FILED
2004 JAN 23 AM 10:25
RICHARD R. ROOKER, CLERK
04P153 D.C.

PICK-UP

LAST WILL AND TESTAMENT

OF

ELSIE R. SOUTHERLAND

Davidson County WILL
Recvd: 10/27/04 11:51 10pgs
Fees:52.00 Taxes:0.00
20041027-0129251

I, **ELSIE R. SOUTHERLAND**, a resident of Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

As of the date hereof I am unmarried, my husband, H. H. SOUTHERLAND, SR., having predeceased me. I have one (1) child, H. H. SOUTHERLAND, JR., and three (3) grandchildren, H. HERMAN SOUTHERLAND, III, MARTY D. SOUTHERLAND and STEPHANIE S. McGEE. All references herein to my "son" or "child" shall be interpreted to refer to H. H. SOUTHERLAND, JR., all references to my "grandchildren" shall be interpreted to refer to H. HERMAN SOUTHERLAND, III, MARTY D. SOUTHERLAND and STEPHANIE S. McGEE, and the term "my son's issue" or other words of similar import shall be interpreted to refer to said grandchildren and their descendants.

ITEM ONE: I nominate and appoint my son, H. H. SOUTHERLAND, JR., as my Personal Representative hereunder. If H. H. SOUTHERLAND, JR. fails or ceases to serve as Personal Representative, I nominate and appoint Stephanie

Elsie R. Southerland

ELSIE R. SOUTHERLAND

McGee as my alternate or successor Personal Representative. If Stephanie McGee fails or ceases to serve, a majority of the group composed of the adult residual beneficiaries and Guardians of any minor residual beneficiaries shall appoint a substitute or successor Personal Representative which shall be an individual of their choice or a bank or trust company having power to serve and combined agency and trust assets under management of at least One Hundred Million Dollars ($100,000,000.00). I excuse the Personal Representative and his alternates or successors from bond in all events.

If an administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower the Personal Representative or his alternates or successors to qualify in such jurisdiction or to designate one or more individuals or a bank or trust company having power to act as a personal representative to serve as Personal Representative or sole Personal Representative as the case may be and I empower my Personal Representative to excuse such appointee from bond.

ITEM TWO: I give to my son, H. H. SOUTHERLAND, JR., if he survives me, all tangible personal effects which I may own at my death, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles and their equipment and all articles of personal or household use or adornment, together

Elsie R Southerland

ELSIE R. SOUTHERLAND

with all policies of insurance on such property, but excluding money, securities and the like. If my said son fails to survive me, I give such items in equal shares to my grandchildren, per stirpes, to be divided as they shall agree, and if they fail to agree or if any of said beneficiaries is then a minor, the Personal Representative shall decide the method of dividing said assets and such decision of the Personal Representative shall be final. It is likely that at my death I will leave a Letter of Instruction regarding my wishes in distributing my personal effects and I request that these instructions be followed to the extent practicable, but said Letter of Instruction is not intended to be part of this, my Will, nor to create enforceable rights in the persons therein named. If any of the beneficiaries hereunder is a minor at the time of my death, the assets passing to such minor beneficiary shall be distributed to the beneficiary's legal or natural Guardian, or to a person selected by the Personal Representative for that purpose, to be held as Custodian for said minor beneficiary until such beneficiary reaches the age of twenty-one (21) years at which time the property shall be delivered by the Custodian to the beneficiary free of trust. While holding such property hereunder, the Custodian is relieved of any obligation to produce earnings from such property and is only required to hold it pending distribution pursuant to the provisions of this **ITEM TWO**. I expressly authorize the Personal Representative in his discretion, to sell any part or all of said property not wanted by the beneficiary, or inappropriate for the beneficiary, to whom it is

Elsie R Southerland

ELSIE R. SOUTHERLAND

given hereinabove and to make the proceeds thereof a part of my residuary estate.

ITEM THREE: All the rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, I give, devise and bequeath outright and free of trust to my son, H. H. SOUTHERLAND, JR. If my son does not survive me, I give, devise and bequeath said residue of my estate to my grandchildren, per stirpes, with the then living issue of any deceased grandchild taking by representation the share the deceased grandchild would have taken if living. The share of the residue going to each beneficiary then twenty-one (21) years of age or older shall vest in and be paid over and delivered to the beneficiary free of trust, whereas the portion going to any beneficiary then under twenty-one (21) years of age shall, though vested, be distributed to the beneficiary's natural or legal guardian or to a person selected by the Personal Representative for that purpose, and such guardian or person shall hold such assets as Custodian, without bond, under the Tennessee Uniform Transfers to Minors Act until the twenty-first (21st) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, together with any and all earnings therefrom and appreciation thereof, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

Elsie R Southerland

ELSIE R. SOUTHERLAND

ITEM FOUR: If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate, such assets shall vest in and be paid over to those persons and in those shares as would have taken such assets had I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will.

ITEM FIVE: The Personal Representative and his successors shall have the following powers which shall be exercisable in their discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind and all property of any kind at any time held by them at public or private sale and at such prices and upon such terms as they shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to borrow money and to pledge assets comprising the estate; to compromise claims (including taxes) for or against my estate; to improve any real estate and to lease real estate as they choose, to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Personal Representative shall be exercisable without the necessity of application to any Court. I also

Elsie R. Southerland

ELSIE R. SOUTHERLAND

authorize the Personal Representative to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

B. In accordance with Tennessee Code Annotated Section 31-2-103, I direct that any real property that I may own at my death be administered as part of my estate subject to the control of my Personal Representative. The Personal Representative shall have full authority, discretion and power to sell, convey, improve, lease, encumber, or in any other manner deal with and administer any such real property, without the requirement of having to obtain the approval of any court, the joinder of any beneficiary or the disclosure of the identity of any beneficiary of my estate. All such real property shall be deemed to be personal property following my death, subject to sale by the Personal Representative, for the purposes of facilitating the distribution of my estate among the beneficiaries of my Will and paying any taxes, administrative expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

C. I give the Personal Representative all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated §35-50-110, as if the language thereof were incorporated in this Will verbatim.

D. The Personal Representative shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court, but shall make reports to the beneficiaries at least annually.

E. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary that may be appointed. Whenever the words "fiduciary" or "Personal Representative" appear herein, it shall be construed as including any successor fiduciary or Personal Representative, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

Elsie R Southerland

ELSIE R. SOUTHERLAND

ITEM SIX: Any and all estate and inheritance taxes assessable by reason of my death, and whether based on transfers under my Will or outside it are charged against the residue of my estate passing under **ITEM THREE** hereof and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Personal Representative shall seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as amended ("the Code") and which tax is not otherwise paid or payable. I direct that all of my funeral expenses and expenses of administering my estate may be paid, as soon as practicable and in such order and out of such of the assets in my residuary estate as the Personal Representative deems appropriate. All of my debts other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of life insurance policies on my life shall be charged against my residuary estate.

ITEM SEVEN: The proceeds of any insurance on my life which are receivable by the Personal Representative may be used, but only in the sole and uncontrolled discretion of the Personal Representative, in satisfying obligations

Elsie R. Southerland

ELSIE R. SOUTHERLAND

and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

This Will is written on Eight (8) pages.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 22 day of September 2003.

Elsie R Southerland
ELSIE R. SOUTHERLAND

The foregoing instrument was signed, published and declared by the said ELSIE R. SOUTHERLAND as and for her Last Will and Testament in the joint sight and presence of the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

Corina L. Fain residing at Cottontown, TN

Jaudean Roberts residing at Nashville, TN

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On September 22, 2003, we subscribed our names as attesting witnesses to the Will of ELSIE R. SOUTHERLAND, at her request and in her sight and presence and in the sight and presence of each other. Said Will was executed by the Testatrix in our presence. We considered her to be of sound mind at the time said Will was executed, and she was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

Gina T. Fain
Witness

Gina T. Fain
Witness's Name Typed or Printed

3329 Hwy 76
Cottontown, TN 37048
Address

Sandra B. Roberts
Witness

SANDRA B. ROBERTS
Witness's Name Typed or Printed

1337 Gen. George Patton Rd
Nashville, TN 37221
Address

Subscribed and sworn to me by Gina Fain and Sandra Roberts on this 22nd day of September, 2003.

Vicki D. Wray
Notary Public

My Commission Expires:
My Commission Expires
January 27, 2007

STATE OF TENNESSEE

I, **RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the Last Will and Testament heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 23 day of JANUARY , 2004 , in the Case Number 04P153 SOUTHERLAND, ELSIE R deceased,
as same remains of record in Vol. 5567 , Page 1383892 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 27 day of OCTOBER in the year two thousand four and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk

By Patty Jack Deputy Clerk

SEAL

