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FILED & REGISTER
DAVIDSON COUNTY, TN.

BOOK 9632 PG 194

LAST WILL AND TESTAMENT

OF

MARY GEIGER PAYNE

I, Mary Geiger Payne, a resident of Davidson County, Tennessee, being of sound and disposing mind and memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking any and all other Wills heretofore made by me.

ARTICLE I: I nominate and appoint my son-in-law, Paschall Young, as Executor of this my Last Will and Testament, and I direct that he be not required to make bond.

I nominate and appoint First American National Bank of Nashville, a national banking association with its main office in Nashville, Tennessee, as Testamentary Trustee of any trust herein created, and it shall not be required to make bond. If for any reason my son-in-law fails to qualify, or after having qualified ceases to act, as Executor, said Bank is appointed as Executor in his place and it shall not be required to make bond as such Executor.

ARTICLE II: I will and direct that all of my just debts, including funeral and testamentary expenses and expenses of my last illness, and that all taxes due by or on my estate, including inheritance and estate taxes, be paid as soon as conveniently may be after my death. All such taxes shall be charged as an expense of administration and shall not be prorated against any beneficiary.

ARTICLE III: I give, devise and bequeath all of the rest and residue of my property, real, personal and mixed, of whatever

kind or character and wheresoever situate, to my husband, Dr. John D. Payne, if he survives me. If my husband does not survive me, then I give, devise and bequeath said property as follows:

(a) one-third (1/3) thereof to my son, Dr. John G. Payne,

(b) one-third (1/3) thereof to my daughter, Mrs. Mary Payne Young, and

(c) the remaining one-third (1/3) thereof to my grandchildren, Laura Ruth Payne, Susie M. Payne, Mary Ruth Young and John Paschall Young, share and share alike.

If any of my said grandchildren has not reached twenty-one (21) years of age, the share for such grandchild shall go to the Trustee hereinabove named to be held in trust for such grandchild until such grandchild reaches twenty-one (21), and then any properties remaining in the trust for such grandchild shall be distributed to such grandchild.

ARTICLE IV: If any properties are held in trust for any grandchild, then I direct the Trustee to pay from such trust, to or for the benefit of such grandchild, such amounts of income and/or corpus, and at such times, as the Trustee in its discretion deems necessary and proper for the maintenance, medical care and education of such grandchild. Any amounts so paid or expended from the trust may be paid direct to such grandchild or to anyone else for the benefit of such grandchild, and such payments may be made without the necessity for the appointment of a guardian or the approval of any Court and the receipt of the person to whom paid shall be a sufficient acquittance for the Trustee.

If property is held in trust for a grandchild and the grandchild dies before reaching twenty-one (21) years of age, the trust for such grandchild shall terminate at such grandchild's death

and any properties remaining in such grandchild's trust shall be distributed to such grandchild's estate and pass under such grandchild's will if there be a will, but if none, to those persons who inherit from such grandchild under the laws of descent and distribution.

If at my death any of said grandchildren be dead but has issue surviving such deceased grandchild's share shall go to the issue per stirpes of such deceased grandchild; and if at my death any of said grandchildren be not living and does not have issue surviving the properties herein devised and bequeathed to my grandchildren shall be divided equally between those grandchildren who do survive or have issue surviving.

ARTICLE V: I wish my Executor to have all of the powers provided by sub-paragraphs one through four of Section 35-618 of the Tennessee Code and my Trustee to have all of the powers provided in sub-paragraphs five through thirty-two of said Section of the Tennessee Code, and I do therefore hereby incorporate herein by reference the introductory paragraph and sub-paragraphs one through thirty-two of said Section 35-618 of the Tennessee Code.

ARTICLE VI: It is my wish and desire that certain things, such as pieces of furniture, etc., go to the particular members of my family, which in some cases they have been told about, and I plan to put a memorandum with this Will as to how I would like certain articles to go. It is my request that in dividing my estate this memorandum be followed with the items mentioned being allocated to the beneficiaries designated as a part of their shares, and that if my husband survives me this memorandum be followed at his death to the extent the articles have not been distributed and/or disposed of differently by his Will.

IN WITNESS WHEREOF, I have hereunto set my hand on this 7th day of Feb., 1973, to this my Last Will

(Page Three of my Will: _____)

and Testament, and have also subscribed each of the preceding three pages at the bottom thereof for the purpose of identification.

Mary Geiger Payne

Signed, signified and declared by the said Mary Geiger Payne, being of sound mind and disposing memory, as and for her Last Will and Testament, in the presence and sight of us, present at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

Address: Rt 5, Hickory Bend Rd.
Hermitage, Tenn. 37221

WITNESSES:

Address: 1222 Stonecrest Dr.
Nashville 37206

FIRST CODICIL TO LAST WILL AND TESTAMENT

OF

MARY GEIGER PAYNE

BOOK 9632 PG 198

I, Mary Geiger Payne, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as the First Codicil to my Last Will and Testament, heretofore executed by me on February 9, 1973.

In my Will I leave one-third (1/3) of my property to my grandchildren, and I provide that if any is under twenty-one (21), the share for such grandchild shall be held in trust until such grandchild reaches twenty-one (21). All of my grandchildren are now eighteen (18) or older, and I deem it unnecessary for the share of any of them to be placed in trust. I therefore amend my Will so as to delete all provisions requiring the share of a grandchild who is under twenty-one (21) at the time of my death, to be placed in trust. With this amendment the share of each grandchild shall go to such grandchild outright irrespective of whether the grandchild is under twenty-one.

As hereby modified and amended, I republish and redeclare my said Will.

IN WITNESS WHEREOF, I have hereunto set my hand on this 23 day of May, 1985, to this First Codicil to my Last Will and Testament.

Mary Geiger Payne

Mary Geiger Payne

Signed, signified and declared by the said Mary Geiger Payne, being of sound mind and disposing memory, as and for the First Codicil to her Last Will and Testament, in the presence and sight of us, present at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and date last above written.

WITNESSES:

ADDRESS: 3811 Hillsboro Rd Nashville, Tn.

ADDRESS: 3811 Hillsboro Rd Nash TN

BOOK 9632 PG 199

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Stephen M. Hamsley, being duly sworn, deposes and says that:

I am acquainted with Mary Geiger Payne, who executed the annexed Last Will and Testament, consisting of four (4) typewritten pages, dated February 9, 1973, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of Louis Shirley and me.

At the time of subscribing said Will, Mary Geiger Payne declared the instrument so subscribed by her to be her Last Will and Testament, and I thereupon signed my name as a witness at the end of said instrument at her request and in her presence and sight, and in the presence and sight of Louis Shirley.

At the time of executing said Will, Mary Geiger Payne was over the age of eighteen years and in my opinion was of sound mind, memory and understanding, and not under any restraint or in any respect incompetent to make a Will.

This affidavit is made at the request of Paschall Young, the person appointed Executor by said Will.

The annexed Last Will and Testament was examined by me at the time this affidavit was made.

Stephen M. Hamsley

Sworn to and subscribed before me,

this 13 day of December, 1993.

Notary Public

My Commission Expires:

My Commission Expires Nov. 26, 1994

AFFIDAVIT

BOOK 9632 PG 200

STATE OF FLORIDA

COUNTY OF PINELLAS

Louis Shirley, being duly sworn, deposes and says that:

I am acquainted with Mary Geiger Payne, who executed the annexed Last Will and Testament, consisting of four (4) typewritten pages, dated February 9, 1973, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of Stephen M. Hamsley and me.

At the time of subscribing said Will, Mary Geiger Payne declared the instrument so subscribed by her to be her Last Will and Testament, and I thereupon signed my name as a witness at the end of said instrument at her request and in her presence and sight, and in the presence and sight of Stephen M. Hamsley.

At the time of executing said Will, Mary Geiger Payne was over the age of eighteen years and in my opinion was of sound mind, memory and understanding, and not under any restraint or in any respect incompetent to make a Will.

This affidavit is made at the request of Paschall Young, the person appointed Executor by said Will.

The annexed Last Will and Testament was examined by me at the time this affidavit was made.

Louis Shirley

Louis Shirley

Sworn to and subscribed before me,

this 10 day of December, 1993.

Notary Public

My Commission Expires:

ANDRIA T. BRUCE
MY COMMISSION # CC 288620
EXPIRES: May 23, 1997
Bonded Thru Notary Public Underwriters

IO IS/ARE PERSONALLY KNOWN TO
OR WHO PRODUCED A FLORIDA DL S640932-
ID AND WHO DID NOT TAKE ANY OATH. 43332

AFFIDAVIT

BOOK 9632 PG 201

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Debbie Sewell and Gregg Waller

being severally duly sworn, depose and say that:

We are acquainted with Mary Geiger Payne, who executed the annexed First Codicil to her Last Will and Testament, consisting of one (1) typewritten page, dated May 23, 1985, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said First Codicil, Mary Geiger Payne declared the instrument so subscribed by her to be the First Codicil to her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Codicil, Mary Geiger Payne was over the age of eighteen years and in our opinion was of sound mind, memory and understanding, and not under any restraint or in any respect incompetent to make a Codicil.

This affidavit is made at the request of said Mary Geiger Payne.

The annexed First Codicil to Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Debbie Sewell

Gregg Waller

Sworn to and subscribed before me,

this 23rd day of May, 1985.

Hazel H. Foster

Notary Public

My Commission Expires:

My Commission Expires JULY 21, 1985

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 111, Page 8

Given under my hand and official seal, at office in Nashville, this 24 of March 19 95.

RICHARD R. ROOKER, CLERK

By Cindy Jackson

Deputy Clerk