TME/mc - 4-21-71

BOOK 5747 PAGE 804

LAST WILL AND TESTAMENT

OF

THOMAS CALVIN MOODY

FILED 1-23-75
ENTERED
CHARLIE FOX, Jr.
Count, Court Clerk

I, THOMAS CALVIN MOODY, a resident of Williamson County, Tennessee, being of sound and disposing mind and memory, do hereby make and publish this, my Last Will and Testament, hereby revoking all other wills and codicils heretofore made by me.

ITEM I: I direct that all of my just debts, funeral expenses and costs of administration of my estate be paid out of my general estate. I direct that all estate, inheritance, succession, transfer and legacy taxes payable by reason of my death under the laws of the United States or of any state, district or territory thereof with respect to any property included in my gross estate subject to such taxes (whether or not passing under this, my Will) together with any interest on such taxes, shall be paid out of the principal of my residuary estate and shall not be apportioned.

If I have any life insurance outstanding on my life, payable either to my estate or to the Trustee hereinafter named, I direct that all or any part of this insurance be treated as a part of my general estate and used to pay the expenses of administration, estate and inheritance taxes and any debts that my Executor shall decide to be just, and I desire that the balance of this insurance, if any, shall be free from any debts and shall be held in trust pursuant to the terms and conditions of this, my Last Will and Testament.

ITEM II: I give and bequeath all of my clothing, jewelry, books, pictures, silver, household goods, provisions, furniture, furnishings and equipment, together with all articles of personal use or diversion, including any and all automobiles, if I own any such articles answering the above description at the time of my death, to my wife, MARY ISABELLE MOODY,

if she survives me; but if she predeceases me, this property shall be divided equally between our two children, Thomas Calvin Moody, Jr. and Sandra Leigh McGhee.

ITEM III: I give, devise and bequeath to the THIRD NATIONAL BANK IN NASHVILLE, or its successors in trust, as TRUSTEE, so much of my estate as is equal in value to the amount by which the maximum marital deduction available to my estate exceeds the aggregate value of all interests in property which pass or have passed from me to my said wife, except under the trust created by this Item, and which otherwise qualify for the marital deduction. The final determinations made in the proceedings to fix the liability of my estate for federal estate tax shall be conclusive as to the value of this trust. The decision of the Executor as to the property to be allocated shall be final and conclusive and binding upon all beneficiaries, provided only that: (1) there may not be allocated to this trust any property with respect to which no marital deduction would be allowed if such property had passed from me to my said wife free of trust; and (2) in distributing assets in kind to this trust, the Executor shall value the assets so distributed at their respective values on the date, or dates, of their distribution. The marital deduction referred to herein is the deduction allowed in determining the federal estate tax for property passing to a surviving spouse under the Internal Revenue Code in effect at the date of my death.

1. The Trustee shall pay monthly to my wife, Mary Isabelle Moody, the entire net income derived from this trust for and during the term of her life.

2. In the event the income directed to be paid to my wife hereunder is not sufficient to provide adequately for her support, maintenance and comfort, then and in such events the Trustee shall have the right to encroach upon the principal of this trust to such an extent and from

time to time as said Trustee, in its sole discretion, shall deem appropriate under the circumstances then existing.

3. Upon the death of my said wife, the Trustee shall pay such part or all of the principal of this trust as it may then exist and any accrued or unpaid income to or for such person or persons, including the estate of my said wife, as she may by her last will direct and appoint, making specific reference to this general power of appointment hereby granted her. To the extent that such power of appointment shall not extend or take effect, the Trustee shall add the unappointed portion of this trust to the trust which I have created in Item IV hereof and shall hold, manage and distribute the same as an integral part thereof.

ITEM IV: I give, devise and bequeath to the THIRD NATIONAL BANK IN NASHVILLE, as TRUSTEE, all of the rest, residue and remainder of my property, of whatsoever kind and nature and wheresoever situate, to hold in trust upon the following conditions, uses and trusts:

1. The Trustee shall pay monthly to my wife, Mary Isabelle Moody, the entire net income derived from this trust for and during the term of her life.

2. In the event the income directed to be paid to my wife hereunder, and accruing to her from all other sources, is not sufficient to provide adequately for her support, maintenance and comfort, then and in such events the Trustee shall have the right to encroach upon the principal of this trust to such an extent and from time to time as said Trustee, in its sole discretion, shall deem appropriate under the circumstances then existing.

3. Upon the death of my wife, this trust shall terminate and the corpus as it then exists shall be distributed equally to our two children,

Thomas Calvin Moody, Jr. and Sandra Leigh McGhee, share and share alike, or to their issue, per stirpes, should either or both predecease my wife.

ITEM V: The Trustee, under each of the separate trusts which I have created in Item III and Item IV of this Will, shall have, in addition to the usual powers incidental to the office as provided by law, the following rights, powers and duties, which it may exercise without applying to any court, to-wit:

The Trustee, and successor trustee, shall have full power and authority to manage, invest and reinvest said trust estates as they shall exist at any time, to sell the same or any part thereof at public or private sale, without order of any court, and to execute and deliver good and sufficient deeds or other instruments to convey and transfer the same, no purchaser being bound to look to the application of the purchase money; to decide all questions as to what constitutes income or principal, and to determine whether premiums and discounts on investments shall be charged against or credited to income or principal or apportioned between them; to hold bonds or other securities in bearer and unregistered form and to hold securities in the name of the Trustee or of a nominee without indicating any trust, or in the name of any other person, firm or corporation, endorsed in blank or with the power of attorney for their transfer attached; to manage and invest separate shares or trusts as a joint trust fund consisting of undivided interests, and to invest the trust funds or any part thereof in participations in any common trust fund of the Third National Bank in Nashvill now in existence or hereafter created, and the Trustee shall not be required to give notice that such investment is to be made; to retain any property or securities originally received by it, including stock in the Third National Bank in Nashville; and to retain, invest or reinvest in securities or other property of a kind or in a proportion which ordinarily might not be considered suitable for a trust investment;

without being restricted by any statute or rule of law concerning fiduciary investments, provided, however, unproductive property shall be made productive or sold within a reasonable time; and in making payments of and in distributing principal the Trustee shall have full power and authority to sell and convert into money the whole or any part of said trust estates, no purchaser being bound to look to the application of the purchase money, and may make such payments or distributions in cash or in kind or partly in each, the determination of the Trustee with respect thereto to be conclusive and binding upon all persons.

ITEM VI: In the event that my wife and I shall be killed in a common accident or as the result of a common disaster, or under such circumstances that there is no sufficient evidence that we died other than simultaneously, it shall be presumed that she survived me, and this presumption shall apply throughout this Will.

ITEM VII: I hereby nominate and appoint the THIRD NATIONAL BANK IN NASHVILLE as EXECUTOR of this, my Last Will and Testament, and I waive the requirement of bond to be executed by it, either as Executor or as Trustee. My Executor, during the period of administration, shall have the same powers and authorities as I have granted to it as Trustee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this, my Last Will and Testament, on this, the 17 day of June, 1971.

Thomas Calvin Moody

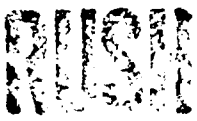
Thomas Calvin Moody

Signed by the said THOMAS CALVIN MOODY, as and for his Last Will and Testament, in the presence of us, the undersigned, who, at his request, and in his sight and presence, and in the presence of each other, have subscribed our names hereto as attesting witnesses, on this, the 4 day of June, 1971.

Witness — Nashville Tenn. Address

Witness — Address

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IDENTIFICATION REFERENCE

MAY 21 10 48 AM '81

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STATE OF TENNESSEE, WILLIAMSON COUNTY

I, Charlie Fox, Jr., Clerk of the County Court of said County, do hereby certify that the foregoing is a true and perfect copy of Last Will & Testament on Thomas Calvin Moody as the same appears of record in Will Book 39 Page 84-88 on file in my office at Franklin.

Witness my hand and seal, at office, this 11th day of May, 19 81

Charlie Fox Jr. Clerk.

By Elaine Ardison, D. C.