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LAST WILL
OF
JULIETTE THOMPSON MUNGOVAN

Russell J. "Jack" McCann
McCann & Hubbard
Williamson Court, Suite 201
Brentwood, Tennessee 37027
615-377-3319

Exhibit A

Copy

LAST WILL AND TESTAMENT
OF
JULIETTE THOMPSON MUNGOVAN

Introductory Clause. I, **JULIETTE THOMPSON MUNGOVAN,** also known as **Judi Mungovan**, a resident of and domiciled in the City of Nashville, County of Davidson and State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

ITEM I

Instructions on the Disposition of My Body. I direct that my body shall be buried in next to Charles Randall Mungovan, Sr., in the family cemetery adjacent to our property. Harpeth Hills Funeral Home & Memory Gardens will handle the funeral and burial, and I authorize my Executrix to make any funeral arrangements that I have not made and that the Executrix deems appropriate to the extent that I have not made my desires known to my family.

ITEM II

Direction to Pay Debts with Discretionary Refinancing by Executor. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. I direct that my Executor may cause any debt to be carried, renewed and refinanced from time to time upon such terms and with such securities for its repayment as my Executor may deem advisable taking into consideration the best interest of the beneficiaries hereunder.

ITEM III

Direction to Pay All Taxes from Residuary Estate. I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes.

ITEM IV

Bequest of Specific Item of Personal Effects. I give and bequeath to **BARBARA THOMPSON ROBERTS,** if she shall survive me, my dogs, along with the account described below, which I have created and funded to care for my dogs. If she shall not survive me, then I give and bequeath my dogs, along with said account, to **SUSAN ROBERTS STRASINGER,** if she shall survive me. I direct that these dogs be pampered, and I have provided for this

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financially, and I direct that they have regular "play days", at least weekly if possible, at "The Farm at Natchez Trace", an upscale pet care facility, or its successor or comparable facility.

ITEM V

Bequest of Specific Item of Personal Effects. I give and bequeath to **BARBARA THOMPSON ROBERTS**, if she shall survive me, my car and all of my jewelry not bequeathed to anyone else. I also give and bequeath to **Barbara Roberts** the Kawasaki "Mule" (all terrain vehicle) to be used as she determines.

ITEM VI

Bequest of Specific Item of Personal Effects. I give and bequeath to **DAVE ROBERTS AND DWIGHT ROPER**, if either shall survive me, the Toyota truck, to be kept or disposed of as they determine. If they shall not survive me, then I give and bequeath the Toyota truck to **RHONDA WEST**, if she shall survive me.

ITEM VII

Bequest of Specific Item of Personal Effects. I give and bequeath to **RHONDA WEST**, if she shall survive me, my husband's pearl handled handgun, and my 22 caliber rifle, along with my jade butterfly necklace and prayer box necklace.

ITEM VIII

Bequest of Specific Items of Personal Effects. I give and bequeath to **RHONDA WEST**, with the direction they shall remain on the farm, the tractor and its implements and the jeep, for the care of the farm and use of Tommy Hirshbrunner or whoever is the caretaker of the farm. If these items are eventually not needed then Rhonda shall determine what to do with them.

ITEM IX

Bequest of Specific Item of Personal Effects. I give and bequeath to **RHONDA WEST**, if she shall survive me, all the rest of the farm implements and all equipment and tools stored or kept at 8600 Highway 100, to be used as she determines.

ITEM X

General Bequest of Personal and Household Effects With a Precatory Memorandum. With the exception of the items bequeathed in this Will, I give and bequeath all the rest of my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, to **Barbara Thompson Roberts**, or if she predeceases me then her issue per stirpes. Notwithstanding that gift, I request that my beneficiaries and my Executrix abide by any memorandum by me directing the disposition of

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this property or any part thereof. The items are identified as either mine or my deceased husbands in my records, with the item identified by picture and the intended recipient listed (currently kept in the Bank of America lockbox); items from my deceased husband's estate shall be distributed by Rhonda West and items from my estate shall be distributed by Barbara Roberts. This request is precatory and not mandatory. If any beneficiary hereunder is a minor, my Executrix may distribute such minor's share to such minor or for such minor's use to any person with whom such minor is residing or who has the care or control of such minor without further responsibility and the receipt of the person to whom it is distributed shall be a complete discharge of my Executor.

ITEM XI

Cash Legacy. I give and bequeath to the beneficiary of my dogs the sum of Forty Thousand Dollars ($40,000.00) to be used for their care and comfort. This sum has been set aside in a separate account which is identified in my records. The initial recipient of my dogs, and therefore of this sum, is **BARBARA THOMPSON ROBERTS**. If she shall not survive me, then I give and bequeath such sum, along with my dogs, to **SUSAN ROBERTS STRASINGER**. If any amount remains of this fund after the death and burial of all of my dogs then the remaining principal and accrued interest shall go be divided and distributed as follows:

One-third (1/3) to the caretaker (either Barbara or Susan) of my dogs;

One-third (1/3) divided between Rhonda West and her brother Randy Mungovan;

One-third (1/3) to the Bellevue Animal Hospital for the Good Samaritan Fund.

ITEM XII

Cash Legacies. I give and bequeath to **DON CANADY**, if he shall survive me, the sum of One Thousand Dollars ($1,000.00).

I give and bequeath to **TOMMY HIRSHBRUNNER**, if he shall survive me, the sum of One Thousand Dollars ($1,000.00).

I give and bequeath to **DWIGHT ROPER**, if he shall survive me, the sum of One Thousand Dollars ($1,000.00).

I give and bequeath to **BOBBY EDMONDSON**, if he shall survive me, the sum of One Thousand Dollars ($1,000.00).

Each of the above stated sums shall be funded half from my estate and half from my deceased husband's estate.

ITEM XIII

Specific Devise of Residential Property. I give and devise to **BARBARA THOMPSON ROBERTS**, if she shall survive me, any interest which I own at the time of my death in the tract map-parcel #16900001000, known as 7916 Old Harding Pike, which includes my residence, and being 20.98 acres more or less. The house and lot bounded by the fenced yard surrounding it (approximately one acre more or less) shall only be used as a single family residence or as an office, ranger station, or center for the park the rest of the land will become. If she shall not survive me, then I give and bequeath said property to the surviving issue per stirpes of Barbara Thompson Roberts. Barbara will own this property in fee simple and can sell or give it to the park system or the Land Trust or a third party with the above stated restrictions on the

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deed. The rest of the approximately 19.98 acres shall be encumbered by the conservation easement described in this Will.

ITEM XIV

Specific Devise of Real Property. After the above described gift of my personal residence and the surrounding acreage, that gift being excluded from this gift of land, I give and devise to **RHONDA WEST AND RANDALL MUNGOVAN, JR.**, if either shall survive me, the approximately 31.47 acres remaining in our farm; however, prior to this devise this property shall be subjected to a conservation easement managed by the Tennessee Land Trust as further described in this Will. The tracts comprising this devise are approximately 12.91 acres being map-parcel #16900000900 fronting Lewis Road, and approximately 0.23 acres being map-parcel #15500022500 (a shared easement) also fronting Lewis Road; and approximately 18.33 acres being map-parcel #155-00-005300 fronting McCrory Lane. I direct this property be divided between Rhonda and Randy with Rhonda getting the first choice of the property to comprise her share.

ITEM XV

Outright Gift of Residuary. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises) wherever situate and whether acquired before or after the execution of this Will, to **Barbara Thompson Roberts**, or if she predeceases me then to her issue per stirpes.

ITEM XVI

Conservation Easement. The terms of the conservation easement described in this instrument below. The Executor of the Will shall take whatever actions are necessary or prudent to carryout the intent of the Grantor to make this easement, to fund this easement, to manage this easement, and to get the tax advantages provided by this easement. The conservation easement shall be identified on the deeds of conveyance of the property devised under this instrument and shall run with the land. The Land Trust For Tennessee, 209 10th Avenue South, Suite 530, Nashville, Tennessee 37203 (hereafter referred to as the "Charity") shall manage the conservation easement. The "Grantor" is the Testatrix of this Will.

> The Grantor is interested in protecting the scenic green space, in a rapidly developing region, in the public view from the Natchez Trace Parkway, a National Park, Lewis Road, McCrory Lane, Old Harding Pike, and Highway 100, as well as the water quality, mature timber, wildlife habitat, agricultural values, the hiking trails, and the significant historic values associated with the adjacent National Register listed Smith Farmhouse; and Grantor supports the conservation value and mission of the Charity. Pursuant to this Conservation Easement, the Grantor does:
>
> Restrict the property against any building and development, mining, subdivision and pollution with the exception of the reserved rights so noted below.
>
> - The Grantor's residence and the surrounding lot (approximately 1.5 acres) are excluded from this easement as they are being devised separately, however, they will face restrictions similar to the Conservation Easement.

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- The Grantor reserves for the Devisees the right to use the property for agricultural purposes, such as pasturing, raising of hay and other crops, raising of livestock; as a nature preserve and for environmental education; and hiking, bird watching, and other recreational uses.

- The Grantor reserves for the Devisees the right to manage the forestry resources, according to best management practices and a forestry plan. This will be further described in the conservation easement,

- The Grantor reserves for the Devisees the right to construct barns, sheds and equipment buildings to support the agricultural use of the property with the location, descriptions and limitations to be particularly described in the conservation easement.

- The Grantor specifically relinquishes any further right to subdivision of the property in order to preserve the integrity of the farm and protect against the continued fragmentation of farmlands in the region.

- The Charity acknowledges that no horse boarding, nor horseback riding, shall occur until such time as the calving operations have ceased. The trails are intended to be hiking trails. No logging other than culling necessary for conservation. Tommy Hirshbrunner (current caretaker) or Rhonda West (beneficiary of the estate) shall determine if the Charity's activities interfere with the Grantor's reserved use of the property.

ITEM XVII

Naming the Executor, Executor Succession, Executor's Fees and Other Matters. The provisions for naming the Executor, Executor succession, Executor's fees and other matters are set forth below:

(1) **Naming an Individual Executor.** I hereby nominate, constitute and appoint as Executor of this my Last Will and Testament **BARBARA THOMPSON ROBERTS** and direct that she shall serve without bond.

(2) **Naming Individual Successor or Substitute Executor.** If my individual Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, the successor or substitute Executor who shall also serve without bond shall be **SUSAN ROBERTS STRASINGER.**

(3) **Final Succession If Individual Successor Executor Cannot Act.** If my individual successor Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, then the successor or substitute Executor who shall also serve without bond shall be **RHONDA MUNGOVAN WEST**.

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(4) **Fee Schedule for Individual Executor.** For its services as Executor, the individual Executor shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ITEM XVIII

Definition of Executor. Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM XIX

Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order.

ITEM XX

Provision for Executor to Act as Trustee for Beneficiary Under Age Twenty-One. If any share or property hereunder becomes distributable to a beneficiary who has not attained the age of Twenty-one (21) years or if any real property shall be devised to a person who has not attained the age of Twenty-one (21) years at the date of my death, then such share or property shall immediately vest in the beneficiary, but notwithstanding the provisions herein, my Executor acting as Trustee shall retain possession of the share or property in trust for the beneficiary until the beneficiary attains the age of Twenty-one (21), using so much of the net income and principal of the share or property as my Executor deems necessary to provide for the medical care, education, support and maintenance in reasonable comfort of the beneficiary, taking into consideration to the extent my Executor deems advisable any other income or resources of the beneficiary or his or her parents known to my Executor. Any income not so paid or applied shall be accumulated and added to principal. The beneficiary's share or property shall be paid over, distributed and conveyed to the beneficiary upon attaining age Twenty-one (21), or if he or she shall sooner die, to his or her executors or administrators. Whenever my Executor determines it

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appropriate to pay any money for the benefit of a beneficiary for whom a trust is created hereunder, then the amounts shall be paid out by my Executor in such of the following ways as my Executor deems best: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to some relative or friend for the care, support and education of the beneficiary; (4) by my Executor using such amounts directly for the beneficiary's care, support and education; (5) to a custodian for the beneficiary under the Uniform Gifts or Transfers to Minors Act. My Executor as trustee shall have with respect to each share or property so retained all the powers and discretions conferred upon it as Executor.

ITEM XXI

Discretion Granted to Executor in Reference to Tax Matters. My Executor as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executor believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executor shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my Executor shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions.

ITEM XXII

Appointment of Ancillary Representative. If it becomes necessary for a representative of my estate to qualify in any jurisdiction other than the State of my domicile at the time of my death, then to the extent that I may legally do so, I hereby nominate, constitute and appoint my Executor named in this Will as my representative in such jurisdiction and direct that such Executor shall serve without bond. If for any reason my Executor is unable or unwilling to serve as such representative or cannot qualify as such representative, then I hereby appoint my Executor named herein to designate (to the extent that it may legally do so) a person or a corporation to serve as my representative and request that such person or corporation shall serve without bond. Any representative named as provided herein (to the extent that it may legally do so) shall have in such jurisdiction all the powers and duties conferred or imposed on my Executor by the provisions of this Will.

ITEM XXIII

Definitions of Family. The following definitions shall be used to define the family:

(1) **Definition of Children.** For purposes of this Will, "children" means the lawful blood descendants in the first degree of the parent designated; and "issue" and "descendants" mean the lawful blood descendants in any degree of the ancestor designated. The terms "child," "children," "issue," "descendant" and "descendants" or those terms preceded by the terms

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"living" or "then living" shall include the lawful blood descendant in the first degree of the parent designated even though such descendant is born after the death of such parent.

(2) **Definition of Per Stirpes.** The term "per stirpes" as used herein has the identical meaning as the term "taking by representation" as defined in the Tennessee Probate Code.

ITEM XXIV

Simultaneous Death Provision Presuming Beneficiary Predeceases Testatrix. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me.

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this the 8th day of September, 2008.

Juliette Thompson Mungovan
JULIETTE THOMPSON MUNGOVAN

Attestation Clause. The foregoing Will bearing on the margin the initials of the Testatrix, was this the 8th day of September, 2008, signed, sealed, published and declared by the Testatrix as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Cheryl L. Day of Franklin TN

[illegible] of Brentwood, TN

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PROOF OF WILL

STATE OF TENNESSEE)
) **Self-Proving Affidavit**
COUNTY OF WILLIAMSON)

We, **JULIETTE THOMPSON MUNGOVAN**, and Cheryl L. Turley and J. Carlton Drumwright the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Juliette Thompson Mungovan
JULIETTE THOMPSON MUNGOVAN

Witness

Witness

Subscribed, sworn to, and acknowledged before me by **JULIETTE THOMPSON MUNGOVAN**, the Testatrix and subscribed and sworn to before me by Cheryl L. Turley and J. Carlton Drumwright witnesses, this the 8 day of September, 2008.

Notary Public for Tennessee

My Commission Expires:

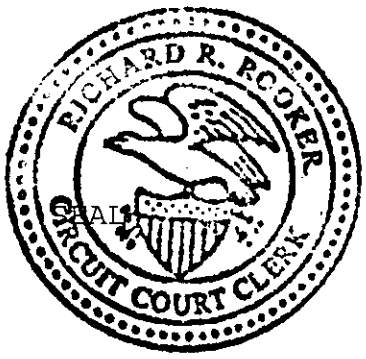
RUSSELL JOHN McCANN
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF WILLIAMSON
MY COMMISSION EXPIRES July 18, 2009

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 15 day of JULY , 2009 , in Case Number 09P927 between ROBERTS, BARBARA THOMPSON Petitioner, and MUNGOVAN, JULIETTE (MARIE) THOMPSON 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 16 day of NOVEMBER 2009

RICHARD R. ROOKER, Clerk,



By _____
Deputy Clerk