MAP # 104-13A

PARCEL # 68

LAST WILL AND TESTAMENT

OF

BOOK 6172 PAGE 785

ROBERT RUSSELL NELSON

I, ROBERT RUSSELL NELSON, of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make and publish this my Last Will and Testament; and I do hereby revoke any and all wills by me heretofore made.

ITEM I: I direct that all my debts, funeral expenses, expenses of my last illness, and estate and inheritance taxes be paid by my Executor out of my "General Estate" as soon after my death as it deems practicable.

ITEM II: I give and bequeath to my wife, Margaret Boillin Finney Nelson, all of the tangible personal property which I own at the time of my death. I do not bequeath her the furniture and furnishings in our homeplace since they already belong to my said wife.

ITEM III: All the rest and residue of my property, of every kind and character, I bequeath and devise to the Third National Bank of Nashville as Testamentary Trustee, to be separated into the trusts hereinafter described, and thereafter managed, controlled, and vested, reinvested, and disbursed by said Trustee upon the following terms and conditions:

1. I have certain policies of life insurance now in force, naming my said wife as beneficiary, which will be paid to her upon my death. In addition, our home, which is held by us as tenants by the entirety, will likewise go to her at my death.

Robert Russell Nelson

1348 11/08 27.00- CHECK

TN 72431

2. In the event my wife, Margaret BoilIin Finney Nelson, survives me, I give, devise and bequeath to my Trustee an amount equal to the maximum marital deduction allowable under the Federal Estate Tax Laws, being one-half of the adjusted gross estate, defined by the pertinent provisions of the Internal Revenue Code as may be effective at the time of my death. However, the amount so bequeathed pursuant to this Item III shall be reduced by the value of the property qualified for said Marital Deduction which passes or has passed to my wife, either under other provisions of this will, or outside of this will. No assets shall be made a part of this Trust which do not qualify for said Marital Deduction.

The assets to be distributed in satisfaction of said bequest shall be selected in such manner that the cash and other property distributed will have an aggregate fair market value fairly representative of the distributee's proportionate share of the appreciation or depreciation in the value to the date, or dates, of distribution of all property available for distribution.

This trust shall be administered by the Trustee as a separate trust, and shall be known as the "Marital Trust".

The amount of assets comprising this Trust shall be determined before there is a reduction of my estate by reason of inheritance, estate, or transfer taxes.

3. The balance or residue of my estate, after payment of all debts, funeral expenses, expenses of administration,

Robert Russell Nelson

and inheritance, estate, or transfer taxes.

3. The balance or residue of my estate, after payment of all debts, funeral expenses, expenses of administration, and inheritance and estate taxes, I give, devise, and bequeath to said Trustee, which shall be administered as a separate trust known as the "General Trust".

4. My said Trustee is given full power and authority in allocating the assets of my estate between the two said Trusts.

SPECIAL PROVISIONS RELATING TO "MARITAL TRUST"

5. The Trustee shall pay to my wife, Margaret Boillin Finney Nelson, during her lifetime, all of the income from the corpus of said "Marital Trust" in convenient installments.

6. Upon the death of my said wife, the entire remaining corpus of the "Marital Trust" shall be paid over to such person or persons, or to the estate of my said wife, free of any trust, as my said wife shall designate and appoint in her last will and testament. The power of appointment herein granted to my said wife shall be exercisable by her alone, and in all events.

7. Should my said wife fail to exercise the power of appointment hereinabove granted to her, then upon the death of my wife, the entire remaining corpus of said "Marital Trust" shall be paid over and delivered to the hereinafter named beneficiaries of the "General Trust" herein created, and under the same terms and conditions.

8. If at any time during the lifetime of my said wife, the Trustee, in its sole discretion, shall be of the opinion

Robert Russell Nelson

that it is necessary to encroach upon the corpus of said "Marital Trust" to maintain her in the same relative comfort and position that she now enjoys, or to provide hospital or medical attention, then the Trustee is authorized to encroach upon the corpus of said Trust to whatever extent it may determine to be necessary or desirable, and to pay over to my said wife any sum or sums it deems necessary to accomplish said purposes.

SPECIAL PROVISIONS RELATING TO "GENERAL TRUST"

9. The Trustee shall pay to my wife, Margaret Boillin Finney Nelson, during her lifetime of widowhood, all of the income from the "General Trust" in convenient installments.

10. Should my wife not survive me, or we die in a joint disaster, I direct that all of my estate shall pass to my Trustee, and be administered under the provisions relating to the "General Trust".

11. Upon the death or remarriage of my said wife, this Trust shall terminate and my said Trustee shall transfer and deliver said Trust estate, corpus and income, to my three (3) children, Robert Russell Nelson, Jr; Margaret Louise Nelson and Elizabeth Marie Nelson and any other child or children who may hereinafter be born to me, share and share alike, unless one or more of my said children shall be under the age of 25 years. In such event, this Trust shall continue until the youngest of my said children shall have reached the age of 25.

In such event, the Trustee is authorized to expend the income, and as much of the corpus as may be necessary, for the maintenance, support and education of my said children.

Robert Russell Nelson

I expressly authorize my said Trustee, in its discretion, to make payments for said purposes to guardians or other persons for the benefit of my said children, or directly to the children themselves.

BOOK 6172 PAGE 789

12. During the lifetime of widowhood of my wife, I expressly authorize my Trustee to encroach upon the corpus of this Trust, if it deems such necessary, to carry out any of the purposes set out in Section 8 hereof.

GENERAL PROVISIONS RELATING TO BOTH TRUSTS

13. My said Trustee shall have full power and authority to manage and control the Trust Estate, and to sell, exchange, lease, assign, transfer, convey, or otherwise dispose of all, or any part thereof, including real estate, and execute any and all legal documents necessary therefor. I expressly relieve any purchaser of the obligation of following the proceeds of any such sale.

14. I direct that the said Testamentary Trustee shall be authorized and empowered to retain investments which may come into its hands upon my death for such time as, in its discretion, may seem to be reasonable, and it may invest and reinvest said funds at all times under its administration in such securities as, in its discretion, are reasonable and desirable, without being limited by the present or any future law of the State of Tennessee, relating to the investments of trust funds; and I do hereby expressly direct that my Trustee shall be governed by the so-called "Prudent Man's Rule" in connection with investments for my said Trusts, and, in its discretion, may invest and reinvest in common stocks, investments, trust shares, or certificates, bonds, mortgages, or

Robert Russell Nelson

other securities which are deemed to be reasonable and prudent by it for investment of trust funds.

15. I authorize said Trustee to charge and credit such amounts as, in its discretion, may appear proper to income or corpus, whether stock dividends, bond premiums, amortization charges, or otherwise; and I further authorize said Trustee to carry said securities in its own name as Trustee, or in the name of a nominee, and to exercise all incidents of ownership in connection therewith, including the right to vote at corporate meetings, to give and exercise proxies, to participate in reorganizations, voting trusts, mergers or consolidations, and to otherwise exercise all of the rights of a stockholder or bondholder.

16. The benefits of this Trust are for the sole and separate use and benefit of the beneficiaries hereinabove named, and neither the principal nor the income of the Trust Estate shall be liable for the debts of any beneficiary, nor shall the same be subject to seizure by attachment, garnishment, or execution, or by any writ or proceeding at law, in equity, in bankruptcy, or receivership; nor shall any beneficiary hereunder have the right or power to sell, assign, transfer, pledge, mortgage, or in any other manner to encumber or anticipate or dispose of his or her interest in the Trust Estate, or in the income produced thereby.

17. The Trustee is authorized to employ such agents, servants, or attorneys as it may consider advisable or necessary in the proper administration of my estate and of this Trust, and to charge the costs thereof to income or corpus, as it may consider advisable.

Robert Russell Nelson

18. The Trustee is empowered to collect, sue for, compromise, abandon, or otherwise adjust any claim in favor of or against the Trust Estate; and may institute or defend or participate in any legal proceeding it may consider necessary or advisable for the best interest of the Trust Estate.

19. The Trustee shall furnish an annual statement of the Trust to each beneficiary then entitled to receive income thereform, but the Trustee is expressly relieved from the duty of filing any such report or reports with the County or Probate Court of Davidson County, Tennessee, or with any other tribunal.

BOOK 6172 PAGE 791

20. When the youngest of my children reaches the age of 21 years, my said Trustee shall divide said Trust Estate then in its hands into equal shares and shall pay over and deliver the respective shares thereof to all of my children then living, who have attained the age of 25. This Trust shall thereafter continue for that child or those children under the age of 25 years. As each child reaches the age of 25, he or she shall be paid over, or delivered, said share of the Trust Estate then remaining in the hands of the Trustee, pursuant to its previous allocation. When the youngest of my said children attains the age of 25, and the share of said child is delivered, as authorized herein, this Trust shall terminate unless one or more of my said children shall have died prior to reaching the age of 25, leaving surviving issue. In such event, this Trust shall continue for said issue until the youngest of said issue shall have reached the age of 21, at which time the Trustee will pay over and deliver said interest to said surviving issue, share and share alike. During the time that this Trust may continue for the benefit of the

Robert Russell Nelson

surviving issue of one of my deceased children, my said Trustee is authorized to handle said Trust Estate for said issue as provided herein for my said children.

In the event of the death of one of my children prior to reaching the age of 25 and without surviving issue, the share herein bequeathed to said child shall be equally divided among the other beneficiaries hereof and according to the terms and conditions herein contained.

BOOK 6172 PAGE 792

In the event my wife and I die in or as the result of a common disaster and it is impossible to determine which of us died first, then in that event, I desire that it be determined that she did survive me.

ITEM IV: I hereby nominate and appoint the Third National Bank in Nashville, Tennessee, as Executor, as well as Testamentary Trustee hereunder, and I direct that it be excused from giving surety on its bond in both capacities.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, consisting of eight (8) pages, each page of which bears my original signature, at Nashville, Tennessee, this 19 day of January, 1967.

Robert Russell Nelson

Signed by the said Robert Russell Nelson 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 sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date last above written.

William J. Hofstetter

O B Hofstetter Jr.

H85362

IDENTIF. REFERENCE

Nov 8 2 22 PM '63

FELIX A. ... REGISTER
DAVIDSON CO., TN

STATE OF TENNESSEE, DAVIDSON COUNTY

#72431

BOOK 6172 PAGE 793

I, BILL McPHERSON, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of Last Will & Testament In Re: Robert Russell Nelson, Probated 12/2/82, Recorded in Minute Book 281, Page 46 and in Will Book 141, Page 186

which remains of record on file in said office.

Given under my hand and official sea, at office, in Nashville, this 4th *day of* November, 83

Bill McPherson
Clerk of Probate Court.

By Joyce Bailey
Deputy Clerk.