Box 42

LAST WILL AND TESTAMENT

OF

NELLE C. CARSWELL

BOOK 10325 PG 437

I, Nelle C. Carswell, a citizen and resident 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 executed by me.

ITEM I

I direct that all of my just debts (excluding debts secured by mortgages, pledges or other security instruments which in the discretion of my Co-Executors, may be paid or retained) and funeral expenses be paid by my Co-Executors out of my residuary estate as soon as may be practicable after my death.

My Co-Executors shall likewise pay out of my residuary estate, and not apportion against 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 [excluding any tax imposed under section 2601 of the Internal Revenue Code of 1954, as amended (the "Code"), or under Tennessee law, on any generation-skipping transfer], 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 Co-Executors.

ITEM II

I direct that the proceeds of all policies of insurance on my life, which are payable to my Executor, my Administrator, or my estate, shall be used as need in paying debts, taxes, and

Nelle C. Carswell

specific legacies, or in making any other payments authorized to be made by my Executor, with any portion thereof not so used becoming a part of my residuary estate. It is especially my intention that the provisions of Section 56-7-201, Tennessee Code Annotated, as now or hereafter amended, shall not apply to any insurance on my life except such policies as may specifically designate as the beneficiary thereof either my husband or my children and on account of such designation shall pass outside the terms of this my will.

ITEM III

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I give, devise, and bequeath the entire residue of my estate, including property of every kind and character, real, personal, or mixed, and wheresoever the same may be situated, which I may own or have an interest in at the time of my death, including the proceeds of any policies of insurance on my life which may be payable to my Executor, my Administrator, or my estate, to my husband, Nathanial A. Carswell, if he survives me.

Should my husband predecease me, I give, devise, and bequeath the entire residue of my estate, including property of every kind and character, real, personal, or mixed and wheresoever the same may be situated, which I may own or have an interest in at the time of my death, including the proceeds of any policies of insurance on my life which may be payable to my Executor, Administrator, or estate to my son, Nathanial A. Carswell, Jr., to be his absolutely.

In the event my son should predecease my husband, leaving issue, then my son's issue shall receive the entire residue of my estate sharing per stirpes and not per capita.

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

Nelle C Carswell

ITEM IV

I nominate, constitute, and appoint my husband, Nathanial A. Carswell, and my son, Nathanial A. Carswell, Jr., as Co-Executors of my Will and excuse them from giving any bond for the faithful performance of their duties.

Without diminution or restriction of the powers vested by law, and subject to all of the provisions of my will, my Executors, without the necessity of procuring any judicial authorization therefor or approval thereof, shall be vested with and, in the application of their best judgment and discretion, shall be authorized to exercise all or any of the powers specifically enumerated in Section 35-618 Tennessee Code Annotated.

In addition to all other powers, and notwithstanding any other provision of this my Will, my Executors shall have full discretion to apply the deductions allowable for claims, expenses, indebtedness, taxes, and losses, as contemplated by Internal Revenue Code Sections 642, 2053, and 2054 of the Code, as the same now exist or may hereafter be amended, to either income tax or estate tax in such manner as to minimize the total state and federal income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether such charges shall be charged to income or principal for distribution purposes.

Throughout this will the masculine gender shall be deemed to include the feminine, and vice versa, and the singular shall include the plural, and vice versa.

Whenever the words "child," "children," "grandchildren," "issue," or words of similar import are used in my Will, they are intended to include adopted as well as natural born children and grandchildren.

Nella C. Carswell

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of five (5) pages, each of which bears my original signature, at Nashville, Tennessee, this 15th day of November, 1994.

Nelle C. Carswell
NELLE C. CARSWELL

Signed, published, and declared by the said Nelle C. Carswell 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 sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Jan Minehall

Charles Bruce Jr.

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STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Joan D. Reeves, a Notary Public in and for said State and County, Jan Minshall and Charles B. Reaser, Jr., to me known, who made oath as follows:

1. That they were requested by the Testator, NELLE C. CARSWELL, to witness her signature to the attached instrument, which purports to be her Last Will and Testament, and they were further requested by the Testator to execute this Affidavit;

2. That the Testator signed said instrument and declared the same to be her Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testator and of each other;

4. That the Testator was of apparent sound mind at the time of the execution of said instrument; and

5. That this Affidavit is made pursuant to Section 32-211, Tennessee Code Annotated.

0265846
IDENTIF. ↑ REFERENCE

97 JAN 21 PM 4:15
DAVIDSON COUNTY, TN.

Jan Minshall

Charles B. Reaser, Jr.

Subscribed and sworn to before me this 15th day of November, 1994.

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 210 Page 555
Given under my hand and official seal, at office, in Nashville, this 21 of JAN 19 97.

RICHARD R. ROOKER, CLERK

By _____ Deputy Clerk

Joan D. Reeves
Notary Public

My Commission Expires: 9-17-95

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