as attesting witnesses to the Will of JOSEPH R. O'DONNELL, at his request and in his sight and presence and in the sight and presence of each other. Said Will was executed by the Testator in our presence. We considered him to be of sound mind at the time said Will was executed, and he was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

Misty Doney

Jennifer L. Bingham

Subscribed and sworn to me by [illegible] and [illegible] on this 11th day of [illegible], 1998.

Notary Public

My Commission Expires:

[illegible]

Notary Seal present,
but could not be reproduced.

Bill Garrett
Davidson County Register of Dee

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 10 day of OCTOBER , 2007 , in Case Number 07P1496 between SAKAI, KIMIKO Petitioner, and O'DONNELL, JOSEPH R ET.AL 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 02 day of APRIL 2008

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL

