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LAST WILL AND TESTAMENT

OF

JOHN ALEXANDER WOODS

I, **JOHN ALEXANDER WOODS**, of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make and publish this my Last Will and Testament. I do hereby revoke any and all Wills by me heretofore made.

ITEM I: I direct that all of my judicially enforceable debts (except debt secured by mortgages or other security instruments which may be paid off or retained in the discretion of my fiduciaries), my funeral expenses and the expenses of administration of my estate shall be paid by my personal representative as soon as practicable after my death. My personal representative shall pay out of my residuary estate all estate, inheritance, and other death taxes which shall become payable by reason of my death, whether in respect to property passing under this Will or otherwise, as an expense of administration, without apportionment.

ITEM II: I give and bequeath certain items of my personal and household effects to those persons designated in a separate writing that may be in existence at the time of my death, which will be written entirely in my own handwriting and signed and dated by me, and which will describe the items and legatees with reasonable certainty. If no separate writing or list is found and properly identified by my personal representative within sixty (60) days after my personal representative's qualification as such, it shall be presumed that no such separate writing exists, and any subsequently discovered separate writing or list shall be ignored. In the event any person named in such separate writing shall predecease me, then the bequest made to such person shall lapse and become null and void.

ITEM III: I give and devise my one-half undivided interest in the two parcels of real estate located on Davidson Street, Nashville, Tennessee (known as 600 Davidson Street, Nashville, Tennessee - Map/Parcel nos. 093-08-0 074.00 and 093-08-0 073.00) and all of my shares in Woods Equipment Co., to my sons, **John A. Woods, Jr.** and **William H. Woods**, in equal shares.

IN THE CHANCERY COURT SEAL WILLIAMSON CO. TN

John Alexander Woods

ITEM IV: I give and devise all of the rest and residue of my estate, of every kind and character, to my two daughters, **Rebecca Woods Garrett** and **Patricia Carroll Woods Weatherford**, in equal shares.

ITEM V: I am scheduled to have knee replacement surgery on Thursday, January 10, 2002. Prior to that date, it is my intention to change the beneficiaries of my IRA at Bank of America and my life insurance policy with Metropolitan Life from all of my four children to my two daughters in order to equalize the ultimate distributions from my estate among my children. In the event that I am unable to complete the change of beneficiary process prior to the date of my scheduled surgery, I request that my sons disclaim their interests in my IRA and my life insurance policy in order to enable my intended disposition of my estate to be carried out.

I also request that my daughters work with my sons regarding the payment of the note given by Woods Equipment Co. to me. I request that they make reasonable accommodations to my sons so that the business can continue to be smoothly operated.

ITEM VI: I appoint my son, **John A. Woods, Jr.**, as personal representative of this my Last Will and Testament. If my son, **John A. Woods, Jr.**, predeceases me or for any reason fails to qualify as personal representative (or having qualified, shall die or resign), then in such event I appoint my daughter, **Rebecca Woods Garrett**, as alternate personal representative hereunder. I direct that no bond, or other security, be required of my said personal representative or alternate personal representative for the faithful performance of their duties as such, and I waive any requirement that my personal representative file an inventory and any accountings, either interim or final.

ITEM VII: I authorize my personal representatives (including any substitute or successor personal representative) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate to exercise any or all of the powers set forth in T.C.A. Section 35–50–110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in

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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.

ITEM VIII: No interest of any beneficiary in the corpus or the income of my estate shall be subject to assignment, alienation, pledge, attachment or claims of creditors of such beneficiary and may not be otherwise voluntarily or involuntarily alienated or encumbered by such beneficiary.

ITEM IX: In referring to a personal representative, fiduciary, child or beneficiary, a word of one gender includes each other applicable gender, and a reference to the singular includes the plural, and vice-versa, unless the context indicates this would be inappropriate.

IN WITNESS WHEREOF, I have hereunto set my hand at Nashville, Tennessee, this 8th day of January, 2002.

JOHN ALEXANDER WOODS

Signed by the said **JOHN ALEXANDER WOODS,** 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 affixed our signatures as attesting witnesses on the day and date last above written.

Witness

Witness

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.

CHANCERY COURT
WILLIAMSON CO. TN

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public, personally appeared **John Alexander Woods**, and, after being duly sworn, declared to me and the undersigned affiants, that the instrument to which this Affidavit is attached is his Will; that he is 18 or older; of sound mind and disposing memory and under no duress, compulsion or constraint and that he requested the undersigned affiants to witness his signing of his Will; and the undersigned affiants whose names are subscribed to the instrument to which this Affidavit is attached and, after being duly sworn, declared to me that, in their sight and presence **John Alexander Woods,** signed, declared and published the instrument to which this Affidavit is affixed or annexed as the testator's will; and requested them to act as witnesses to its execution and to execute this Affidavit; that in the testator's sight and presence and in the sight and presence of each other, each affiant signed the instrument as witness; and that the testator was at that time 18 years of age or over, was of sound mind and disposing memory, was fully capable of making a will and was under no duress, compulsion, or constraint.

John Alexander Woods

Sworn to and subscribed before me,
this 8th day of January, 2002.

NOTARY PUBLIC

My Commission Expires: 7/24/04

THE CHANCERY COURT SEAL WILLIAMSON CO. TN