BILL GARRETT, Davidson County
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Exhibit A

15p88

FILED
JAN 29 2015
RICHARD R. ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

OF

RICH B. MARTIN

I, RICH B. MARTIN, 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

I appoint CLAIBORNE K. McLEMORE III to be the Executor of this my Last Will and Testament and direct that no bond be required of him for the faithful performance of his 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 he may determine and to do every other act and thing necessary or appropriate to complete the administration of this Will. 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 him or his estate. Any successor Executor 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 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 his 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.

III

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 direct that any taxes so paid shall be charged against my residuary estate without apportionment.

IV

I may, at the time of my death, be the owner of (i) a 401(k) plan, a SEP or some other qualified retirement plan where one of more beneficiaries after my death is(are) designated or (ii) some

other asset whose governing document has terms directing its passage after my death. It is my intent that the governing terms of such aforementioned assets shall govern the passage of those assets. I direct my Executor to abide by the terms of same.

V

I hereby make the following bequests:

A. I give and bequeath all my ownership interest in Douglas' Corner cafe to my business partner, Mervyn Louque.

B. If at the time of my death, Mari Beth Sartain still owes me any amount of money under the terms of the Secured Promissory Note dated June 25, 2014, made by her and payable to me (in the original principal amount of $210,000.00) [the "Sartain Note"], then I hereby direct that the interest rate on the outstanding balance owed under it shall be, from the date of my death forward, decreased from 4.75% *per annum* to 3.75% *per annum*.

C. I give, bequeath and assign to Susanne K. Bartruff the following:

1. all my interest in the Sartain Note (the terms of which are to be adjusted as provided above); and

2. all my interest in the Deed of Trust (executed contemporaneously with the Sartain Note) made by Mari Beth Sartain which encumbers certain real estate known generally as 1521 Ferguson Avenue, Nashvile, Tennessee as security for payment of the Sartain Note; and

3. an amount of One Hundred Thousand Dollars ($100,000.00). This cash bequest is to be satisfied from assets in my Morgan Stanley brokerage account.

D. I have a large collection of art (including paintings, sculpture and other artistic expressions) and a number of pieces of jewelry. I bequeath all of my art and jewelry to my sisters, Terry

B. Martin and Julie B. Martin, who shall divide said items between themselves and/or sell said items as they shall determine between themselves. If only one of them survives me, then she shall receive all of said items.

E. I give and bequeath my Alva Aalto chair and stools and my Gilbert Rohde chair to Daniel Lonow.

F. I direct that, within a reasonable time after my death, my Executor shall sell my condominium [Unit 119 at 3000 Hillsboro Road, Nashville, Tennessee]. From the net proceeds of the sale, I give:

(i) an amount of $100,000 to Suzanne Cobb; and

(ii) one-half of the balance of the net proceeds to my sister, Terry B. Martin; and

(iii) one-half of the balance of the net proceeds to my sister, Julie B. Martin.

G. I give and bequeath my automobile to Garrett Walker.

H. I give and bequeath my clothing and personal effects to such local charity or other deserving person(s) as my Executor may select.

I. If any of the persons named above to receive one or more of the foregoing specific bequests does not survive me, then the amount or property otherwise passing to him or her shall be distributed as a part of my residuary estate, under the terms of Item VI, below.

VI

All the rest, residue and remainder of my estate (which shall include all amounts remaining in my personal account at Morgan Stanley) shall be distributed outright in four (4) equal in value shares, as follows:

A. One share shall be distributed outright to David and Gina

Olney, if they both survive me. But if only one of them survives me, then the survivor of them shall receive such share.

B. One share shall be distributed outright to Gene and Kathy Sizemore, if they both survive me. But if only one of them survives me, then the survivor of them shall receive such share.

C. One share shall be distributed outright to Brett and Judy DePalma, if they both survive me. But if only one of them survives me, then the survivor of them shall receive such share.

D. One share shall be distributed outright to Mike and Helene Campbell, if they both survive me. But if only one of them survives me, then the survivor of them shall receive such share.

VII

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 of 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.

D. Pursuant to the authority of T.C.A. §31-2-103, the real property that I may own at the time of my death shall be administered as part of my estate and be subject to the control of my Executor.

VIII

A. Purchasers from, lenders to and other dealing with my Executor 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 canceled checks retained by my Executor shall be good and sufficient discharges for the sums therein stated to have been received. Transfer agents and other persons dealing with my Executor may deal with him as if he were the sole owner of the property dealt with.

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

IX

As used in this Will, in referring to any person in this Will, 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 is appointed, any reference to the word "Executor" shall be deemed to refer to such successor Executor.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last and Testament, consisting of nine (9) 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 2nd day of December, 2014.

RICH B. MARTIN

The foregoing instrument was signed, published and declared by Rich B. Martin, the Testator, to be his Last Will and Testament, in the presence of all of us at one and the same time, and we, at his request, and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses this 2nd day of December, 2014, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESSES:	ADDRESSES:
[illegible]	1211 16th Ave S. Nashville TN 37212
Nancy Bowen	1211 16th Ave S Nashville, TN 37212

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, and are each more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Rich B. Martin, the Testator, dated December 2, 2014, 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 his 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 his 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.

Sworn to and subscribed to before me, this 2nd day of December, 2014.

Notary Public

My commission expires: 5-3-2016

DAWN E. WRIGHT
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

RICHARD R. ROOKER
CIRCUIT COURT CLERK

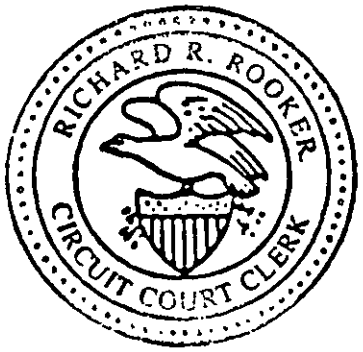
STATE OF TENNESSEE

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 29 day of JANUARY, 2015, in Docket Number 15P88, IN RE: MARTIN, RICH B., 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 02 day of MARCH in the year 2015 and in the 238 year of American Independence.

RICHARD R. ROOKER, Clerk,

[SEAL]



By: _____
Deputy Clerk