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IDENTIF. & REFERENCE

BOOK 9397 PAGE 667

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FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

LAST WILL AND TESTAMENT

OF

BESSIE BROWN TIRRILL

I, BESSIE BROWN TIRRILL, of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this my Last Will and Testament. I revoke all former wills and codicils at any time heretofore made by me.

ITEM I

PROVISIONS RELATIVE TO THE PAYMENT 3332 07/05 0101 03CHECK 20.00

OF DEBTS AND TAXES

I direct that all of my just debts and funeral expenses be paid by my Executor out of my general estate as soon as may be practicable after my death. My Executor shall likewise pay out of my general estate, and not out of the share of any beneficiary, all fees and expenses incident to the administration of my estate, and all inheritance, succession and estate taxes assessed against my estate, including any such taxes as may be so assessed on account of policies of insurance on my life, jointly held property or other property taxable as a part of my estate, but not coming into the hands of my Executor.

ITEM II

DISPOSITION OF PERSONAL EFFECTS

I give, devise and bequeath to my children, WILLARD O. TIRRILL, III, JOHN BROWN TIRRILL, and ANNE TIRRILL LONGLEY, in equal shares per stirpes, all of my tangible personal property, including furniture, jewelry, automobiles, and miscellaneous personal effects (excluding cash, choses in action, stocks, bonds, or other securities), together with all policies of insurance on said tangible personal property, insuring against loss of whatever kind, and in the case of automobiles, all policies of liability insurance protecting against liability on account of the use of the same. Any articles of tangible personal property not so distributed shall be sold either

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publicly or privately as my Executor may elect, in the exclusive exercise of his discretion, and the proceeds thereof shall be included in my residual estate for disposition as hereinafter provided.

ITEM III

DISPOSITION OF RESIDUAL ESTATE

I give, devise and bequeath the residue of my estate, real, personal and mixed, wheresoever the same may be situated to my children, WILLARD O. TIRRILL, III, JOHN BROWN TIRRILL, and ANNE TIRRILL LONGLEY, in equal shares **per stirpes**, however, the share of my son, WILLARD O. TIRRILL, III, shall be held in trust according to the provisions in Item IV hereinafter.

ITEM IV

WILLARD O. TIRRILL, III TRUST

I give, devise and bequeath the equal share of my son, WILLARD O. TIRRILL, III, provided for hereinabove in Item III, to WILLARD O. TIRRILL, IV, as Trustee for the benefit of my son, WILLARD O. TIRRILL, III, and/or his wife, LIBBY, to be held and administered according to the following provisions:

1. I direct that my Trustee shall pay to or for the benefit of my son and daughter-in-law any or all of the annual net income from this trust which is necessary for their comfortable maintenance, health and welfare for and during their natural lives.

2. Upon the death of my son or daughter-in-law, the trust shall continue for the benefit of the survivor, provided, however, should my daughter-in-law remarry, then the trust shall terminate. Otherwise upon the death of my son and daughter-in-law, the trust principal and any accumulated income shall be distributed equally between their surviving issue.

3. My Trustee is further authorized to make such encroachments upon the trust corpus for the benefit of my son and daughter-in-law so long as they live, as it may consider necessary and proper to provide for their necessary maintenance, health and welfare where it appears that funds are not available elsewhere. Any encroachments shall be within the sole discretion of the Trustee, and

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this power to encroach shall be a continuing one, and his discretion in regard thereto, shall not be open to question, and in any settlement, the Trustee shall be given the full credit for the amount of such encroachments as proper expenditures.

4. Neither the principal nor income of any trust hereinabove created shall be pledged, assigned, transferred, sold, or in any manner whatsoever accelerated, anticipated, or encumbered, by any beneficiary, nor shall any income or principal of said trust estate be in any manner subject or liable in the hands of the Trustee for the debts, contracts, or engagements of any beneficiary, or be subject to any assignment, or any other voluntary or involuntary alienation or disposition whatever. All distributions of income or principal shall be paid only upon receipt to the beneficiary entitled, or to others for his or her use and benefit.

5. If at any time during the administration of any trust created herein, the Trustee, in his absolute discretion, deems the continuation thereof to be uneconomical or not in the best interests of my beneficiaries, the Trustee, in his absolute discretion, is authorized to terminate the trust and to distribute the assets thereof, free of the trust, to the beneficiaries who are then entitled to receive the income from said trust.

ITEM V

TRUST POWERS

The Trustee, under the Residual Trust, shall have such powers and authorities as may be accorded fiduciaries either by common law or under the provisions contained in Tennessee Code Annotated, Section 35-50-109 through 35-50-110, which are specifically incorporated herein by reference and made a part of this my Will.

ITEM VI

APPOINTMENT OF EXECUTOR

I nominate, constitute and appoint my son, JOHN BROWN TIRRILL, and daughter, ANNE TIRRILL LONGLEY, as Co-Executors of this my Last Will and Testament and direct that they shall not be required to execute any bond for the faithful performance of their duties.

Bessie Brown Tirrill

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, consisting of four (4) pages, each of which bears my original signature, at Nashville, Tennessee, this 3rd day of May, 1990.

Bessie Brown Tirrill
BESSIE BROWN TIRRILL

Signed, published and declared by the said BESSIE BROWN TIRRILL as and for her Last Will and Testament in the presence of us, the undersigned, who at her request and in her sight and presence, and in the presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Dorothy Drew

Jane V. Schlater

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STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Dorothy Drew and Jane V. Schlater, being duly sworn, do depose and say that they witnessed the preceding Will of BESSIE BROWN TIRRILL and subscribed the Will in her presence and in the presence of each other and at her request; that BESSIE BROWN TIRRILL appeared to be of full age and of sound and disposing mind and memory and competent to make testamentary disposition of real and personal property; that she voluntarily signed her Will and declared it to be her Last Will and Testament in the presence of the subscribing witnesses hereto; and that this affidavit is made at the request of the Testatrix.

Dorothy Drew

Jane V. Schlater

Sworn to and subscribed before me,
this 30th day of May,
1990.

Notary Public

My Commission Expires: 11-10-91

STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 189 Page 174

Given under my hand and official seal, at office, in Nashville, this 29 of June 19 94.

RICHARD R. ROOKER, CLERK

By Deputy Clerk

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED