Davidson County WILL
Recvd: 04/28/16 12:32 11 pgs
Fees:57.00 Taxes:0.00
20160428-0041559

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 file heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No.16P656.

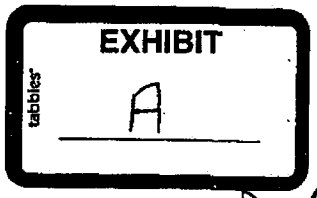
ESTATE OF DANIEL J. LIFF

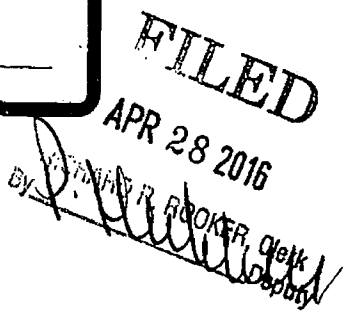
IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 28th day of April in the year Two Thousand and Sixteen.

RICHARD R. ROOKER CIRCUIT COURT CLERK

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk





WILL

ARTICLE I DECLARATIONS

1.1 I, the Testator of this Will, declare:

My name is **Daniel J. Liff**. I am a citizen of the United States of America. I reside in Santa Barbara County, California.

Only this document is my Will. I revoke my prior Wills and Codicils. There is only one signed original of my Will.

1.2 Nominees and appointees shall serve in the order in which I have nominated or appointed them.

1.3 NOMINATION OF EXECUTOR

I nominate these persons to serve as Executor of my Will with the powers stated in Article III. A bond is not required for any Executor serving. "Executor" includes any personal representative. The first nominee serves first, and successors serve only if any immediate predecessor does not serve.

FIRST NOMINEE:	**Adam J. Liff** who currently resides at 4215 Harding Road, Unit 1010, Nashville, TN 37215.
SECOND NOMINEE:	**Lee S. Kraft, CPA, MBA** whose current business address is KraftCPAs PLLC, 555 Great Circle Road, #200, Nashville, TN 37228.
THIRD NOMINEE:	Surviving Executor's Nominee.

Surviving Executor's Nominee shall be such persons or entities or both that Surviving Executor nominates to serve as successor Executor. Surviving Executor is the last one of **Adam J. Liff** and **Lee S. Kraft, CPA, MBA** who is able and willing to serve as Executor. Surviving Executor shall nominate Surviving Executor's Nominee in an unrevoked written instrument Surviving Executor signs before a notary public who has acknowledged Surviving Executor's signature. Surviving Executor may revoke any nomination of a successor Executor by signing a written revocation of a prior nomination before a notary public who has acknowledged Surviving Executor's signature. The first of Surviving Executor's Nominee serves first and successors serve only if any immediate predecessor does not serve.

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1.4 FACTS ABOUT REVOCABLE TRUST

These are the facts about the trust (the "Revocable Trust") into which the Executor must transfer assets of my probate estate either during or at the end of my probate estate's administration.

NAME OF TRUST: **The Daniel J. Liff Living Trust.**

NAME OF ITS TRUSTEE ON THE DATE I SIGN THIS WILL: **Daniel J. Liff.**

DATE THE TRUST WAS CREATED: April 14, 2003.

1.5 On the date I sign this Will, I am not married, and I have no children, either living or deceased.

ARTICLE II GIFTS

2.1 GIFTS BEFORE RESIDUE IS COMPUTED

The Executor must deduct the gifts in this Section 2.1 before computing the residue.

2.1.1 GIFT OF PERSONAL EFFECTS

My personal effects include without limitation these assets or my interest in them, and any insurance on them, subject to any encumbrances on them:

* articles of a personal nature
* clothing
* household furniture and furnishings
* personal automobiles
* paintings and art objects
* jewelry

If I have not disposed of my personal effects elsewhere in this Will or in any other manner, then I give those assets or my interest in them to the acting Trustee of the Revocable Trust to distribute under the terms of that Trust. The Executor shall pay from my probate estate the delivery, storage and insurance costs on any gift of my personal effects.

2.1.2 GIFT OF MEMBERSHIPS, ETC.

If I have not disposed of my club memberships, my airline frequent flyer miles and my frequent guest hotel program points, then I give them, by right of representation, to those of **Adam J. Liff** and his issue who survive my death.

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2.2 GIFT OF RESIDUE TO REVOCABLE TRUST

The residue of my probate estate is what remains after the Executor deducts the required (1) taxes, (2) expenses, (3) debts and (4) gifts made in Section 2.1.

2.2.1 Gift

I give the residue of my estate to the acting Trustee of the Revocable Trust. That Trustee shall add the residue to the Revocable Trust and hold it according to the terms of the Revocable Trust, including any allowable amendments made to it as of the date of my death.

2.2.2 If Revocable Trust Fails

If, for any reason and to any extent, (a) the gift in subsection 2.2.1 does not operate or is not legal, or (b) the Revocable Trust fails, then I give the residue to the first Trustee named in the Revocable Trust who qualifies and is able and willing to serve, to hold, manage and distribute according to the Revocable Trust terms existing on the date I signed this Will, which under either circumstance are included in this Will by reference.

2.2.3 Trustee's Claims to Assets

If I signed a transfer of assets to the Revocable Trust and its Trustee claims ownership of them, my Executor shall deliver them to the Trustee. I intend that those assets avoid probate administration. If needed, the Executor shall get Court approval for the delivery and transfer of title.

ARTICLE III EXECUTOR POWERS AND OBLIGATIONS

3.1 INDEPENDENT ADMINISTRATION

My Executor may administer my probate estate under the Independent Administration of Estates Act.

3.2 EXECUTOR'S POWER

My Executor has all the powers conferred by the California Probate Code as it exists at my death. My Executor also has the powers in this Article.

3.3 TAX ELECTIONS

My Executor has the power to make any election authorized by the Internal Revenue Code of 1986, as may be amended, with respect to property included in my gross estate for purposes of federal income, estate and generation-skipping transfer taxation. No beneficiary under my Will or the Revocable Trust shall have any right to recoupment or restoration of any loss the beneficiary suffers as a result of the making of any such tax election. The Executor shall not be required to make adjustments in the rights of any beneficiaries, or among the principal and income accounts, to compensate for the consequences of any such tax election, or of any

investment or administration decision, that has the effect, directly or indirectly, of preferring one beneficiary or a group of beneficiaries over others.

3.4 PAYMENT OF TAXES

After the Executor makes the gifts in Section 2.1, the Executor shall -

(a) pay out of my remaining probate estate, all estate or other death taxes, including interest and penalties on them, that may by reason of my death be attributable to my probate estate or any portion of my probate estate, or any property received by any person as a family allowance or homestead;

(b) NOT make any adjustment for those taxes among my residuary beneficiaries; and

(c) NOT charge against or collect from any beneficiary of my probate estate any part of those taxes.

3.5 SELL OR LEASE

With or without notice, at either public or private sale, my Executor may sell any asset or lease any asset.

3.6 ACCEPT ASSETS FOR PROBATE ADMINISTRATION

My Executor may accept and probate for my estate's benefit any asset transferred to my probate estate from any source, including assets from a living trust of which I was a settlor or a beneficiary, or both.

3.7 HIRE ADVISORS

My Executor may hire and pay from my probate estate the fees for investment, legal, tax and accounting advice, and probate estate administration and management assistance. The Executor may hire any firm of which the Executor is a member, employee, shareholder or consultant. If the Executor exercised care in selecting any advisor, the Executor is not liable for acts taken or not taken by the advisor in good faith.

3.8 DISCLAIMER

My Executor may inform beneficiaries about disclaimers under California and federal laws, but my Executor is not obligated to do so.

3.9 RETIREMENT BENEFITS

If the payment of any death benefits from a retirement plan or trust causes any taxes, the person who receives those benefits must pay those taxes. To the extent the Executor can prevent their being imposed on my probate estate, the Executor must not pay any of those taxes from my probate estate.

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ARTICLE IV MISCELLANEOUS

4.1 "SHALL" AND "MAY"

SHALL means MUST. MAY means a person's decision must be based on the person's fiduciary duty and is permissive.

4.2 DEFINITION OF HEIRS

Where the word "heirs" appears in this document, the identities of my heirs shall be determined under California law in effect when I die, and their shares, if any, shall be determined according to that law as it relates to the succession of separate property not acquired from a parent, grandparent or previously deceased spouse.

4.3 "CHILD," "ISSUE," "RIGHT OF REPRESENTATION"

(a) CHILD or CHILDREN means the descendants in the first generation following the generation of the parent designated;

(b) ISSUE means the descendants in any generation, that is, children, grandchildren, great-grandchildren, etc. of the ancestor designated, including those conceived but unborn at the time of my death. ISSUE and DESCENDANTS have the same meaning.

(c) RIGHT OF REPRESENTATION means the property to be distributed shall be divided into as many equal shares as there are living members of the nearest generation of issue then living and deceased members of that generation who leave issue then living, each living member of the nearest generation of issue then living receiving one share and the share of each deceased member of that generation who leaves issue then living being divided in the same manner among the deceased member's then living issue.

(d) Children and Issue include persons who were adopted when they were minors. Persons adopted when they were adults are not included in Children and Issue.

4.4 NO CONTEST DISINHERITANCE SECTION

If any (1) beneficiary of my Will, or (2) heir of mine, or (3) person claiming under any beneficiary or heir (all are referred to as person or persons in this Section) -

(a) directly contests a protected instrument without probable cause, or

(b) attacks any provision, or tries to impair or invalidate any provision of a protected instrument, including without limitation by way of a pleading to challenge a transfer of property on the grounds that it was not the transferor's property at the time of the transfer, or the filing of a creditor's claim or prosecution of an action based on it, or

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(c) conspires with or voluntarily assists anyone trying to do any act described in (a) or (b),

then I specifically disinherit that person or persons and their issue. I do not want any of those persons or their issue to receive any of my assets. If all beneficiaries of my Will participate in any of the acts described in (a), (b) or (c) above, then I give my entire estate to my heirs excluding all persons described in this Section 4.4 and the issue of all persons described in this Section 4.4.

In this Section, the term protected instrument means (1) the Revocable Trust or any other existing trust that I created, (2) this Will, (3) any existing instrument by which I exercised a power of appointment, (4) any other existing instrument effecting a transfer of my real or personal property, or (5) any existing contract, agreement, beneficiary designation or other document that affects my interest in real or personal property.

4.5 GENDER, NUMBER AND CAPTIONS

The masculine, feminine or neuter gender and the singular or plural number include the others whenever the context indicates. Captions are for indexing and location convenience and are not to be used to interpret my intent.

4.6 SEVERABILITY CLAUSE

If any provision of this Will is not enforceable, the other provisions are enforceable.

4.7 DENIAL OF CONTRACT TO MAKE WILL

I have not entered into either a contract to make a Will or a contract not to revoke a Will.

END OF TEXT OF WILL OF **DANIEL J. LIFF**.

END OF PAGE

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SIGNATURE PAGE

On this date, 11 27 09, at Santa Barbara, California, I sign my name to this Will.

Daniel J. Liff

WITNESSES' ATTESTATION CLAUSE
AND DECLARATION UNDER PENALTY OF PERJURY

NAME OF TESTATOR: **Daniel J. Liff.**

NUMBER OF PAGES, INCLUDING THIS PAGE: Seven (7)

We, the witnesses to this Will, declare:

(1) We do not expect to receive anything under this Will.

(2) The Testator signed above at the end of this Will in our presence, all of us (a) being present at the same time, and (b) observing Testator sign this Will.

(3) At this time, Testator is over eighteen (18) years of age and appears to be of sound mind.

(4) We have no knowledge of any facts showing that this Will, or any part of it, was procured by duress, menace, fraud or undue influence.

(5) At the time of signing this Will, the Testator said to us that it was Testator's Will. Now, at Testator's request and in Testator's presence, we, in the presence of each other, sign as witnesses below.

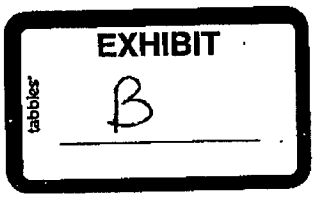
(6) We declare under penalty of perjury under the laws of the State of California that the statements in the Attestation Clause are true and correct, and that we now sign this declaration on 11/27/2009 at Santa Barbara, California.

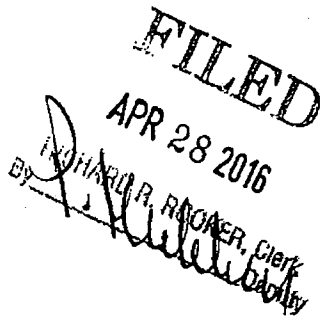
Alice Flodean Borrer (C) 912 West El Camino Santa Maria CA 93458
Witness Address

Yun Ling Chan 1341 E. Valley Road. Santa Barbara CA 93108
Witness Address

END OF SIGNATURE PAGE.

END OF PAGE INITIALED BY





STATE OF CALIFORNIA)
)
COUNTY OF SANTA BARBARA)

AFFIDAVIT

On this day Sandra J. Chan personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, deposes and says:

1. That she is attorney licensed to practice law in the State of California and represented Daniel J. Liff (the "Testator") in connection with the Testator's estate planning matters.

2. That she witnessed the execution of the Will of the Testator dated November 27, 2009.

3. That she was more than eighteen (18) years of age on November 27, 2009.

4. That the Testator signed said paper writing as and for the Testator's Will in her sight and presence along with another witness, Alice Flodean Borres, and that all three of them were present at one and the same time.

5. That the signatures of Sandra J. Chan and Alice Flodean Borres are affixed to said Will, 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 Will.

6. That at the time they witnessed said Will, the Testator was, in her opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

7. That the above procedures comply with the provisions of California Probate Code § 6110. That section sets forth the following requirements for signing a will in the State of California, all of which were complied with in signing of the Testator's Will:

(a) The will shall be in writing.

(b) The will shall be signed by the testator.

(c) The will shall be witnessed by being signed, during the testator's lifetime, by at least two persons each of whom (1) being present at the same time, witnessed the signing of the will, and (2) understand that the instrument they sign is the testator's will.

Sandra J. Chan

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document

Subscribed and sworn to before me, this 4 day of April, 2016.

Mary L Ortega
NOTARY PUBLIC

My Commission Expires:

12/17/18

MARY L. ORTEGA
Commission # 2090578
Notary Public - California
Santa Barbara County
My Comm. Expires Dec 17, 2018

CERTIFICATE OF AUTHENTICITY

I, William L. Harbison, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

William L. Harbison

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, a Notary Public in and for the County and State aforesaid, personally appeared, William L. Harbison, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledges this certification of an electronic document is true and correct.

WITNESS my hand and seal at office in Nashville, Tennessee, this 28th day of April, 2016.

Notary Public

My Commission Expires: 9/11/2017

BEVERLY SEBASTIAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

NOTARY PUBLIC
Beverly Sebastian
My Commission Expires
September 11, 2017
STATE OF TENNESSEE