BILL GARRETT, Davidson County
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[redacted] -Exhibit A-

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RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

ELIZABETH SHAW WEESNER

I, Elizabeth Shaw Weesner, domiciled in Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

I

A. I appoint my daughter, Carolyn W. Callighan, to be the Executor of this my Last Will and Testament and direct that no bond be required of her for the faithful performance of her duties; I vest my said Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such price and upon such terms as she may determine and to do every other act and thing necessary or appropriate to complete the administration of this Will. I request that my said daughter, Carolyn W. Callighan, consult with my other then living children in connection with the fulfillment of her responsibilities as Executor.

B. If my daughter, Carolyn W. Callighan, should become incapacitated, or be unwilling or unable to serve or continue to serve, then I appoint Margaret W. Weesner and Charles W. Weesner, to serve as my successor co-Executors. My daughter, Carolyn W. Callighan, is currently a Tennessee resident, but my children, Margaret W. Weesner and Charles W. Weesner, are not Tennessee residents. In the event it is necessary for a Tennessee resident to serve as an executor in order that my non-Tennessee resident children may serve, then I request that the Court having

jurisdiction over my estate appoint any Tennessee resident nominated by my non-Tennessee resident children.

C. If either of my children, Margaret W. Weesner or Charles W. Weesner, is unable or unwilling to serve or continue to serve, then the other of them shall serve as my sole successor Executor.

D. Any successor Executor serving hereunder shall not be required to inquire into or audit the acts or doings of my Executor or to make any claim against her or her estate. My successor Executors shall have and may exercise any and all of the powers, privileges, immunities and exemptions herein conferred on my Executor as fully and to the same extent as if such successor Executor had originally been named Executor herein.

II

I appoint my daughter, Carolyn W. Callighan, to serve as Trustee of the trusts which may be established under this Will. The Trustee shall not be required to post any bond or other security for the faithful performance of her duties, or for any other reason.

III

I direct that all my just debts that constitute enforceable claims against my estate (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my Executor), including funeral and testamentary expenses, the cost of a suitable monument at my grave, the expense of my last illness, unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and the cost of administration of my estate be paid as soon as practical after my death. My Executor, in her sole and absolute discretion, may pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions.

IV

I direct my Executor to pay as an expense of administration all estate, inheritance, succession and other taxes (together with any interest or penalty thereon), assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof in respect of all property included in my estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment. The proceeds of any life insurance payable to my estate may be used for the payment of debts or taxes. I further direct that any taxes so paid shall be charged against the assets of the Weesner Family Trust established under Item VI of this Will, and to the extent the assets of the Weesner Family Trust are insufficient to pay such taxes or if the Weesner Family Trust is not established, against my residuary estate which passes under Item VIII of this Will.

V

I bequeath outright all of my household furnishings, personal effects, automobiles and all other tangible personal property (except cash on hand or deposit, choses in action, stocks, bonds and other securities) to my husband, if he survives me, but, if not, to my children who survive me in as nearly equal in value shares as practicable and in such manner, as to the individual items, as they may agree. In the event they are unable to agree, then the decision of my Executor shall be final and conclusive. If none of my children survive me, then the property otherwise passing hereunder shall be distributed as a part of my residuary estate.

VI

A. If my husband and/or any of my issue survive me, I give to my Trustee to be held, as of the date of my death, in a separate trust to be called the "Weesner Family Trust", an amount (but not less than zero) equal to the result of: (i) the largest pecuniary

amount which will not increase the Tennessee inheritance and estate taxes (collectively the "Tennessee death taxes") payable by reason of my death, reduced by (ii) the amount of all dispositions of property made by me which are includible in my estate for Tennessee death tax purposes and which do not qualify as deductions for Tennessee death tax purposes. The Weesner Family Trust shall be administered as provided in Article IX below.

B. I recognize that under certain circumstances no property may be allocated to the Weesner Family Trust pursuant to the formula set forth in paragraph A of this Item.

C. For purposes of determining the pecuniary amount to be allocated to the Weesner Family Trust, I direct that:

1. Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effect of certain tax elections made by my Executor or my Trustee; and

2. None of the provisions of this Item, including for example the term "largest", shall be construed as requiring any particular exercise or non-exercise of tax elections, regardless of their effect on the determination of the pecuniary amount; and

3. Notwithstanding anything to the contrary contained herein, the pecuniary amount shall be determined assuming a Tennessee inheritance tax marital deduction is allowed for property devised to my husband (in a manner qualifying for such marital deduction) and shall be increased if and to the extent required by sub-paragraph 2 of paragraph D of this Item.

D. For purposes of funding the Weesner Family Trust:

1. Property allocated in kind shall be valued at its fair market value as of the date of its allocation to the Weesner Family Trust; and

2. Any property or proceeds with respect to which the Tennessee inheritance tax marital deduction would not be allowable, if distributed outright to my husband, shall be allocated to the Weesner Family Trust.

E S W

VII

A. If my husband survives me, then I give to my Trustee to be held, as of the date of my death, in a separate trust to be called the "Weesner TN QTIP Trust" an amount (but not less than zero) equal to the result of: (i) the largest pecuniary amount which will not increase the federal estate tax payable by reason of my death (assuming for this calculation this bequest is not eligible for the federal marital deduction), less (ii) the amount with which the Weesner Family Trust is funded, and less (iii) the amount, if any, by which all other dispositions of property made by me which are includible in my estate for federal estate tax law purposes and which do not qualify for deductions for federal estate tax purposes. Only property includible in my estate for Tennessee death tax purposes may be used to fund the Weesner TN QTIP Trust.

B. I recognize that under certain circumstances no property may be allocated to the Weesner TN QTIP Trust pursuant to the formula set forth in paragraph A of this Item.

C. The Weesner TN QTIP Trust is intended to be eligible as a qualified terminable interest property trust under the laws of the state of Tennessee applicable to my estate, if such treatment is elected by my Executor. The terms of this Will shall be interpreted to this end.

D. The Weesner TN QTIP Trust shall be held, administered and distributed as follows:

1. During the period that my husband survives me, the Trustee shall pay to my husband all the net income from the trust, at least quarterly. The Trustee may also distribute to or for the benefit of my husband as much of the principal of the trust as the Trustee, in her discretion, may consider advisable for my husband's health, maintenance and support. In considering whether to make discretionary distributions of principal to my husband, the Trustee shall take into consideration, to the extent that the Trustee deems advisable, any income or resources of my husband which are outside of the trust and are known to the Trustee.

2. My husband shall have the absolute and

unequivocal right to compel the Trustee, at any time, to convert any non-productive property held as an asset of the trust to productive property; this right shall be exercised in a writing delivered to the Trustee.

3. The Trustee shall pay from this trust to the personal representative of my husband's estate the amount by which the estate and inheritance taxes payable in any jurisdiction by reason of my husband's death are increased as a result of the inclusion of any part of the Weesner TN QTIP Trust in my husband's gross estate for such tax purposes, and without reimbursement, recovery, or contribution from any person, which amount shall be certified in writing by the personal representative of my husband's estate. The amount so payable may be paid either directly or to that personal representative as the Trustee determines.

4. If my husband survives me, then upon his death, he may appoint outright all or any lesser portion of the then remaining principal and undistributed income of the trust to any one or more of his issue then living, by making express reference hereto in his Last Will and Testament as admitted to probate. Insofar as my husband fails to validly exercise such limited power of appointment, then the assets then remaining in the trust shall be distributed in accordance with the terms of the Weesner Family Trust.

VIII

I give, devise and bequeath all the rest, residue and remainder of my estate as follows:

A. If my husband survives me, to him outright, in fee simple and free from trust; or

B. If my husband does not survive me, to my Trustee to be held and administered as a part of the Weesner Family Trust in accordance with the terms of Item IX below.

IX

The Weesner Family Trust shall be administered as follows:

A. During the period prior to the death of my husband and the death of my brother, John F. Shaw, the Trustee, in her sole and absolute discretion, may accumulate the income and/or principal of

the trust or she may make distributions of income and/or principal to my husband, and my brother, John F. Shaw, and my then living issue to provide for their comfortable maintenance, reasonable comfort, support, medical needs or emergency needs. It is my desire that the Trustee bear in mind my primary intent that my husband be properly cared for following my death.

B. Upon either (i)(a) the death of my husband or upon my death if he does not survive me and (b) the death of my brother, John F. Shaw or (ii) (a) the death of my husband or upon my death if he does not survive me and (b) the establishment of a trust under my husband's Will of which John F. Shaw is a beneficiary, then the Trustee shall divide the then remaining principal and undistributed income into as many separate equal in value portions as I have children then living and deceased children with issue then living. Each portion established for a living child of mine shall be distributed outright to him or her. Each portion established for the issue then living of a deceased child of mine shall be held in a separate trust named for such deceased child and held, administered and distributed according to the following terms and conditions:

1. The trust shall be held in separate shares for the benefit of the issue then living, per stirpes, of the deceased child of mine for whom the trust is named. The trust income and principal may be used, in the Trustee's sole and absolute discretion, for the support, maintenance, education and reasonable comfort of the beneficiary of the trust or share thereof. Any amounts of income not so distributed shall be added to principal at least annually by the end of each calendar year.

2. Provided, however, when any beneficiary attains age twenty-one (21), the Trustee shall from that date forward distribute, at least quarterly, to such beneficiary the net income from such beneficiary's trust or share thereof.

C. Each separate trust which may be established pursuant to paragraph B, above, shall be distributed as follows:

1. As each beneficiary attains age twenty-five (25), the trust, as to that beneficiary, shall terminate. The portion of the trust held for his or her benefit shall then be distributed outright to such beneficiary.

2. If any beneficiary dies before receiving his or her portion of the trust but leaves issue surviving, such beneficiary's portion of the trust shall inure to the benefit of his or her issue then living, per stirpes.

3. If any beneficiary dies without issue surviving, such beneficiary's portion of the trust shall be distributed to the issue of my deceased child (for whom the trust is named) in such proportion that the trust will inure to the benefit of his or her issue then living, per stirpes.

4. If there is a complete failure of my deceased child's issue before the trust is terminated and I have issue then living, then any properties then remaining in the trust shall be distributed to my issue then living, per stirpes.

5. If there is a complete failure of my issue before the trust is terminated, then at such time any such property remaining in the trust shall be distributed to the persons who may then be my heirs-at-law as determinated under the laws of the State of Tennessee then in force.

6. If a distribution is to be made under the terms of subparagraphs two (2) through five (5) above to a beneficiary who is under age twenty-five (25), then such distribution shall be added to the share then being held in trust under this Item for such beneficiary and shall be held, administered and distributed as a part thereof. Provided, however, if said beneficiary does not have a share then being held under this Item, then said distribution shall be held in trust for the beneficiary and shall be administered and distributed upon the same terms and conditions as a trust created under this Item.

X

In the administration of the trusts herein created and the distribution of the income and principal thereof, the Trustee, in addition to and not by limitation of the duties and powers provided elsewhere in this Will or by law, shall be governed by the

following provisions:

A. Whenever income and/or principal may be distributed to or for the benefit of a beneficiary, such distributions may be made to such beneficiary or to others for the use or benefit of such beneficiary, as the Trustee deems appropriate. The receipt of the distributee shall be a sufficient acquittance for the Trustee. Further, such distributions may be made without the intervention or the approval of any court.

B. Any income from any trust created hereunder accrued for any beneficiary which is undistributed at the time of the death of such beneficiary shall be payable to the estate of such beneficiary.

C. Notwithstanding anything in this Will to the contrary, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who are living at the time of my death. Upon the expiration of such period, all trusts shall terminate and the principal and undistributed income thereof shall be distributed outright to the then beneficiaries of each trust with each beneficiary receiving the share of each trust held for his or her benefit.

D. No part of any trust estate 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 the same, or any part thereof, by assignment or otherwise.

XI

In the administration of the trusts herein created and the distribution of the income and principal thereof, the Trustee, in addition to and not by limitation of the duties or powers provided elsewhere in the Will or by law, shall have the following powers:

A. The powers enumerated in the provisions of §35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said provisions (as in force on the date of execution of this Will) are hereby

incorporated by reference as though fully copied verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. The Trustee is authorized to commingle any and all trusts which may be created herein, other than the Weesner TN QTIP Trust, for the purposes of investment and administration, provided adequate records of each trust and each beneficiary's interest in each trust are maintained.

C. The Trustee may purchase real estate and may (other than in the Weesner TN QTIP Trust) establish a reasonable reserve for the repair, maintenance or improvement of any real estate which the Trustee holds in trust. Such reserve may be funded from trust income, and references to net income in this Will shall mean gross income less expenses charged to income and less the amounts, if any, set aside under this paragraph.

D. Whenever it shall become necessary to divide assets between the trusts herein created, or within any of said trusts, or to distribute any of said assets or to satisfy a pecuniary amount, such division or distribution shall be made in any manner deemed proper by the Trustee and may be made in cash or in kind, or partly in cash and partly in kind. Also, the judgment of the Trustee on the relative value of such assets shall be binding and conclusive on all interested parties.

E. The Trustee may terminate any trust created in this Will if the Trustee feels that the trust is insufficient in size to be properly administered for the best interest of the trust beneficiary or beneficiaries. Upon such termination, the Trustee shall distribute the trust principal to the then trust income beneficiary or beneficiaries with each beneficiary of each trust receiving the portion of the trust held for his or her benefit. Provided, however, if there is more than one income beneficiary of a trust, then each beneficiary shall receive an equal share of trust principal.

F. The Trustee shall not be required to render an accounting to any court; however, an annual accounting of each trust herein

created shall be rendered to the then trust income beneficiaries (or their guardians).

XII

Any Trustee under this Will shall have the right to resign from such capacity on sixty (60) days' written notice to the beneficiaries, and may be removed as such Trustee by written notice thereof delivered to said Trustee and signed by a majority of the then adult beneficiaries hereunder and the legal guardians of minor beneficiaries and beneficiaries under disability. In the event of the resignation or removal of the Trustee, a successor Trustee shall be appointed. Any successor Trustee shall be an individual or a bank or trust company, authorized to administer trusts and having a combined capital surplus and undivided profits in excess of One Hundred Million Dollars ($100,000,000.00). Any successor Trustee (whether individual or corporate) shall be designated for this purpose by a majority of the then adult beneficiaries hereunder and the legal guardians of minor beneficiaries and beneficiaries under disability.

XIII

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor shall have the following powers:

A. The powers enumerated in the provisions of §35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. The power to exercise any election available to my estate with regard to claiming any administration expense either as a deduction for any death tax or income tax purpose. Said elections may be made in such manner as will minimize the total tax burden,

if any, on my estate and shall not require adjustments as between the income and principal accounts of my estate. I hereby relieve my Executor of any liability to any beneficiary by reason or making or failing to make any such election.

C. To the extent allowable under applicable Tennessee law at the time of my death, I hereby relieve my Executor from any duty or responsibility to file accountings, reports or inventories with any court having jurisdiction over my estate.

XIV

A. Purchasers from, lenders to and other dealing with my Executor and Trustee shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of such purchase, loan or other money or property. Written receipts and/or cancelled checks retained by my Executor and Trustee shall be good and sufficient discharges for the sums therein stated to have been received. Transfer agents and other persons dealing with my Executor and Trustee may deal with them as if they were the sole owner of the property dealt with.

B. Any Executor or Trustee serving hereunder shall be entitled to reasonable compensation for services rendered, and may be reimbursed for their expenses. Any such expenses may be charged, in the Executor's and Trustee's discretion, to either income or principal.

XV

Currently, my immediate family includes only my husband, George W. Weesner, and my children, Carolyn W. Callighan (Mrs. John Callighan), Margaret W. Weesner and Charles W. Weesner. I include as a beneficiary my brother, John G. Shaw, who currently resides in Florida.

XVI

In the event that my husband and I die under such

circumstances that it is not possible to determine which of us survived the other, it shall be presumed for all purposes that my husband survived me.

XVII

As used in this Will, the following definitions shall apply:

A. In referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice versa, if the context indicates that such a reading would be appropriate. If a successor Executor or Trustee is appointed, any reference to the words "Executor" or "Trustee" shall be deemed to refer to such successor Executor or Trustee.

B. The term "issue", as used in paragraph C of Item IX, is to be interpreted so as to insure that living parents do not share any distribution of principal with their issue, but rather the parent would take to the exclusion of his or her issue. Wherever used in this Will, the terms "issue", "child" or "children" shall include adopted persons.

C. The term "education" is to be construed liberally and is to include, but is not necessarily limited to, undergraduate as well as postgraduate institutions, institutions, institutions for children or adults subject to learning disabilities, vocational or trade schools. Expenses incurred in education shall be deemed to include all costs incident to obtaining such education as well as transportation expenses for a reasonable number of trips between home and the educational institution.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last and Testament, consisting of sixteen (16) typewritten pages (including the affidavit) and for the purposes of identification I have initialed each such page, all in the presence of the persons witnessing it at my request, on this the 26th day of July, 2004.

Elizabeth Shaw Weesner

ELIZABETH SHAW WEESNER

The foregoing instrument was signed, published and declared by Elizabeth Shaw Weesner, the Testator, to be her Last Will and Testament, in the presence of all of us at one and the same time, and we, at her request, and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 26th day of July, 2004, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESSES:

Carol K McCoy

Nancy Bowen

ADDRESSES:

1211 16th Ave S.
Nashville, TN 37212

1211 16th Avenue South
Nashville, TN 37212

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STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned notary public, CLAIBORNE K. MCLEMORE III and Nancy Bowen, who, after being duly sworn according to law, depose and say:

1. That they are citizens of DAVIDSON and Sumner Counties, respectively, in Tennessee, and are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Elizabeth Shaw Weesner, the Testator, dated July 26, 2004, 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 her 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 her 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 to be under any undue influence.

[illegible]

Nancy Bowen

Sworn to and subscribed to before me, this 21th day of July, 2004.

Dawn E. Wright
Notary Public

My commission expires: 5-24-08

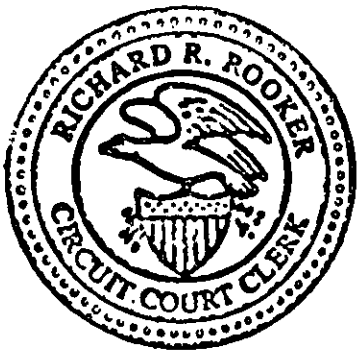
STATE OF TENNESSEE

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 JANUARY , 2010 , in Case Number 09P1919 between CALLIGHAN, CAROLYN W Petitioner, and WEESNER, ELIZABETH SHAW 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 29 day of NOVEMBER 2011

RICHARD R. ROOKER, Clerk,

SEAL



By _____
Deputy Clerk