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LAST WILL AND TESTAMENT

OF

MICHAEL J. SITZMAN

I, MICHAEL J. SITZMAN, a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish and declare this to be my Last Will and Testament, revoking all former Wills and Codicils made by me.

I am married to CONSTANCE G. SITZMAN, referred to hereafter as "my wife". I have one child, Jonathan M. Sitzman, referred to hereafter as "my son".

BILL GARRETT, Davidson County
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ARTICLE I
APPOINTMENT OF EXECUTOR

I appoint my wife, Constance J. Sitzman, to be the Executor of my estate. If for any reason my wife is unable or declines to serve as Executor, I appoint my son, Jonathan M. Sitzman, as Executor. I direct that no bond shall be required of my Executor in any jurisdiction.

ARTICLE II
DISPOSITION OF PERSONAL EFFECTS

I may leave a memorandum listing some items of personal property that I wish certain persons to have, and I request, but do not require, that my wishes as set forth in the memorandum be observed. I give and bequeath all of my personal and household effects not listed in the memorandum, including all jewelry and other articles of personal use, automobiles, and any and all interests that I may have in furniture, furnishings, art, and household goods and equipment, together with any insurance policies thereon, to my wife. If my wife does not survive me, then the aforesaid property shall be distributed to my son, or if my son does not survive me, to my son's surviving issue, *per stirpes*. Any items of personal property remaining may be sold, either privately or publicly, or otherwise disposed of as my Executor may elect, in my Executor's sole discretion, and any proceeds shall be added to my residuary estate. The reasonable cost of

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insuring, packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

ARTICLE III
DISPOSITION OF RESIDUARY ESTATE

1. If Wife Survives. If my wife survives me, then I give, devise, and bequeath outright to my wife, without condition or limitation, all of the rest, residue and remainder of my property of every kind and description, and wherever located.

2. If Wife Does Not Survive. If my wife does not survive me, then I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description and wherever located to my son, or if my son does not survive me, to his surviving issue, *per stirpes.*

ARTICLE IV
DEBTS, ADMINISTRATION EXPENSES AND TAXES

1. Payment of Debts and Administration Expenses. My Executor, in my Executor's sole discretion, may pay my legal debts, including funeral expenses, the cost of a suitable monument, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate, and I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in my Executor's sole discretion.

2. Payment of Taxes. I direct that my Executor pay as an expense of administration, without apportionment against the share of any beneficiary, all transfer, estate, inheritance, succession and other death taxes (excluding generation-skipping transfer taxes), together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise.

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ARTICLE V

POWERS AND DUTIES OF EXECUTOR

1. General Powers. I authorize my Executor in the exercise of all reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all of the powers set forth in T.C.A. § 35-50-110 and § 35-15-815, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim.

2. Authority to Administer Real Property. My Executor shall have full authority and discretion to convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court. Furthermore, for purposes of T.C.A. § 31-2-103, all such real property shall be deemed to be personal property following my death, subject to sale by my Executor, for the purpose of facilitating the distribution of my estate among the beneficiaries of this Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

3. Distributions to Incapacitated Beneficiaries. If pursuant to this Will any property shall be payable outright to a person who is a minor or who is under any other legal, mental or physical disability (an "incapacitated beneficiary"), my Executor shall have the power, exercisable in my Executor's sole discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to an incapacitated beneficiary, to a parent, guardian or conservator of an incapacitated beneficiary, to a custodian under a Uniform Transfers to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property, on behalf of an incapacitated beneficiary, shall not be required to furnish bond or file any accountings with respect to such property, unless the Executor should direct otherwise; and the receipt of such property by the recipient shall discharge my Executor from any further responsibility or liability with respect to such property

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4. Administrative Powers and Duties.

(a) Inventory and Accountings. I relieve the Executor from the duty to file any inventory or accountings with any court.

(b) Employment of Agents. The Executor shall be authorized, in the Executor's discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration of my estate, or to enter into a custodial arrangement with a bank or other financial institution of the Executor's choosing. The fees of any person or institution employed by my Executor in accordance with this paragraph may be paid from the income or principal of my estate or the trusts created hereunder, as the fiduciaries shall determine.

5. Tax Returns. I specifically authorize my Executor to execute and file joint income tax returns with my wife for the year in which my death occurs and for any years prior thereto. My Executor shall incur no personal liability for any action taken in good faith in accordance with the foregoing authorization.

ARTICLE VI
MISCELLANEOUS PROVISIONS

1. References and Meaning of Terms.

(a) Code. Unless specifically provided to the contrary, the term "Code" shall mean the federal Internal Revenue Code of 1986, as from time to time amended, or any successor federal laws thereto, and shall also include the Treasury regulations promulgated thereunder.

(b) Construction. Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

(c) Family. As used herein, the term "issue" is intended to include persons born after the execution of this Will as well as adopted persons. Unless specifically provided to the contrary, whenever a provision has been made for a child to take his or her deceased parent's share, in the event such child is also deceased, his or her share shall pass to his or her issue, *per stirpes.*

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IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of five (5) pages, and on each page I have affixed my initials or my signature for better identification, this 24th day of July, 2007.

Michael J. Sitzman

The foregoing instrument was signed, published and declared by Michael J. Sitzman (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, have hereunto subscribed our names as witnesses this 24 day of July, 2007.

WITNESS:	ADDRESS:
Brian Sandy Holliday	Franklin, TN
	Nashville, TN

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT

On this day, Brian Samuel Holliday and Heather Calvon personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1. That they are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Michael J. Sitzman (the "Testator"), dated July 24, 2007, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in the Testator's presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

5. That at the time they witnessed said Will, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Witness Brian Samuel Holliday

Witness

Subscribed and sworn to before me, this 24th day of July, 2007.

M. Allison Thompson
Notary Public

My Commission Expires .

MY COMMISSION EXPIRES:
January 3, 2011

M. ALLISON THOMPSON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

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 25 day of MAY , 2010 , in Case Number 10P820 between SITZMAN, CONSTANCE G. Petitioner, and SITZMAN, MICHAEL J. 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 26 day of MAY 2010

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk.

SEAL