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EXHIBIT

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RICHARD R. ROOKER, CLERK
D.C.

LAST WILL

OF

DONALD LAWRENCE CLIFFORD

I, Donald Lawrence Clifford, a citizen and resident of Nashville, Davidson County, Tennessee, declare this to be my Last Will, and revoke any and all wills or codicils previously made by me.

I currently live at 5016 Stillwood Drive, Nashville, Davidson County, Tennessee 37220. I am married to Bonnie Sue Clifford, and we have four children: Kathy Sue Quinn, John W. Williams, Matthew B. Clifford, and Tsali Colton. Whenever I use the term "my wife" or "my spouse" in my Will, I am referring to Bonnie. Whenever I use the term "my children" or "our children" in my Will, I am referring to Kathy, John, Matthew, and Tsali.

ARTICLE 1

I direct that all my just debts, funeral expenses, and the cost of administration of my estate be paid by my Executor as soon as practicable after my death. I direct that there shall be paid out of my residuary estate, without apportionment, all state, inheritance, succession, and other taxes assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof, in respect to all property required to be included in my gross estate for estate or like tax purposes, by any of such governments whether the property passes under this Will or otherwise without contribution by any recipient of any such property.

ARTICLE 2

1. Estate to Spouse. I hereby give, devise and bequeath all of my estate, including the remainder of my personal and household effects, and wheresoever situated, including, but not limited to, all stocks, bonds, certificates of deposit, bank notes, bank account balances, pension or retirement plans, annuities, any other business interests, any accounts receivable for debts

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owed to me, all of my effects of a strictly personal nature, all household effects, jewelry, automobiles and the like (and all policies of insurance on such property) which I own at the time of my death, to my beloved wife, absolutely.

2. In the event my said wife shall predecease me, or should we die in a common accident or the result of a common disaster (as set forth hereinbelow), or should she renounce this bequest, or dissent from my Will, then I give, devise and bequeath all of my estate, whether real, personal or mixed and wheresoever situated, to our four children as follows:

a. my estate shall be liquidated;

b. twenty percent (20%) of my estate's value shall be given to Kathy, John, and Tsali, each; and

c. the remaining forty percent (40%) of my estate's value shall be given to Matthew.

3. If any one of our children does not survive me, I direct my Executor to distribute that child's share as follows:

a. all of that deceased child's share shall be given to the deceased child's spouse, if any;

b. if that deceased child has no spouse, all of that deceased child's share shall be given to that deceased child's issue, if any; and

c. if that deceased child has no spouse and no surviving issue, that deceased child's share shall be distributed in equal shares to our remaining children, *per stirpes*.

The decision of my Executor on these matters shall be binding and conclusive on all beneficiaries.

ARTICLE 3

If my wife 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 survived her, and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

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ARTICLE 4

If I shall not be survived by my wife, any children, the spouse of any of our children, or by the issue surviving any deceased child, I do hereby bequeath such property or effects as though I died intestate.

This Article of my will is to be construed as authorizing my Executor absolute authority to sell for cash at either private or public sale, all of the real and personal property or holdings of any nature of mine for the benefit of the intended beneficiaries, as herein noted.

ARTICLE 5

I authorize my Executor, 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 a part of my estate, to exercise any and all powers set forth in Section III of Chapter 110 of the Tennessee General Assembly Act of 1963, T.C.A. 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.

ARTICLE 6

I hereby nominate, constitute and appoint my wife as the Executor of my estate.

In the event my wife should predecease me or be otherwise unable or unwilling to serve as Executor, I hereby nominate, constitute and appoint my son, Matthew, as Executor of my estate.

I specifically waive bond, accounting, and inventory, except for the final accounting to be filed in Probate Court at the conclusion of my estate.

ARTICLE 7

Any insurance on my life or other similar insurance payable to the Executor or administrators of my estate, or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my Will; provided, however, that my Executor may in his or her sole discretion pay my personal debts from the proceeds of such policies, but my Executor shall, in his or her sole discretion, determine which, if any, of my debts shall be so paid.

DC

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IN WITNESS WHEREOF I have set my hand this 2nd day of July, 2007.

DONALD LAWRENCE CLIFFORD

SIGNED, declared, and published by the said DONALD LAWRENCE CLIFFORD, as and for his last will, 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 subscribed our names hereto as attesting witnesses the day and date above written.

Name	Address
	7000 Executive Center Dr., Suite 330 Brentwood, TN 37027
	7003 Exec. Ctr. Dr. S-207 Brentwood, TN 37027

RC

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STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

AFFIDAVIT APPROVING WILL

Before me, the undersigned Notary Public, personally appeared DONALD LAWRENCE CLIFFORD 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; that he is 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 DONALD LAWRENCE CLIFFORD 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.

Testator:

DONALD LAWRENCE CLIFFORD

Affiants:

(signature)
(print name MacDonald K. Hardcastle)

(signature)
(print name E. Graham Baker, Jr.)

Subscribed and sworn to before me this the 2nd day of July, 2007.

NOTARY PUBLIC

My Commission expires 7/

NADEAN E. CARTER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

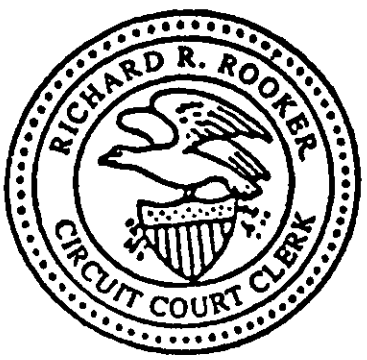
STATE OF TENNESSEE

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 10 day of JANUARY , 2011 , in Case Number 11P37 between CLIFFORD, BONNIE SUE Petitioner, and CLIFFORD, DONALD LAWRENCE 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 11 day of JANUARY 2011

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk