This instrument prepared by:

DANIEL C. MASTEN, BPR #9815
UAW Legal Services Plan
100 Town Center Parkway
P.O. Box 1797
Spring Hill, TN 37174-1797

PICK-UP

Davidson County AFFIDAVIT
Recvd: 11/21/00 10:40 6pgs
Fees:26.00 Taxes:0.00
20001121-0114908

AFFIDAVIT OF HEIRSHIP

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

Comes now your Affiant, Joe Frank Carlton, Sr., and having first been duly sworn accordingly to law deposes and states as follows:

1. My name is Joe Frank Carlton, Sr., and I am an adult citizen and resident of Rutherford County, Tennessee, and the son of Margie C. Carlton.

2. Margie C. Carlton died on October 10, 2000 at the age of 78 years, a resident of Davidson County, residing at 316 Harrison Street, Nashville, Tennessee 37211.

3. My mother was predeceased by her husband and my father, Samuel Richard Carlton on June 18, 1999.

4. I am one of the beneficiaries and heirs at law of Margie C. Carlton to the terms of her Last Will and Testament.

5. I was named Executor of my mother's estate by the terms of her Last Will and Testament, a copy of which is attached hereto and which is of record in the Office of the Clerk of the Probate Court for Davidson County, Tennessee at Nashville, Case No. 00UP-88.

6. To the best of my knowledge and information, the following are the names and last known addresses of all of the heirs at law of my mother, Margie C. Carlton:

Joe Frank Carlton, Sr.
997 Rocky Glade Road
Eagleville, TN 37060

Martha Joyce Carlton Rich
2912 Goochie Ford Road
Readyville, TN 37149

Daniel Richard Carlton
12681 Highway 99
Rockvale, TN 37153

John Robert Carlton
11641 Mt. Pleasant Road
Rockvale, TN 37153

7. The real property located at and commonly known as 316 Harrison Street, Nashville, Davidson County, Tennessee 37211 is improved property of record in Book 4873, Page 165, Register's Office for said county and was the residence of my parents during their lifetimes.

FURTHER AFFIANT SAYETH NOT.

WITNESS my hand this the 21 day of Nov., 2000.

Joe Frank Carlton, Sr.
JOE FRANK CARLTON, SR.

Sworn to and subscribed before me this the 21 day of November, 2000.

Jean A. Jackson
NOTARY PUBLIC

JEAN A. JACKSON NOTARY PUBLIC AT LARGE MAURY COUNTY, TENN.

My Commission Expires: 2-19-2002

Last Will and Testament

MARGIE CARLTON

I, Margie Carlton, a citizen and resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory and realizing the uncertainty of life, do make, publish, and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

I

I desire and direct that all my debts, funeral expenses, expenses of the administration of my estate, and any estate, inheritance, or like taxes that may be imposed by reason of my death be paid first out of the funds of my estate by my Executor or Executrix without proration among the several different beneficiaries.

II

All the rest, residue, and remainder of my estate, both real and personal property, or mixed property, wheresoever situated, I give, devise and bequeath, to my husband, Richard Carlton. If my husband, Richard Carlton, does not survive me, then I direct that the property, real, personal or mixed, above given, devised and bequeathed, to him be divided into four equal portions with each of the four equal portions to go or be given and divided as indicated hereafter.

(a) One of the four equal portions or shares of my estate is to go to my son, Joe Frank Carlton, if he survives me at my death. If my son, Joe Frank Carlton, does not survive me at my death, then his one fourth portion or share of my estate is to be shared equally, with each of the following who survive me individually taking an equal fractional share and those persons are: Joey Carlton, his son; Ricky Carlton, his son; and Juanita Carlton, his wife.

(b) One of the four equal portions or shares of my estate is to go to my daughter, Martha Joyce Rich, if she survives me at my death. If she does not survive me at my death, then her one fourth portion or share of my estate is to be shared equally with each of the following who survive me individually taking an equal fractional

part and those persons are: Murphy Rich, her son; Hershel Rich, her son; Bobby Rich, her son; Jimmy Rich, her son; and Roy Rich, her husband.

(c) One of the four equal portions or shares of my estate is to go and be given to my son, Danny Carlton, if he survives me at my death. If he does not survive me at my death, then his one fourth share or portion is to be given and divided equally between the following persons who survive me at the time of my death and each of them is to receive and get individually an equal fractional share of the portion and those persons are: Danny Carlton, Jr., his son; Jerry Carlton, his son; Tony Carlton, his son; Tammy Carlton, his daughter; and Lucille Carlton, his wife.

(d) One of the four equal portions or shares of my estate is to go to my son, Robert Carlton, if he survives me at my death. If Robert Carlton, my son, does not survive me at my death, then his one fourth share or one fourth portion is to go and be divided equally among the following named persons who survive me with each of them to receive individually an equal frational share of such portion and those people are: Tina Carlton, his daughter; Johnny Carlton, his son; Sam Carlton, his son; and Ernestine Carlton, his wife.

Any additional grandchildren that may be born to my children named above are to be added to the list above if their indicated parent does not survive me at my death and if they survive me and they are to take and share equally their parent's portion with their respective brothers and/or sisters and surviving parent.

III

In making a division of my estate into four equal portions as indicated in the previous paragraph I direct that all my property be split, allocated, and distributed as agreed among the recipients. If in making such division, there be any disagreement among my beneficiaries, I direct that my Executor or Executrix shall determine and put into effect the method of settling any such disagreement, and that the result of the method so determined shall be conclusive and binding on my estate. To accomplish any necessary

division of my property into the four portions or as otherwise needed I confer upon my said Executor or Executrix full power of sale without order of the Court of all my real and personal property that I may have.

IV

I hereby nominate and appoint my husband, Richard Carlton, to be Executor of this my Last Will and Testament, and in the event that my husband predeceases me, or is unable to act for any reason, I nominate and appoint Joe Frank Carlton, my son, Route 1, Eagleville, Tennessee, to be Executor of this my Last Will and Testament, and in the event that he is unable to act for any reason, I nominate and appoint my daughter, Martha Joyce Rich, Route 1, Readyville, Tennessee, to be Executrix of this my Last Will and Testament, and I direct that my Executor or Executrix not be required to file a bond.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of October, 1977, and do publish and declare this to be my Last Will and Testament in the presence of each and all of the subscribing witnesses, who I have asked to act as such by signing their names as attesting witnesses in my presence and in the presence of each other.

Margie Carlton
MARGIE CARLTON, TESTATRIX

We do hereby bear witness that the foregoing was signed by the said Margie Carlton as and for her Last Will and Testament, in the presence of us, the undersigned, who at her request and in her presence, and in the presence of each other, have subscribed our names hereto as attesting witnesses to the execution of this will, on the day and date above written.

Brenda Hatton — 3221 Nolensville RD. Nash. Tenn. 37211

Richard L. Albers — 3221 Nolensville Rd. Nashville, Tenn. 37211

PROBATE COURT CLERK'S OFFICE
RICHARD R. ROOKER, CLERK

Desc: UNPROBATED WILL Reference #: 51242 Rec. Date: 11.16.00

Received from: SATURN By: CK Operator: RD

CARLTON, MARGIE	11972	00UP88

Clerk's fee : 7.00

TOTAL : 7.00

RICHARD R. ROOKER, CLERK DC

COURT ASSIGNMENT

42581

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