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EXHIBIT A

FILED
2013 MAR -7 PM 2:12
RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

JOSEPH G. HUMBERT

I, JOSEPH G. HUMBERT, a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish, and declare this to be my Last Will and Testament, revoking all former Wills and Codicils made by me.

ARTICLE I

1.1 Spouse: My wife Charlene B. Humbert died on January 16, 1999, and I am unmarried at this time.

1.2 Children: There were two children born of our marriage, Cheryl Lynn Humbert and Mrs. Donna Humbert Goldman. Reference in this Will to my children shall mean Cheryl and Donna.

1.3 Singular and Gender Usage: Any use of a specific gender includes the other, and any use of the singular includes the plural when such meaning is appropriate.

1.4 The term "Fiduciary" shall mean the Executor, Executrix serving at any time under my Will and includes successors.

1.5 No bond is required of any fiduciary appointed under this Will or by any court.

ARTICLE II

I appoint my two children as CO-Executors under this my Last Will & Testament. I direct that no bond be required of my Executor. In the event that one of my children should predecease me, then I appoint the survivor as Executor.

ARTICLE III

My Executor is to pay all legally enforceable debts, incurred by me, my funeral and burial expenses, the expenses of my last illness, and the administration expenses of my estate. My executor may claim each estate administration expense as a deduction on the U.S. Estate Tax Return or on any U. S. Income Tax Return for my estate. No compensating adjustment between the income and principal are to be made because of the decision. All estate and inheritance taxes including interest and penalties, if any, together with all administration expenses, shall be paid out of and charged generally against the principal of my residuary estate.

ARTICLE IV

4.1 Tangible Personal Property: I give all my tangible personal property that I may own at my death, including any jewelry, clothing, household furniture and furnishings, automobiles, books, pictures, art objects, hobby equipment and collectibles and other objects to my two children, Cheryl and Donna. If either of my children predecease me, then to the survivor.

4.2 Expenses: All the cost of safeguarding, insuring, taking and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be an expense of administration of my estate.

4.3 Disputes: If a disagreement should arise between my two children as to a fair and equitable division of my personal property, then in that event, I direct that an independent appraiser be employed for the purpose of placing a fair market on all items of personalty having a monetary value or value to the general public. Based on said appraised value, each child shall alternatively select an item of personalty. The children in making such selection shall be cognizant of their fiduciary duty that at the end of the selection process, each child will have received a one/half of the total appraised value. If a dispute should arise between my two children as to one particular asset, i.e., each child wanting the same asset, then in that event, I direct that such dispute be resolved by each child bidding against the other and the high bidder obtains possession of the asset. The price to be paid by the high bidder shall be deposited in the estate checking account, or charged against the high bidder's share of the estate. I ask that the attorney for my estate be a witness to the selection process mentioned above and the dispute as to any one particular asset.

ARTICLE V

All the rest, residue and remainder of my estate, real and personal, of whatsoever kind and wheresoever located, including my residence at 2001 Earlington Drive, Nashville, Tennessee, shall be divided equally between my two children, Cheryl and Donna. If my daughter Cheryl survives me, and if she should wish to keep my home at 2001 Earlington Drive as her personal residence, either as a temporary or as a permanent residence, then in that event, I direct as follows. As a temporary residence, she shall be permitted to live in said residence for a period of two years determined from the date of my death. As a temporary residence, I direct that Cheryl be permitted to keep all items of household furniture and items of personalty needed for her to enjoy the house as a residence. I ask that these items of personalty not be sold or distributed until Cheryl vacates the residence. During this temporary residence, Cheryl shall be obligated to pay all costs of maintaining the property, including without limitation, all insurance premiums, taxes, assessments, utilities, maintenance and ordinary repairs. If at the end of the two year period, my daughter Cheryl should decide that she wants to keep the home as her permanent residence, then in that event, I direct that two real estate appraisers be employed (one to be chosen by each of my children). The average of the two fair market values as determined by the two appraisers shall be the purchase price of the home. I direct that Cheryl be permitted to purchase Donna's one/half interest based on said purchase price. If, however, at the end of the two year period, Cheryl should decide that she does not wish to keep the home as her personal residence, then in that event, I direct that my residence be sold and the net sale proceeds be divided equally (one/half to each) between my two children..

ARTICLE VI

6.1 Powers And Duties of Executor : I authorize my Executor in the exercise of all reasonable discretion with 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, Section 35-50-110, as amended, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

6.2 Authority to Administer Real Property: The Executors shall have full authority and discretion to sell, convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court, the joinder of any beneficiary, or the disclosure of the identity of any beneficiary of my estate. Furthermore for purposes of Tennessee Code Annotated, Section 31-2-103, all such property shall be deemed to be personal property following my death, subject to sale by the Executors, acting without the joinder of any beneficiary, for the purpose of facilitating the distribution of my estate amount the beneficiaries of this Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

6.3 Power to Allocate Assets: My Executor shall, in their sole discretion, make reasonable allocations of the property comprising my estate without apportioning each individual asset in order to satisfy any bequest made herein.

ARTICLE VII

7.1 I relieve my Executor from the duty to file any inventory or accountings with any court.

7.2 Spendthrift Provision: Prior to distribution, no interest of any beneficiary in the corpus or income of my estate as distributed in any article of this Will, shall be subject to assignment, alienation, pledge, attachment, or claims of creditors of such beneficiary, including the claim of any divorced spouse for alimony or support payments, and may not otherwise be voluntarily or involuntarily alienated or encumbered by any beneficiary and the same shall not be subject to be taken by beneficiary's creditors by any process whatsoever.

ARTICLE VIII

If any beneficiary contests the probate or validity of this Will or any of its provisions, or institutes or joins in any proceeding to contest the validity of this Will or to prevent any provision from being carried out in accordance with the terms (regardless of whether or not the proceedings are instituted in good faith and with probable cause) then all benefits provided for the beneficiary are revoked and the benefits pass as if the beneficiary had predeceased me leaving no heirs.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of six (6) pages, and for the purpose of identification, I have initialed each such page, all in the sight and presence of the persons witnessing it at my request on this 15th day of May, 1999. In accordance with Tennessee Code Annotated, Section 32-2-110, I have requested these witnesses to make the Affidavit which is attached to this Last Will and Testament.

Joseph G. Humbert
JOSEPH G. HUMBERT (Testator)

ATTESTATION CLAUSE

On the date above written, we saw Joseph G. Humbert in our presence, sign the foregoing instrument at its end. He then declared it be his Last Will and Testament and requested us to act as witnesses to it. We then, in his presence and in the presence of each other, signed our names as attesting witnesses, believing him at al times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

Barbara B. Frazier
WITNESS

Brentwood, Tenn
ADDRESS

Carey T. Frazier
WITNESS

Brentwood, Tennessee
ADDRESS

STATE OF: TENNESSEE
COUNTY OF: WILLIAMSON

AFFIDAVIT OF WITNESSES

On this day Barbara G. Frazier and Carey T. Frazier, personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1) That they were more than (18) years of age.

2) That they witnessed the execution of the Last Will and Testament of JOSEPH G. HUMBERT, (the Testator), dated the 15th day of May, 1999, 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 the Testator's 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 the Testator's 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 under any undue influence.

Barbara G. Frazier
WITNESS

Carey T. Frazier
WITNESS

Subscribed and sworn before me this the 15 day of May, 1999.

Joan B. Jackson
NOTARY PUBLIC
My commission expires: My Commission Expires NOV. 24, 2001

JA

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 filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 07 day of MARCH, 2013, in Docket Number 13P447, IN RE: HUMBERT, JOSEPH G., as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 28 day of OCTOBER in the year 2014 and in the 238 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

