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RICHARD R. ROOKER, CLERK

LAST WILL AND TESTAMENT

OF

ROBERT L. SULLIVAN

I, ROBERT L. SULLIVAN, a resident of 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.

ITEM I

I direct that all of my legal debts (excluding debts secured by mortgages or other security instruments), my funeral expenses, and the costs of administration of my estate be paid as soon as practicable and convenient after my death. My Executrix, in her sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ITEM II

I give, devise, and bequeath the following specific items as follows:

1. To my brother, James Terry Sullivan, all of my property, both real and personal, located within the state of Illinois;
2. To my brother, James Terry Sullivan, all of my guns;
3. To my niece, Kimberly Dawn Ecker, my twelve-string guitar handmade by Jerry Jones;
4. To my nephew, Robert Terry Sullivan, my Heritage solid body guitar;
5. To my nephew, Terry Eugene Sullivan, my Heritage ES 335 model guitar;
6. To my friend, David Cannon, my Fender and Telecaster amplifiers located at his residence;
7. To my friend, John Griffin, my Heritage Les Paul guitar;

RS

8. To my associate and friend, Tiffany Dunn, the following artwork located in my Loeb office: (1) Marvin Posey "Jazz Musicians" serigraph, (2) Yvonne Mora "The Orchestra" oil, and (3) Joel Knapp "Beale Street" oil on canvas;
9. To my associate and friend, Jamie Hawkins, my Johnny Cash Madison Square Garden Ticket purchased at the Sotheby's auction;
10. To my friend and associate, Brittany Adkins Schaffer, my two guitar serigraphs located in my Loeb office;
11. To my wife, Catherine C. Sullivan, the following guitars: (1) my Johnny Cash Black Martin #14, (2) my Johnny Cash Santa Cruz, (3) my Epiphone autographed by B.B. King, and (4) my red Fender Coronado II.

ITEM III

I give, devise, and bequeath all the rest, remainder and residue of my entire estate of every kind and wherever situated to my wife, Catherine C. Sullivan. If my wife does not survive me, I give, devise, and bequeath all the rest of my entire estate as follows:

A. To my nieces, nephews, great-nieces and great-nephews, the sum of ten thousand dollars ($10,000.00) each;

B. To my wife's nieces, nephews, great-nieces and great-nephews, the sum of ten thousand dollars ($10,000.00) each;

C. To my mother Wilma Jean Sullivan, the sum of ten thousand dollars ($10,000.00);

D. To my sister-in-law Barbara Sullivan, the sum of ten thousand dollars ($10,000.00);

E. To Celia J. Leibacher, the sum of one hundred thousand dollars ($100,000.00);

F. To Julie Russell, the sum of ten thousand dollars ($10,000.00);

G. To George H. Cate, Jr. , all automobiles;

RS

H. To Carolyn Cate James, Emily Cate Tidwell, and George H. Cate, III, all tangible property located at my residence;

I. To Tennessee Delta Phi Kappa Psi House Corporation, the sum of ten thousand dollars ($10,000.00);

J. To my aunt Jo Rion, the sum of ten thousand dollars ($10,000.00);

K. All the rest and residue of my estate as follows:

1. To Nashville Humane Association, ten percent (10%);
2. To West End United Methodist Church, ten percent (10%);
3. To Harpeth Hall School, thirty percent (30%);
4. To Vanderbilt University Law School, thirty percent (30%);
5. To American Red Cross-Nashville Chapter, ten percent (10%);
6. To Be The Match-National Donor Registry, ten percent (10%).

ITEM IV

I nominate and appoint Catherine C. Sullivan as Executrix of this my Last Will and Testament; and I direct that she not be required to make bond in such capacity in any jurisdiction. If Catherine C. Sullivan does not survive me, or if she for any reason fails to qualify as Executrix of this my Last Will and Testament (or having qualified, die or resign), then I direct that George H. Cate, III shall serve as Executor of this my Last Will and Testament; and I direct that the Executor shall not be required to make bond in such capacity in any jurisdiction. . If George H. Cate III does not survive me, or if he for any reason fails to qualify as Executor of this my Last Will and Testament (or having qualified, die or resign), then I direct that Fred James, Jr. shall serve as Executor of this my Last Will and Testament; and I direct that the Executor shall not be required to make bond in such capacity in any jurisdiction I authorize my Executrix and any successor in that capacity (including any substitute personal representative) in the exercise of

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reasonable discretion in respect to all property, real and personal, at any time forming part of my estate, to exercise any or all of the powers set forth in Tennessee Code Annotated § 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. In addition, my Executrix and any successors are authorized to do any and all things which I might do if living and which my Executrix or any successors shall deem advisable for the proper protection and management of the assets of my estate during its administration.

ITEM V

Pursuant to the provisions of Tennessee Code Annotated § 30-20-310, the Executrix is excused from the requirement of making and filing an inventory with the court exercising probate jurisdiction over my estate. Further, pursuant to the provisions of Tennessee Code Annotated § 30-2-601, the Executrix is excused from the requirement of making and filing accountings with the court exercising probate jurisdiction over my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of four (4) typewritten pages, each of which is identified by my signature thereon, this 22 day of AUGUST, 2011, and do publish and declare this as my Last Will and Testament, in the presence of each and all of the subscribing witnesses who I have requested to act as such by signing the Attestation Clause and Affidavit to prove this Will pursuant to the provisions of T.C.A. § 32-2-110.

Robert L. Sullivan, Testator

RS

ATTESTATION CLAUSE

The foregoing instrument, consisting of four (4) typewritten pages, was signed, published, and declared by the Testator to be his Last Will and Testament, in our sight and presence, and we, at his request, and in his sight and presence, and in the sight and presence of each other, have hereunto subscribed our names as witnesses, this 22nd day of August, 2011, at Nashville, Tennessee.

NAME	ADDRESS
Ilene L. Shipp	9015 Englishwood Court Brentwood TN 37027
T. Richard Travis	6032 Manor Place, Brentwood, TN
Cynthia Jones	1412 Willowbrooke Circle Franklin TN

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, the undersigned, being first duly sworn, make oath that Robert L. Sullivan, on the day and date written below, declared and signified to us that the foregoing instrument was his Last Will and Testament; that he then signed said instrument in our sight and presence; that we, at his request and in his sight and presence, and in the sight and presence of each other, then subscribed our names thereto as attesting witnesses; that at the time of execution the Testator was more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence; and that the undersigned, each being more than eighteen (18) years of age, make and sign this Affidavit at the Testator's request on the date and day written above.

NAME	ADDRESS
Dene L. Shipp	9015 Englishwood Court Brentwood TN 37027
J. Richard Travis	6037 Manor Place, Brentwood, TN
Cynthia Jones	1412 Willowbrooke Circle, Franklin TN

SWORN AND SUBSCRIBED to before me this 22ND day of AUGUST, 2011.

Janet F. Gushura
NOTARY PUBLIC

MY COMMISSION EXPIRES:

JANET F. GUSHURA
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

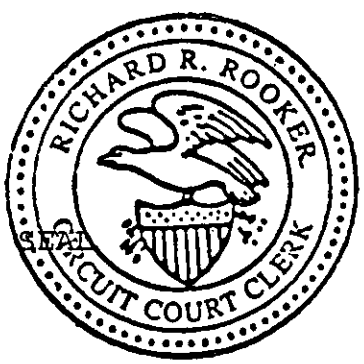
My Commission Expires JULY 8, 2013

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 11 day of OCTOBER , 2011 , in Case Number 11P1511 between SULLIVAN, CATHERINE C. Petitioner, and SULLIVAN, ROBERT L. 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 13 day of FEBRUARY 2013

RICHARD R. ROOKER, Clerk,



By _____

Deputy Clerk