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LAST WILL AND TESTAMENT

OF

WALTER G. FERRIS

FILED
2011 APR -5 PM 3:00
RICHARD R. ROOKER, CLERK
D.C.

I, WALTER G. FERRIS, a resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ARTICLE I

APPOINTMENT OF FIDUCIARIES

1.1. I nominate and appoint my spouse, REBECCA G. FERRIS, and my daughters, BARBARA RICHARDS and CAROL ANN KING, as Co-Executrix of this my Last Will and Testament. If any of them should predecease me or be unable or unwilling to serve as Co-Executrix of my Estate, then the remainder of them who survives or is willing to serve shall serve as Co or sole Executrix of this my Last Will and Testament. I direct that no bond shall be required of my Executrix.

1.2. I nominate and appoint my daughters, BARBARA RICHARDS and CAROL ANN KING, as Co-Trustees of any trust or trust share created under this my Last Will and Testament. If either should predecease me or be unable or unwilling to serve as Co-Trustee, then either of them who survives or is willing to serve shall serve as sole Trustee of this my Last Will and Testament. I direct that no bond shall be required of my Trustee.

1.3. Whenever the terms "Executor", "Executrix", "Trustee", or "Co-Trustee" are used herein, they shall be deemed to apply to the party or parties acting and any reference to such party

Walter Ferris

EXHIBIT
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or parties in one gender shall be deemed to mean the proper gender.

ARTICLE II

PAYMENT OF DEBTS, EXPENSES AND TAXES

2.1. I direct that all of my just and enforceable debts, (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my Executor), including funeral and testamentary expenses and expenses of my last illness, be paid as soon as may be convenient after my death. I further direct that all estate, inheritance and other taxes of the same nature (except any generation-skipping taxes imposed by the Internal Revenue Code or by any state) which are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. No part of said debts, expenses and taxes shall be charged against or paid out of any part of my estate so as to render taxable any amounts which otherwise qualify for the marital deduction.

2.2. My Executor is specifically authorized, in my Executor's sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying debts, expenses of administration and taxes, notwithstanding the provisions of any state law to the contrary.

Walter Ferris

ARTICLE III

BEQUEST OF PERSONAL EFFECTS

3.1. I devise to my daughters, with the issue of any deceased daughter taking her share, per stirpes, any silver, china or jewelry I may own as of my death.

3.2. I devise to my spouse, REBECCA G. FERRIS, all other items of tangible personal property, personal effects, household contents, and automobiles as I own at the time of my death. If my said spouse does not survive me, then those items which came from my said spouse shall pass to her grandchildren who survive me, equally, and all other items shall pass to my daughters, with the issue of any deceased daughter taking her share, per stirpes.

3.3. My Executor shall have the discretion to distribute any of such items as mentioned in this Article, or sell any such items and distribute the proceeds, as the Executor deems appropriate.

3.4 I devise to my said spouse, if she survives me, any automobiles as I own at the time of my death. If my said spouse does not survive me, then those shall go to my daughters, with the issue of any deceased daughter taking her share, per stirpes.

ARTICLE IV

LIFE ESTATE FOR SPOUSE

4.1. This Article shall apply only if I am survived by my spouse, REBECCA G. FERRIS. My principal residence is currently 8536 Sawyer Brown Road, Nashville, Davidson County, Tennessee. Such property, or any replacement property serving as the principal residence of my said spouse and I as of the date of my death, shall be referred to herein as the "Principal Residence".

Walter Ferris

4.2. My said spouse shall have a life estate and the right to use and occupy the Principal Residence as her residence for her use and benefit, to the exclusion of any residuary or remainder beneficiaries, all as provided herein. The rights granted to my said spouse in this Article shall continue until the first to occur of: (i) her death; or, (ii) her affirmatively deciding not to occupy, and moving from, the Principal Residence. Should there be any dispute as to whether my said spouse has affirmatively decided not to occupy, and moved from, the Principal Residence, then her written declaration as to such shall control.

4.3. So long as the rights granted to my said spouse in this Article shall continue in effect, then my said spouse shall be responsible for all expenses for occupancy and upkeep of the Principal Residence, including, but not limited to, taxes and assessments, utilities, insurance, maintenance, repairs, and association dues, fees and assessments.

4.4. The proceeds of any fire or extended casualty insurance maintained by my spouse on the Principal Residence shall be for the benefit of my spouse during her lifetime, and pass to the remainder beneficiaries upon her death.

4.5. Upon the termination of the rights granted to my said spouse in this Article, the Principal Residence shall pass outright and free of trust to my daughters, with the issue of any deceased daughter taking her share, per stirpes.

ARTICLE V

SPECIFIC BEQUEST OF PERSONAL INVESTMENTS

5.1. If my said spouse shall survive me, then I hereby give, devise and bequeath to my said spouse any and all cash, bank accounts, money market accounts or other cash or bank account

Walter Ferris

equivalents. If my said spouse shall not survive me, then such shall pass as provided below.

5.2. If my said spouse, REBECCA G. FERRIS, does not survive me, then the remaining proceeds of any bank accounts, money market accounts or other cash or bank account equivalents which were owned in the joint names of my said spouse and myself at her death and so passed to me by operation of law shall go the Grandchildren of my said spouse who then survive, and if any such Grandchild of my said spouse does not survive to take when any distribution of income or proceeds is to be made, then the surviving issue of such deceased Grandchild shall take the share of their deceased parent, per stirpes. Should any such Grandchild not survive me, and not leave issue surviving me, then his or her share shall be divided equally among such then surviving Grandchildren, or the then surviving issue of any such deceased Grandchild, with the then surviving issue of any such deceased Grandchild to take the share of their deceased parent, per stirpes.

5.3. Otherwise, I hereby give, devise and bequeath to my daughters, with the issue of any deceased daughter taking her share, per stirpes, any and all mutual funds or similar equity or bond investments.

ARTICLE VI

BEQUEST OF RESIDUARY ESTATE

6.1. I hereby give, bequeath and devise all of the rest, residue and remainder of my property of every kind and description, real, personal and mixed, tangible or intangible, and wheresoever located, including any insurance on my life and payable to my estate to my daughters, with the issue of any deceased daughter taking her share, per stirpes.

Walter Ferris

6.2. Should any person entitled to take under this Article or Article V above be less than twenty-five (25) years of age at the time the beneficiary would take, then his or her share shall be held in trust for the beneficiary, with the Trustee having the discretion, for the health, education, maintenance and support of such beneficiary, to accumulate or pay to him or her or for his or her benefit any income, and to encroach, or not encroach, on the principal for the beneficiary's benefit. The Trustee of such Trust shall be named by my Executor.

6.3. Upon such beneficiary attaining twenty-five (25) years of age, the Trust shall terminate and the principal, and any undistributed income, shall be distributed outright to such beneficiary. Should any such beneficiary be deceased prior to attaining twenty-five (25) years of age, then the beneficiary's share shall pass to his or her issue who survive the beneficiary, per stirpes. Should such deceased beneficiary not be survived by issue, then his or her share shall be divided equally among the siblings of such beneficiary, or the then surviving issue of any deceased such sibling, with the then surviving issue of any deceased sibling to take the share of their deceased parent, per stirpes.

6.4. Should no person survive to take any share as above provided in this Article, then such share shall pass as though I had died intestate, a resident of Tennessee, possessed of such share, immediately after the death of the last such beneficiary. The Trustee of the Trust under this paragraph shall be such person or entity as may be chosen by my Executor.

6.5. In making any decision as to disbursement or accumulation of income, or as to encroachment upon principal, the Trustee shall not be required to equalize such among the beneficiaries. Further, in making any decision as to disbursement or accumulation of income, or as

Walter Ferris

to encroachment upon principal, the Trustee, among other factors, may take into account any other income, opportunities for income or means of support available to the beneficiary to the knowledge of my Trustee.

6.6. Whenever the Trustee makes any distribution of the corpus of this Trust, or a Trust Share, the Trustee shall be authorized to withhold distribution of an amount of property sufficient, in the Trustee's judgment, to cover any liability that may be imposed on the Trustee for estate taxes, for any taxes imposed on any transfer deemed a generation-skipping transfer under the provisions of the Internal Revenue Code of 1986, as amended, or for other taxes, until such liability has been finally determined.

6.7. The Trustee shall have the right, but not the obligation, in the disbursement of any income, or in the disbursement of any principal in the Trust or a Trust Share, for the health, education, maintenance or support of such beneficiary: (i) to impose any condition or restriction upon such disbursement consistent with the provisions of this Will; (ii) to make such disbursement or encroachment in the form of a loan to or for the benefit of a beneficiary, including taking security for such loan; (iii) to make a disbursement or encroachment for the purchase of a home or other real or personal property in the name of the Trust or Trust Share allowing the use thereof for the benefit of the beneficiary; (iv) to make a disbursement or encroachment to allow the beneficiary to enter into or engage in a business or profession, being aware of the risks of failure of such undertaking; or (v) to make any distribution in such additional trust, or subject to such terms and conditions, as the Trustee may deem consistent with the purposes of this Trust.

Walter Lewis

6.8. In addition to the other powers granted herein, the Trustee of any Trust or Trust Share created under this Article, in such Trustee's discretion, shall have the following rights:

(i) the Trustee may elect to combine such Trust or Trust Share with another trust for the same beneficiaries, having similar terms and provisions, whether such combination is for administrative purposes, investment purposes or in total; and,

(ii) so long as the Trustee is not the then income beneficiary, the Trustee may elect to terminate the Trust, or any Trust Share thereof, and distribute the remaining corpus and income to the then income beneficiary or beneficiaries, should the Trustee determine that continuing to maintain the Trust or Trust Share in existence is no longer economic or appropriate.

6.9. The powers to distribute or accumulate income and to encroach upon principal granted under this Article shall not constitute a general power of appointment. No Trustee shall have the right to participate in any decision to distribute or accumulate income or to encroach for the benefit of such Trustee, the creditors of such Trustee, the estate of such Trustee, the creditors of the estate of such Trustee or to satisfy the legal obligations of such Trustee. Further, no Trustee shall participate in any decision to distribute or accumulate income, or to encroach, for the benefit of, or to satisfy the legal obligations of support, of such Trustee.

6.10. Whenever in a Trust or Trust Share created herein income or principal is required to, or may, be paid to a beneficiary or whenever the Trustee encroaches upon the income or principal of a Trust for the benefit of a beneficiary, then such income or principal may be paid to such beneficiary directly or to anyone else for the use or benefit of such beneficiary (including the guardian if such person be a minor), irrespective of the age or mental competency of such

Walter Levin

beneficiary, as the Trustee deems proper, and the receipt of the person to whom the payments are made shall be a sufficient acquittance for the Trustee. Such payments by the Trustee may be made without the intervention of any Guardian or the approval of any Court. Neither income nor principal which is required to, or may, be paid to a beneficiary, nor payments when the Trustee encroaches upon the income or principal of a Trust for the benefit of a beneficiary, whether during the term of the Trust or at termination shall be considered a mandatory distribution of income or principal as that term is used in Tennessee Code Annotated, Section 35-15-506.

6.11. Any Trust or Trust Share herein created shall be a spendthrift trust to the full possible extent allowed by law. I direct that no part of any Trust or Trust Share herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, nor any part thereof, by assignment or otherwise. Likewise, no fiduciary hereunder shall be required to exercise any discretion herein granted to satisfy any obligation of any beneficiary to any third party.

6.12. Notwithstanding anything herein to the contrary, no Trust or Trust Share herein created shall continue beyond the term as allowed by the Tennessee Uniform Statutory Rule Against Perpetuities, Section 66-1-201, et seq. Tennessee Code Annotated, or any successor provisions, or other applicable provisions of the law, and any such Trust or Trust Share shall be subject to the provisions of such statute, and applicable law.

Walter Ferris

ARTICLE VII

ALLOCATIONS BY FIDUCIARY

7.1 At anytime when it shall become necessary to divide assets between any of the beneficiaries herein named, or within any Trust or Trust Share created herein, or to distribute any of said assets, such division or distribution shall be made in such manner as the Executor or Trustee, as the case may be, deems proper and may be made in cash or in kind, or partly in cash and partly in kind. The judgment of the Executor or Trustee, as the case may be, on the relative value of assets shall be binding and conclusive on all parties interested. Further, in making distribution of assets the Executor or Trustee, as the case may be, shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Executor or Trustee, as the case may be, may make division and distribution of assets without regard to the basis of such assets for Federal or State income tax purposes.

ARTICLE VIII

PROVISIONS FOR COMMON DISASTER

8.1. In the event my spouse and I shall die simultaneously or under circumstances which make it difficult to determine which of us died first, I direct that my spouse shall be deemed to have predeceased me for the purposes of this Will, and I direct further that the provisions of this Will be construed upon that assumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

ARTICLE IX

CHANGE OF TRUSTEE

9.1. If at any time when no Trustee as named above is serving, it becomes desirable in the judgment of a majority of the then income beneficiaries (or their guardians, if they be minors) of a Trust, or Trust Share, to change any Trustee which may be serving as a Trustee hereunder or any successor Trustee, then a majority of the then income beneficiaries (or their guardians, if they be minors) of such Trust or Trust Share shall have the right:

(i) to designate any bank or trust company (which shall not be required to be a Tennessee corporation or to have an office in Tennessee) as Trustee of such Trust or Trust Share. Any such bank or trust company shall have a trust department with assets under management of at least One Hundred Million Dollars ($100,000,000.00); or,

(ii) to designate an individual whose service as such Trustee will not cause the inclusion of the assets or income of such Trust, or any Trust Share, in the estate of my spouse, myself, my Children, or any other beneficiary, for federal or state death or transfer tax purposes.

9.2. It is understood that it may be necessary or advisable to name one or more persons or entities who could not benefit from the Trust, or are not interested in the decision of the Trustees, to serve as Trustees or Co-Trustees, including, but not limited to, for the purpose of having a Trustee who would be other than a "Nonadverse party" as such term is defined by Section 672 of the Internal Revenue Code of 1986, or its successor provisions. In such event, such person or entity shall be selected by majority of the then income beneficiaries (or their guardians, if they be minors).

Walter Ferris

9.3. A successor or substitute Trustee shall not be required to make bond unless bond is required by the person or persons making the appointment. Such successor or substitute Trustee shall by virtue of its appointment succeed to all the rights, powers and duties conferred and imposed upon the Trustee herein named, other than the power to name a successor Trustee.

9.4. Anything to the contrary in this or any other Article of this Will notwithstanding, no person shall be named as a Trustee if the effect would be to include some or all of such Trust in such Trustee's estate.

ARTICLE X

POWERS OF FIDUCIARIES

10.1. My Executor and Trustee shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated, and the introductory paragraph and all subparagraphs thereof, which to the extent not inconsistent with the express provisions hereof are hereby incorporated herein by reference as fully as though copied herein verbatim, except that subparagraphs 1 through 4 of such Section shall apply only to my Executor.

10.2. Notwithstanding the foregoing, the beneficiaries of any Trust or Trust Share (or their guardians in the case of minor beneficiaries) shall have the power to require the Trustee to convert property which is unproductive of income to income-producing property within a reasonable time.

10.3. I hereby authorize my Executor, in such Executor's discretion, within nine (9) months after the date of the transfer which created an interest in me, to disclaim in whole or in part any bequest or devise or any interest in any bequest, or any Trust provided for my benefit under the Will of any person or under any trust established for my benefit at any time.

Walter Ferris

10.4. I hereby authorize my Executor or my Trustee to create accounts such as those allowed under the Uniform Transfers to Minors Act, as now or hereafter in effect in Tennessee, or successor or similar statutes allowing creation of accounts.

10.5. I recognize that my Executor or Trustee may deem it advisable to purchase policies of life insurance on one or more persons, and I expressly grant my Executor or Trustee the authority to purchase, own, transfer and manage in all ways any such life insurance. I further waive any requirements on the Executor or Trustee as to diversification of investments to the extent that they may elect to deal with one, or a few, life insurance companies, or that a significant portion of assets may consist of life insurance.

10.6. The fiduciaries shall be authorized to maintain funds on deposit, whether as checking or savings accounts, certificates of deposit, money market accounts, or otherwise, in any banking institution, the deposits of which are insured by the Federal Deposit Insurance Corporation, or similar government sponsored insurance in the future, regardless of whether the amount of such funds so deposited may exceed the amount of such insurance available at such banking institution.

10.7. The fiduciaries shall have the right, consistent with the provisions of Tennessee Code Annotated, Section 35-3-117, and regardless of any other provisions of this Agreement or of any law, now or hereafter in effect, to invest in any form of assets or investments, including, but not limited to, stocks, bonds, mutual funds, money market accounts and real and personal property. The Trustee shall have the right to retain any assets, including without limitation real property, notes, deeds of trust or mortgages, distributed into the Trust or arising from such assets distributed into the Trust, regardless of whether such assets would otherwise fit the criteria for inclusion in a trust.

Walker Lewis

10.8. If I am engaged in any business activity as of the date of my death, I expressly grant my Executor or Trustee the authority to continue, expand, contract, sell or close such business in such fiduciary's reasonable discretion, and to take all actions reasonable or necessary to do so. I further waive any requirements on the Executor or Trustee as to diversification of investments to the extent that they may elect to continue any such business.

10.9. I recognize that my Executor or a Trustee may not be a professional fiduciary and in order to induce such person to serve in such capacity, I hereby direct that the assets of the Estate, and any Trust of which such person is a Trustee, be used to indemnify and hold my Executor, or such Trustee, harmless with respect to any and all acts, except for fraud or bad faith of such person, in connection with: (i) the administration of my Estate, or any Trust or Trust Share held hereunder or (ii) the investment of the assets with respect to my Estate, or any Trust or Trust Share.

10.10. My Executor and any Trustee shall have the power to hire persons, including accountants, attorneys, auditors, investment advisors, or other agents, even if they are associated or affiliated with my Executor or a Trustee to advise or assist my Executor or a Trustee in the performance of administrative duties. This power shall include, but not be limited to, attorneys, accountants or other professionals who may be partners of or associates with my Executor or a Trustee in the practice of law, accounting or other professions.

10.11. It is my intention that my fiduciaries shall be properly compensated for their service. Any corporate fiduciary shall be entitled to charge for fees and expenses amounts consistent with those generally charged by reputable corporate fiduciaries for such services in the area where such corporate fiduciary is located. Any individual fiduciary shall be entitled to charge for fees and

Walker Ferris

expenses amounts consistent with those generally charged by reputable corporate fiduciaries in the area where such individual fiduciary's office is located.

10.12. Whenever under this Will, any fiduciary, including, but not limited to an Executor or Trustee, is granted the right to take action in such fiduciary's "discretion", then such "discretion" shall mean the discretion of such fiduciary, except as limited by the specific language of this Will and specific provisions of law applicable to such decisions. It is my intention that the term "discretion" as used herein shall be interpreted as broadly as possible, except as limited by the specific language of this document and specific provisions of law applicable to such decisions.

10.13. The powers granted to an Executor or Trustee under this Will shall not constitute a general power of appointment. No fiduciary shall have the right to participate in any decision for the benefit of such fiduciary, the creditors of such fiduciary, the estate of such fiduciary, the creditors of the estate of such fiduciary or to satisfy the legal obligation of such fiduciary.

10.14. The Trustee shall not be required to provide notice as to any Trust created herein to any present or contingent beneficiary, any provision of law to the contrary notwithstanding.

10.15. If at any time any fiduciary is uncertain as to the interpretation of this document, as to such fiduciary's authority under this document, as to the appropriate actions to take or any other matter arising in such fiduciary's administration (whether or not involving the fiduciary's discretion), the fiduciary shall have the authority to file appropriate pleadings in the court having jurisdiction of such estates or trusts to obtain a decision by such court as to any such matter.

Walter Ferris

ARTICLE XI

WAIVER OF FILINGS

11.1. I hereby waive the requirement that my Executor file an inventory or accounting of my estate with the court having probate jurisdiction over my estate. This waiver shall include, but not be limited to, the inventory as required by Tennessee Code Annotated Section 30-2-301, and the accounting as required by Tennessee Code Annotated Section 30-2-601, or any amendments or successors to such sections.

ARTICLE XII

ADMINISTRATION OF REAL PROPERTY

12.1. All real property in which I may have an interest at the time of my death shall be deemed to be part of my probate estate for the purposes of administering my estate, and as such, shall be subject to the control of my Executor during the administration of my estate; provided, however, that the provisions of this Article shall not have the effect of revoking or varying any written agreement entered into during my lifetime as to the ownership, use, descent or rights in or to, any real property.

IN WITNESS WHEREOF, I have hereunto set my hand on this 12th day of July, 2006, to this my Last Will and Testament and have signed the foregoing fifteen (15) pages at the bottom thereof for the purpose of identification.

Walter Ferris

WALTER G. FERRIS

Signed, published and declared by the said WALTER G. FERRIS, being of sound mind and disposing memory, as and for his Last Will and Testament in the presence and sight of us, present at the same time, who at his request, in his presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last written above.

WITNESS: ADDRESS:

Phyllis R VanOrt — 186 East Harbor, Hendersonville, TN 37075

Heather Martin — 1508 Cedardale Rd, Mt Juliet, TN 37122

AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Phyllis R VanOlst and Heather Martin being severally duly sworn, depose and say that:

We are acquainted with the said WALTER G. FERRIS, who executed this annexed Last Will and Testament, consisting of sixteen (16) typewritten pages, dated the 12th day of July, 2006, on that date, at Nashville, Tennessee, by subscribing his name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, WALTER G. FERRIS, declared the instrument so subscribed by him to be his Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at his request and in his presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, WALTER G. FERRIS, was over the age of eighteen (18) years and in our opinion was of sound mind, memory and understanding and not under restraint or in any respect incompetent to make a Last Will and Testament.

This Affidavit is made at the request of the said WALTER G. FERRIS.

Phyllis R VanOlst

Heather Martin

SWORN TO AND SUBSCRIBED before me on this the 12th day of July, 2006.

Lisa C Woodruff
Notary Public

My Commission Expires:

LISA C. WOODRUFF NOTARY PUBLIC AT LARGE RUTHERFORD COUNTY, TENN.

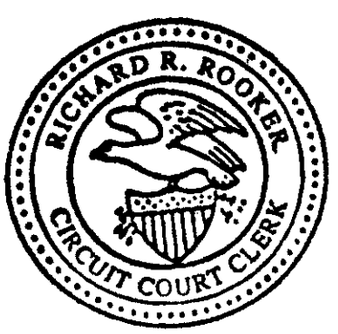
My Commission Expires SEPT. 16, 2009

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 05 day of APRIL , 2011 , in Case Number 11P524 between RICHARDS, BARBARA F. Petitioner, and FERRIS, WALTER G. 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 06 day of APRIL 2011

RICHARD R. ROOKER, Clerk,

SEAL 

By _____

Deputy Clerk