LAST WILL AND TESTAMENT

I, JOYCE FAYE MONTGOMERY JOHNSON, a resident of Hermitage, Davidson County, Tennessee, recognizing the uncertainty of life and the certainty of death, and being of sound mind and disposing memory, do make, publish, and declare this to be my Last Will and Testament, hereby revoking all wills, codicils, and other testamentary instruments heretofore made by me.

ARTICLE I. I direct that all of my lawful debts, my funeral expenses, and the cost of administration of my estate be paid as soon as practicable after my death. My Executor, in his sole discretion, may pay from my estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

I further direct that any obligations of mine secured by mortgage or other security instruments or by pledge of or lien against any of my personal property or life insurance, may, at the discretion of my Executor, be paid or reatined, and if paid, shall be without right of contribution from any person.

ARTICLE TWO. I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, assessed by reason of my death, imposed by the government of the United States or any state or territory thereof, or by any foreign government or political subdivision thereof with respect to all property required to be included in my gross estate for estate tax or like purposes by any such governments, whether the property passes under this will or otherwise, including property of which I have a taxable power of appointment, without contribution by any recipient of any such property.

 Joyce Faye Johnson

ARTICLE THREE. My Executor may use all or a part of the proceeds of any life insurance payable to my estate or to my Executor to pay such portion of my funeral and administration expenses, taxes and lawful debts as my Executor deems proper.

ARTICLE FOUR. I give to my natural sons **RONALD HARLIS JOHNSON** and **LARRY WAYNE JOHNSON** all of my real property and all tangible and intangible personal propery, including automobiles, household furnishings, clothing and other articles of personal use, to share and share alike, each son receiving a one-half interest in my entire residuary estate. If one of my sons predeceases me, I give all my real and personal property to my surviving son.

In the event both of my sons predecease me, I bequeath my entire residuary estate to my sister, **LILLIE ANN (WILLIAMS) TENNYSON** of Marion, Virginia, if and only if both **RONALD HARLIS JOHNSON** and **LARRY WAYNE JOHNSON** are deceased at the time of my death.

ARTICLE FIVE. I hereby bequeath to my sons **RONALD HARLIS JOHNSON** and **LARRY WAYNE JOHNSON** all retirement benefits, profit sharing benefits, or other benefit or pension program entitlements which I have incurred with any employer, to share and share alike with each son receiving a 50 percent interest in any such benefits due me at my death.

ARTICLE SIX. I hereby grant to my Executor, including any substitute or successor personal representative, the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or any trust as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court of judicial authority.

ARTICLE SEVEN. I appoint my eldest son, **RONALD HARLIS**

JOHNSON, to be Executor of this my Last Will and Testament. I direct that no bond be required of my said Executor for the faithful performance of his duties whether in the State of Tennessee or elsewhere, whether the Executor be named as appointed herein or be a substitute therefore. If my son, RONALD HARLIS JOHNSON shall predecease me or for any other reason shall fail to qualify as Executor, or having qualified shall die or resign, then in such event, my youngest son, LARRY WAYNE JOHNSON shall act as Executor with bond excused.

IN WITNESS WHEREOF, I, said JOYCE FAYE MONTGOMERY JOHNSON do hereunto set my hand to this instrument, consisting of six (6) typewritten pages, including the self-proving affidavit, upon each page of which I have subscribed my name and I declare and publish this instrument to be my Last Will and Testament at Nashville, Tennessee on this the 30 day of Jan, 1989.

Joyce Faye Johnson
JOYCE FAYE MONTGOMERY JOHNSON

The foregoing instrument, consisting of this and the two proceeding typewritten pages, was signed, sealed, published and declared by JOYCE FAYE MONTGOMERY JOHNSON, the Testatrix, to be her Last Will and Testament in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses.

Becky Joan Hesick
NAME

Hermitage Tn.
RESIDENCE

Cecilia M. Burton
NAME

Nashville, Tennessee
RESIDENCE

FILED
89 OCT -3 PM 2:20
RECORDED
06 4823

AFFIDAVIT OF WITNESSES TO PROVE WILL

Ruby Jean Musick and Cecilia M. Benton after being sworn according to law, depose and say:

1. That they are adult citizens of Tennessee, respectively.

2. That they witnessed the execution of the Last Will and Testament of JOYCE FAYE MONTGOMERY JOHNSON, dated _____ to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix, and in accordance with Tennessee Code Annotated, § 32-2-110.

3. That their signatures are affixed to said Last Will and Testament, and they are signed or affixed to the same at the instance and at the request of the Testatrix and in her sight and presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

4. That the Testatrix signed said paper writing, declaring and signifying it to be her Last Will and Testament in their sight and presence at the place and on the date recited in said Last Will and Testament.

5. That at time they witnessed said Will the Testatrix was, in their opinion, of sound mind and did not appear under any undue influence.

Ruby Jean Musick

Cecilia M. Benton

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary

Public in and for said State and County, the within named Ruby Jean Musick and Cecilia M. Benton with whom I am personally acquainted (or upon the basis of satisfactory evidence presented to me) and who, after being duly sworn, made oath that they executed the foregoing Affidavit of Witnesses to Prove Will for the the purposes therein contained.

Witness my hand and official seal at Nashville, Davidson County, Tennessee this 30th day of Jan., 1989.

NOTARY PUBLIC

My Commission Expires:

3-3-92

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

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 225 Page 200

Given under my hand and official seal, at office, in Nashville, this 4th of Oct 1999.

RICHARD R. ROOKER, CLERK

By _____ Deputy Clerk