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LAST WILL & TESTAMENT OF SAUNDRA MITCHELL

I, SAUNDRA MITCHELL, a resident of Nashville, Tennessee, being of sound mind and disposing memory, do make and declare this document as my Will, revoking all former Wills and Codicils made by me.

IDENTIFICATION OF FAMILY

I am a widow and have one child, CATHERINE SANFORD.

ITEM 1
APPOINTMENT OF EXECUTOR

I appoint my daughter, CATHERINE SANFORD, to serve as the Executor of this Will. In the event that Catherine Sanford is unavailable, unable or unwilling to serve, I appoint her husband, KEVIN DUFFY, as alternate Executor.

To the extent permitted by applicable law, my Executor shall not be required to furnish bond, file any inventory or accountings with respect to the performance of the Executor's duties.

I intend that my Executor shall manage and administer my estate fairly, honestly, and in good faith with diligence and reasonable care. However, I relieve my Executor from any liability resulting from an honest mistake of judgment made while serving.

ITEM 2
TANGIBLE PERSONAL PROPERTY AND BEQUESTS

A. **Specific Bequests of Tangible Personal Property.** After I sign this Will, I may leave a letter or other written document signed by me or both addressing the distribution of certain items of my tangible personal property. If I prepare this document, I will keep it with my Will. If my Executor finds this document, it is my desire that the wishes expressed in such document be carried out. If my Executor has not found such a document within 45 days of my death, it shall be presumed that no such document exists.

All bequests under the document described above in this Item are contingent upon my owning the item or items bequeathed at my death and upon the recipient

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surviving me, unless I expressly provide otherwise in the written document kept with my Will.

B. **General Bequest of Personal Property.** I bequeath to my daughter CATHERINE SANFORD all of my tangible personal property except for any personal property specifically bequeathed under Paragraph (A) above in this Item.

ITEM 3
RESIDUARY ESTATE

I bequeath to my daughter, CATHERINE SANFORD, all of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and where so ever situated, including all property which I may acquire or become entitled to after the execution of this Will, except for any personal property specifically bequeathed to another in any document described above in Paragraph A of Item 3 above.

ITEM 4
CONTINGENT BENEFICIARIES

In the event that my daughter Catherine Sanford predeceases me, I leave all of the property described in Item 3 above in two equal shares to be held by Kevin Duffy as Trustee for the benefit of my two grandchildren, Zane Sanford Duffy and Catherine Elizabeth Duffy, subject to the provisions of Items 5 and 6, below.

ITEM 5
SUPPLEMENTAL NEEDS TRUST
FOR THE BENEFIT OF ZANE SANFORD DUFFY

In the event my daughter Catherine Sanford predeceases me, I direct that one-half of all my property described in Item 3 above shall be distributed to KEVIN DUFFY as Trustee of this Supplemental Needs Trust for the benefit of my grandson ZANE SANFORD DUFFY, who is disabled. As long as the Trustee of this Supplemental Needs Trust is Kevin Duffy, the Trustee shall not be required to furnish surety or any bond or accountings with respect to the trust property.

In the event that there is any conflict or inconsistency between any provisions of this Item and any provision found in any other Item of this Will, then the applicable provision(s) of this Item shall control with respect to the administration of the trust established for the disabled beneficiary.

A. **Purposes of Trust.** I intend this trust to conserve assets and to provide a supplement to any income or benefits that ZANE SANFORD DUFFY might be receiving, or may be eligible to receive from any source, including any government or governmental department or agency, as a result of his disability, and, upon the death of ZANE SANFORD DUFFY, to provide for burial expenses if those expenses are not

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otherwise provided for. If ZANE SANFORD DUFFY'S disability entitles him to receive income or benefits from any source, including any government or governmental department or agency, the purpose of the property in this trust is to provide only for the beneficiary's extra and supplemental care and special needs.

B. Distribution of Trust Assets. The Trustee shall pay to or provide for the benefit of a disabled beneficiary, at any time and from time to time, such amount of income or principal of the trust that will not cause the disabled beneficiary to become ineligible for governmental financial assistance benefits, if the beneficiary is receiving such benefits.

The Trustee may also distribute discretionary amounts of income and principal for special or supplemental needs, as defined in Section C of this Item below, which are not otherwise provided for by governmental financial assistance and benefits, or by the providers of services to the disabled beneficiary. Any undistributed income shall be added to principal on an annual basis.

The Trustee shall have no obligation to expend trust assets for the disabled beneficiary, but, if the Trustee, in the Trustee's sole, unlimited and absolute discretion, decides to expend trust assets to or for the benefit of a disabled beneficiary, under no circumstances shall any amounts be paid or reimbursed to the federal government, any state, or any governmental agency for any purpose, including for the care, support and maintenance of a disabled beneficiary.

The Trustee shall not make payments to or on behalf of the disabled beneficiary that would threaten receipt of or eligibility to receive income or support by the disabled beneficiary from any source. Otherwise, the Trustee shall make whatever payment to or on behalf of the disabled beneficiary from the income and principal of the trust which the Trustee, in the Trustee's sole, unlimited and absolute discretion, deems consistent with the purposes of this trust. Neither the disabled beneficiary nor any other person or entity shall have the right to compel any such payment. The trust shall be exempt from court jurisdiction, except for the limited purposes of amending or reforming the trust, as provided in Section H of this Item below, and determining eligibility for assistance, as provided in Section I of this Item below.

No trust assets shall be used to supplant or replace any public assistance benefits of any government or governmental agency that serves persons with handicaps, disabilities, or incapacities that are the same or similar to those of the disabled beneficiary. For purposes of determining the disabled beneficiary's eligibility for such benefits, no part of the income or principal of the trust shall be considered available to the disabled beneficiary. In the event the Trustee is requested by any department or agency to release income or principal to or on behalf of the disabled beneficiary to pay for equipment, medication or services that other organizations, departments or agencies are authorized to provide, or in the event the Trustee is requested by any department or agency administering such benefits to

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petition any Court or any other administrative agency for the release of income or principal for this purpose, the Trustee shall deny such request and is directed to defend, at the expense of the trust estate, any contest of this provision or other attack of any nature whatsoever.

C. Special or Supplemental Needs Defined. "Special or supplemental needs" refer to the requisites for maintaining the good health, safety, and welfare of the disabled beneficiary when, in the sole, absolute and unlimited discretion of the Trustee, such requisites are not being provided by any government or governmental department or agency. "Special or supplemental needs" shall include medical and dental expenses, medications, annual independent check-ups, clothing and equipment, any tangible items for the use and enjoyment of the beneficiary, training programs, education, treatment and rehabilitation, private residential care, transportation (including vehicle purchase, maintenance, and insurance), and essential dietary needs other than regular daily meals if such meals are being provided by any governmental program or service. "Special or supplemental needs" may also include, but not be limited to: payment to third-parties for care or services to the disabled beneficiary, electronic or other equipment such as radios, recorded music players, television sets, video recording devices, and computer equipment, or any assistive devices, vacations, and direct purchase of appropriate gifts for the beneficiary's relatives and friends.

D. Investment of Trust Assets. The trust shall be considered primarily for the benefit of the disabled beneficiary, and only incidentally for the benefit of the persons who would receive the assets of the trust upon the termination of the trust. Consequently, the Trustee shall invest the trust assets and expend amounts from the trust for the benefit of, and to last the lifetime of, the disabled beneficiary and in order to provide for the comfort and happiness of the disabled beneficiary consistent with the purposes of this trust, without regard to the effect that such investments or distributions might have upon the interests of the persons who would receive the assets of the trust upon the termination of the trust.

E. Duty of Trustee to Seek Benefits for Disabled Beneficiary. Because the disabled beneficiary is handicapped or incapacitated, and is dependent on the support and aid of others, the Trustee may, in the exercise of the Trustee's best judgment and fiduciary duty, seek support and maintenance for the disabled beneficiary from all available public resources including, but not limited to, Social Security Administration benefits, Supplemental Security Income (SSI), Medicaid, Federal Social Security Disability Insurance (SSDI), and any other comparable state, federal, or local program.

F. Residential Placement of Disabled Beneficiary. The Trustee is authorized to make appropriate arrangements for the placement of the disabled beneficiary in a residential facility, if such placement becomes necessary or advisable. If the disabled beneficiary resides in or is placed in a residential facility, the Trustee may make any payments that the Trustee, in the Trustee's sole, absolute and unlimited

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discretion, determines are appropriate in order to provide for comforts, luxuries, and other special or supplemental needs for the disabled beneficiary with regard to the disabled beneficiary 's residence in such facility, so long as such comforts, luxuries, and other special or supplemental needs are not otherwise provided for.

G. Appointment of Guardian or Conservator for Disabled Beneficiary. If appropriate, the Trustee may seek appointment of a guardian or conservator of the property of the disabled beneficiary and all costs related to such actions, including reasonable attorney's fees, shall be a proper charge to the trust. If a guardian or conservator is appointed for the disabled beneficiary. So long as Kevin Duffy is serving as guardian or conservator of the property of the disabled beneficiary, no bond shall be required.

H. Amendment or Reformation of Trust. If consistent with the intent of the trust, the Trustee may ask a court to amend or reform the trust so that it conforms to the regulations and policies that are approved by any governing body, agency, or department relating to Supplemental Security Income benefits, Medicaid benefits or any benefits derived from any similar or successor programs. All costs related to such proceedings, including reasonable attorney's fees, shall be a proper charge to the trust.

I. Termination of Trust. This trust shall terminate upon either the death of the beneficiary or upon the distribution of all trust assets, whichever occurs first. Upon the death of the beneficiary, any assets remaining in the trust shall be distributed to the beneficiaries' surviving heirs at law, or next of kin.

ITEM 6
TRUST FOR THE BENEFIT OF CATHERINE ELIZABETH DUFFY

In the event that my daughter Catherine Sanford predeceases me, I direct that one-half of all my property described in Item 3 above shall be distributed to KEVIN DUFFY as Trustee to be held, managed, and distributed for the benefit of my granddaughter Catherine Elizabeth Duffy as set forth below. As long as KEVIN DUFFY is Trustee, the Trustee shall not be required to furnish surety or any bond or to file settlements of account.

The Trustee shall invest and reinvest the principal of said trust, shall receive the income and profits thereon and after the payment of all costs of management and administration, shall distribute the net income and the principal as follows:

A. It is my desire that my granddaughter, CATHERINE ELIZABETH DUFFY, have sufficient funds to provide for her maintenance and support as needed in the discretion of the Trustee to continue her present standard of living. I authorize and empower the Trustee to use income and such portions of the trust principal as my Trustee may deem advisable for Catherine Elizabeth Duffy's maintenance and support and also to pay her health, medical, and education expenses. In the exercise of his discretion, the Trustee shall take into consideration the resources available to

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my granddaughter from all other sources, but my Trustee shall not be required to exhaust assets from other sources before making payments from the principal of this trust.

B. Upon CATHERINE ELIZABETH DUFFY reaching the age of TWENTY-ONE (21) years, the Trustee shall upon written request of CATHERINE ELIZABETH DUFFY pay to her in cash the remaining principal. In the absence of such a written request, the trust shall continue to accumulate until such time as a written request is made to the Trustee or the Trustee, in his discretion, decides to terminate the trust and distribute the trust assets to CATHERINE ELIZABETH DUFFY.

ITEM 7
PAYMENT OF DEBTS, EXPENSES AND TAXES;
TREATMENT OF LIFE INSURANCE AND REAL PROPERTY

A. **Payment of Debts and Administration Expenses.** My Executor in the Executor's sole discretion may pay my legal debts, including any cremation, funeral or memorial expenses, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate. I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in the absolute discretion of my Executor. In the event that my residuary estate is insufficient to pay such debts and expenses, I direct that the amount thereof in excess of my residuary estate shall be paid from other assets in the order provided by law.

B. **Payment of Taxes.** I direct that my Executor pay as an expense of administration, without apportionment against the share of any beneficiary, all transfer, estate, inheritance, and other death taxes, together with any penalty or interest thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise.

C. **Treatment of Life Insurance.** Life insurance proceeds which may be or become payable to my estate may, to the extent determined to be appropriate in the sole and absolute discretion of my Executor, be used by my Executor for the payment of debts, taxes, and the administration of my estate. The balance remaining after payment of costs of administration of my estate shall become part of my residuary estate.

D. **Treatment of Real Property.** I direct that all real property which I may own at the time of my death be administered as a part of my probate estate subject to the control of the Executor for purposes of administration, as authorized by Tennessee Code Annotated § 31-2-103. It is my intention that the Executor have possession and control of my real property during the period of administration, including but not limited to the power to sell, encumber, lease or otherwise convey all or portions of such real property or interests therein without the approval of any court. In exercising such power the Executor shall be acting in a fiduciary, not an

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individual, capacity. Any commissions or other expenses arising out of the sale of any such property by my Executor shall be deemed to be a proper expense of administering my estate. Any sale of real property by my Executor shall be presumed to be reasonable.

ITEM 8
DEFINITIONS AND MISCELLANEOUS PROVISIONS

A. **Powers of Executor.** In addition to any powers and other related administrative provisions granted or contained elsewhere in this Will, if any, my Executor, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate, may exercise any and 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 set out in this statute on the date I sign this Will), even if this statute is amended or repealed hereafter and even if my estate is administered in a state other than Tennessee. I grant to my Executor the power and authority to appoint a resident Co-Executor to serve with my Executor if applicable law so requires.

B. **Construction.** Throughout this Will, references to the singular shall be deemed to include the plural, and the plural the singular as the context may require. The captions and headings of this Will are for convenience only and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

C. **Captions.** The captions and headings of this Will are for convenience only and shall not define or limit the provisions contained in this document.

IN WITNESS WHEREOF, I sign this Will in the presence of persons witnessing it, at my request, on this the 2nd day of July, 2009.

SAUNDRA MITCHELL

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Signed and declared by SAUNDRA MITCHELL, to be such person's Will in the presence of all of us at one and the same time, and we, at such person's request and in such person's presence and in the presence of each other, have subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of SAUNDRA MITCHELL and to the performance of the aforesaid act of execution on the date set out above.

WITNESSES:

Jennifer Payne — Jennifer Payne
Signature — **Print or Type Name**

2942 Sinbad Drive Nashville TN 37214
Address

Mary Payne — Mary Payne
Signature — **Print or Type Name**

608 Trayton Dr. Nash. Tn. 37214
Address

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AFFIDAVIT

STATE OF TENNESSE)
COUNTY OF DAVIDSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. They witnessed the execution of the Will of SAUNDRA MITCHELL dated July 2, 2009, to which this Affidavit is attached, and that this Affidavit is being made at the request of such person and in accordance with the provisions of Tennessee Code Annotated § 32-2-110.

2. Their signatures are affixed to the Will, they signed the Will at the request of such person, and in the presence of such person, and in the presence of each other witness, on the date recited in said Will.

3. SAUNDRA MITCHELL signed said paper writing as and for her Will in their sight and presence.

4. At the time they witnessed the Will, SAUNDRA MITCHELL was, in their opinion, of sound mind.

Jennifer Payne
Witness

Mary Payne
Witness

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 2nd day of July, 2009.

CINDY MANISCALCO NOTARY PUBLIC TENNESSEE DAVIDSON COUNTY, TENN.

Notary Public

My Commission Expires NOV. 22, 2010

My Commission Expires: _____

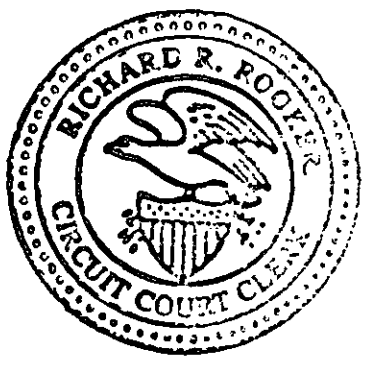
STATE OF TENNESSEE

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 ATTACHED EXHIBITS heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 23 day of FEBRUARY , 2010 , in Case Number 10P297 between SANFORD, CATHERINE Petitioner, and MITCHELL, SAUNDRA 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 JULY 2013

RICHARD R. ROOKER, Clerk,

SEAL



By _____
Deputy Clerk