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RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

NELLE SANDERS HOLT

I, NELLE SANDERS HOLT, a resident of Davidson County, Tennessee hereby make, publish and declare this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

ITEM ONE:

I nominate and appoint my son, JACK SANDERS HOLT and my daughter, KATHY HOLT WEEDMAN, as Co-Executors and Co-Trustees hereunder. If either my said son or my said daughter fails to serve or ceases to serve, I nominate and appoint as Co-Executor and Co-Trustee my daughter, JANELLE MARIE HOLT. If two of my said children fail to serve or cease to serve, the remaining child may serve alone. I authorize my Co-Executors to name a resident attorney in good standing or a bank or trust company having power to serve to serve as Co-Executor or sole Executor, if necessary and advisable in the discretion of my Executor. I excuse my Executors and Trustees and successors from bond in all cases. All references herein to my "Executor" shall be construed to include my successor or alternate Executor or Executors

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NELLE SANDERS HOLT

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as well. If it is required or appropriate for the administration of my estate in any jurisdiction, other then Tennessee, I empower my Co-Executors named herein to qualify therein or to designate one or more individuals or a bank or trust company with power to act, to serve as Co-Executor or sole Executor as the case may be and to excuse bond.

ITEM TWO:

All of my tangible personal effects, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles, and all articles of personal or household use or adornment together with all policies of insurance on such property which I may own at my death, other than money, securities, and the like, I give outright in equal shares to my children, JANELLE MARIE HOLT, KATHY HOLT WEEDMAN, and JACK SANDERS HOLT.

I trust and rely on my children's love for me and each other in agreeing on a fair division to the satisfaction of all.

In the event any child of mine predeceases me and any beneficiary under this ITEM TWO is too young to need or otherwise be unable to use the property passing to such beneficiary, or any part thereof, my Executor may in his absolute discretion:

(1) hold all or any part of such property for the beneficiary until the beneficiary shall have need or use of it, or

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(2) deliver all or part to the beneficiary thereof, or to the guardian of such beneficiary, or to any person with whom such beneficiary is residing, for the use of said beneficiary, without further responsibility to the Executor, or

(3) sell all or part and give the proceeds to such beneficiary, or to the beneficiary's guardian or guardians, to the person with whom such beneficiary is residing, or add the proceeds to any trust created hereunder for the beneficiary.

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

ITEM THREE:

Whatever interest I may own in a condominium unit generally known as Villager Condominium East, Nashville, Davidson County, Tennessee, I give and devise to my daughter, KATHY HOLT WEEDMAN, if she survives me.

ITEM FOUR:

All the rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, shall be apportioned so as to provide one (1) equal share for each then living child of mine, and one (1) equal share collectively for the family group composed of the then living issue of any then deceased child of mine, my intention being that a complete distribution of the residue of my estate be made hereunder.

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(1) The share apportioned to each living child of mine shall be paid over and delivered to the child outright and free of any trust.

(2) The share apportioned to the then living descendants of a deceased child of mine shall be divided per stirpes among such descendants and the portion going to each beneficiary twenty-one (21) years of age or older shall vest in and be paid over and delivered to such beneficiary outright and free of Trust, whereas the portion going to any beneficiary then under the age of twenty-one (21) shall, though vested, be held in trust with discretion in the Trustee to use the net income or principal or both, of such portion for the support, care, education, health care, funeral expenses and best interest of the beneficiary until the twenty-first (21st) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

ITEM FIVE:

Neither the principal nor the income of any Trust hereunder shall be subject to assignment, anticipation or encumbrance by a beneficiary nor to any involuntary process whatever at the instance of any claimant against a beneficiary.

ITEM SIX:

To the Executor and successors respecting my estate and to the Trustee and successors respecting my Trusts, I give the following powers (in addition to all others possessed by them)

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which shall be exercisable in their discretion and until final distribution is made and without application to any Court:

A. To hold and retain as investments of any Trust pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate or the Trust; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind, and all property of any kind, at any time held by them or either of them and at public or private sale, at such prices and upon such terms as to them shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to borrow money and to pledge assets comprising my estate or the Trust; to compromise claims (including taxes) for or against my estate or the Trust; to improve any real estate and to lease real estate as they choose, including power to sign leases for periods extending beyond the duration of the Trust; to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of the Trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Executor and of the Trustee shall be exercisable without the necessity of application to any Court. I also authorize the Executor and Trustee to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

B. In addition to the foregoing, I give all the powers recited in the introductory paragraph and thirty-two (32) subparagraphs of Tennessee Code Annotated Section 35-50-110 as if the language thereof were incorporated in this Will verbatim.

C. The Executor and Trustee shall be excused from filing inventories or making reports to any Court but shall make reports to the beneficiaries at reasonable intervals.

D. The Trustee shall have full power and discretion to determine whether any money or other property received by them is principal or income, and what expenses shall be charged to income or principal, and their decision shall be final.

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E. Upon termination of any trust, the Trustee in their discretion may make distribution either in cash of in kind, or partly in cash and partly in kind. Upon termination of the trust, the powers of the Trustee to sell and transfer the corpus of the trust shall continue to the extent necessary in order to enable the Trustee to wind up the trust estate, pay the expenses thereof, and distribute the corpus thereof to the persons entitled thereto.

F. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. Whenever the word fiduciary, "Executor" or "Trustee" appears herein, it shall be construed as including any successor fiduciary, executor or trustee, as the case may be, and the singular form shall include the plural and the plural form shall included the singular unless a contrary intent is indicated by the context.

G. In accordance with Tennessee Code Annotated Section 31-2-103, I direct that any real property that I may own at my death be administered as part of my estate subject to the control of my Executor. The Executor shall have full authority, discretion and power to sell, convey, improve, lease, encumber, or in any other manner deal with and administer any such real property, without the requirement of having to obtain the approval of any court, the joinder of any beneficiary or the disclosure of the identity of any beneficiary of my estate. All such real property shall be deemed to be personal property following my death, subject to sale by the Executor, for the purposes of facilitating the distribution of my estate among the beneficiaries of my Will and paying any taxes, administrative expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

ITEM SEVEN:

If the principal of any trust created hereunder should be too small to justify the creation or continuance of the trust for economic reasons, the Trustee, in the Trustee's sole discretion, may terminate such trust and distribute the principal and any undistributed income to the beneficiaries of such trust, thereby terminating the trust. If the Trustee acting hereunder are at

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any time also acting as Trustee for the same beneficiary or beneficiaries under another instrument, by whomever established, the Trustee may commingle the Trusts to the extent deemed feasible by the Trustee notwithstanding minor differences of provisions, and thereafter administer the commingled Trusts in accordance with the provisions of the Trust instrument selected by the Trustee for that purpose.

ITEM EIGHT:

If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or any Trust created hereunder, or any part thereof, such assets shall be paid over absolutely and in fee simple in equal shares to such beneficiary or beneficiaries who survive me, otherwise to the persons then living and in their respective shares as if I had died a resident of the State of Tennessee immediately following such failure of beneficiaries and without leaving a Will.

ITEM NINE:

Despite any other provisions of this instrument, no property shall be retained in trust hereunder for more than twenty-one (21) years after the death of the last to die of my descendants living on the date of my death and each share of the trust property, if any, still retained in trust at the end of that period shall be distributed immediately to the beneficiary to whom the share is vested, and if any share is not then vested such share shall be distributed immediately to the income beneficiary or beneficiaries of such trust.

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ITEM TEN

The proceeds of any insurance on my life which are receivable by my Executor or Trustee may be used, but only in the sole and uncontrolled discretion of the Executor or Trustee in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

This Will is written on eight (8) pages.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses this the 30 day of July, 2009.

Nelle Sanders Holt
NELLE SANDERS HOLT

The foregoing instrument was signed, published and declared by the said NELLE SANDERS HOLT as and for her Last Will and Testament, in the joint sight and presence of the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

Alan B Wright residing at Nashville, Tennessee

Alan B Wright

Erik Thorngren residing at NASHVILLE, TN

ERIK THORNGREN

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STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On July 30, 2009, we subscribed our names as attesting witnesses to the Will of NELLE SANDERS HOLT at her request and in her sight and presence and in the sight and presence of each other. Said Will was executed by the Testatrix in our presence. We considered her to be of sound mind at the time said Will was executed, and she was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

Ella B Wright

Earl Young

SWORN TO AND SUBSCRIBED before me this 30 day of July, 2009.

Tawnya M. Buster
Notary Public

My commission expires:

May 8, 2012

TAWNYA M. BUSTER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN

My Commission Expires MAY 8, 2012

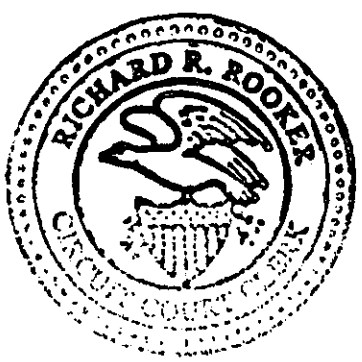
STATE OF TENNESSEE

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 07 day of MARCH , 2012 , in Case Number 12P379 between WEEDMAN, KATHY HOLT ET.AL Petitioner, and HOLT, NELLE SANDERS 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 APRIL 2012

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk