Davidson County WILL
Recvd: 07/23/07 15:01 15 pg
Fees:77.00 Taxes:0.00
20070723-0087358

OTP 54
2007 JAN 17 AM 10:42
D.C.

LAST WILL AND TESTAMENT

OF

NINA J. SHELTON

I, NINA J. SHELTON, 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.

I am not married, my husband having predeceased me. As of the date hereof I have two (2) children, STEPHEN JARRELL SHELTON and MARSHALL R. SHELTON, and all references herein to my "children" shall be interpreted to refer to STEPHEN JARRELL SHELTON and MARSHALL R. SHELTON. I had two (2) other children that have predeceased me, MARION ANN SHELTON and RONALD TILMON SHELTON.

ITEM ONE: I nominate and appoint my son, STEPHEN JARRELL SHELTON, as my Personal Representative and Trustee hereunder. If STEPHEN JARRELL SHELTON fails or ceases to serve in either or both capacities, I appoint my son, MARSHALL R. SHELTON, as alternate or successor Personal Representative and/or Trustee, as the case may be. If a vacancy arises in any fiduciary capacity hereunder notwithstanding the designation of the foregoing alternates or successors, my children, STEPHEN JARRELL SHELTON and MARSHALL R. SHELTON, or the survivor of them, otherwise a majority of the group composed of the adult beneficiaries and Guardians of any minor beneficiaries under **ITEM FOUR** hereinbelow (with any minor beneficiary acting through his or her legal Guardian, or if none, his or her natural Guardian),

Nina J. Shelton
NINA J. SHELTON

shall appoint a substitute Personal Representative and/or Trustee, as the case may be, which shall be (A) an individual of their choice other than in the case of the appointment of a Trustee (i) an individual who is a beneficiary hereunder, (ii) an individual who owes a duty of support to a beneficiary hereunder, or (iii) an individual who is related or subordinate to the person or persons authorized to make appointment within the meaning Section 672 of the Internal Revenue Code of 1986 as amended ("the Code") (an "Eligible Individual Fiduciary") or (B) 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) (an "Eligible Corporate Fiduciary"). I excuse the Personal Representative and Trustee and their alternates or successors from bond in all events.

If it is necessary or desirable that a Tennessee resident serve as a co-fiduciary with any non-resident Personal Representative, Trustee or other fiduciary appointed herein, I empower such non-resident fiduciary to appoint a Tennessee resident as co-fiduciary to serve with said non-resident fiduciary and to excuse such appointee from bond. 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 therein or to designate one or more individuals or a bank or trust company having power to act as Personal Representative to serve as Personal Representative and I empower my Personal Representative to excuse such appointee from bond.

ITEM TWO: It is likely that at my death I will leave a Letter of Instruction regarding my wishes in distributing my personal effects including

Nina J. Shelton

NINA J. SHELTON

furniture, clothing, jewelry, silver, books, pictures, china, automobiles and their equipment and all articles of personal or household use or adornment, together with all policies of insurance on such property, but excluding money, securities and the like, 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 I leave no Letter of Instruction or if I own personal effects not addressed in a Letter of Instruction or otherwise not disposed of pursuant to this **ITEM TWO**, such items shall become a part of and pass in accordance with my residuary estate under **ITEM FOUR** hereinbelow.

ITEM THREE: I make the following bequests:

A. I give and bequeath to my grandson, SCOTT SHELTON, if he survives me, the sum of One Thousand Dollars ($1,000.00). If my said grandson does not survive me this bequest shall lapse.

B. I give and bequeath to my grandson, SHAWN SHELTON, if he survives me, the sum of One Thousand Dollars ($1,000.00). If my said grandson does not survive me this bequest shall lapse.

I have made no other provision herein for SCOTT SHELTON or SHAWN SHELTON due to the fact that they have had very little contact with me over the last several years.

ITEM FOUR: All the rest and residue of my estate of every kind and wherever located, real, personal and mixed, including all lapsed or void legacies,

Nina J. Shelton

NINA J. SHELTON

I give, devise and bequeath in equal shares to my children, STEPHEN JARRELL SHELTON and MARSHALL R. SHELTON. If a said child of mine fails to survive me, I give, devise and bequeath the share such deceased child would have taken if living to such deceased child's then living issue per stirpes, and if none, to such other child of mine, if living, otherwise to such child's then living issue per stirpes.

The portion of the residue of my estate passing to any beneficiary other than my grandson, STEPHEN TRENT SHELTON, 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 passing to any beneficiary other than my said grandson then under twenty-one (21) years of age shall, though vested, be distributed to the legal Guardian of such minor child to be held as Custodian under the Uniform Transfers to Minors Act, without bond, 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.

The portion of the residue of my estate, if any, passing to my grandson, STEPHEN TRENT SHELTON, shall be held in trust for the benefit of my said grandson. The Trustee shall distribute, apply or expend the net income or principal or both, of such trust to or for the benefit of my grandson, STEPHEN TRENT SHELTON, for his support, maintenance, education (whether public, private or special), health care and funeral expenses, in such amounts (even to the extent of exhaustion of the trust corpus) and proportions as the Trustee in

Nina J. Shelton

NINA J. SHELTON

its discretion deems advisable having due regard to the other assets available to the beneficiary and considering all other factors and circumstances the Trustee believes pertinent. Any amount of net income not so distributed shall be added to principal from time to time. My said grandson shall have the power by his own Last Will and Testament duly proved and allowed and by specific reference therein to the limited power herein granted, to appoint the trust estate remaining at his death to or among his descendants either absolutely or in trust, in equal or unequal shares, and the assets not thus appointed shall vest per stirpes in my grandson's then living descendants, or if none, the trust estate shall be paid over outright and free of trust to my son, MARSHALL R. SHELTON, if then living, otherwise it shall vest per stirpes in his then living issue, provided that if the estate and inheritance taxes imposed on such beneficiary's estate are increased by reason of the existence of the power of appointment or right of withdrawal, the Trustee shall pay from the assets not appointed the increase, if any, of such taxes owing by the beneficiary's estate as the result of the existence of such power of appointment or right of withdrawal.

ITEM FIVE: The interest of a beneficiary in any Trust created hereunder shall not be voluntarily grantable, transferable, or otherwise assignable by anticipation by the beneficiary without the prior written consent of the Trustee, and shall not be subject to the claims of any creditors of any beneficiary or otherwise subject to involuntary transfer in any event, and the Trustee shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary notwithstanding any action by creditors. No spouse or person claiming to be the spouse of any beneficiary hereunder shall have any right or

Nina J. Shelton

NINA J. SHELTON

claim to the principal or the income of the Trust. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process, and in the event that any such process shall be served upon the Trustee, the right of any beneficiary in respect to whose interest such process is attempted to receive either income or principal and the obligation of the Trustee to pay same shall terminate until such process shall be released and discharged; provided that the Trustee may make such advance from either principal or income for the support, maintenance, health care, education (whether public, private or special), and funeral expenses of such beneficiary as the said Trustee in its discretion may deem proper under the circumstances.

ITEM SIX: The Personal Representative and Trustee and their 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 or any trust pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate or any trust; to sell and dispose of 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 for the purpose of paying my debts or making distribution or for any purpose whatever; to invest and reinvest in such assets as they shall deem prudent and in the best interest of the beneficiaries; to borrow money and to pledge assets comprising the estate or any trust; to compromise claims, including taxes, for or against my estate or any trust; to improve any real estate and to lease real estate as they choose, including power to give leases for periods extending beyond the duration of a trust; 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

Nina J. Shelton

NINA J. SHELTON

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 and Trustee shall be exercisable without the necessity of application to any Court. I also authorize the Personal Representative and Trustee 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. I give the Personal Representative all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated Section 35-50-110, as if the language thereof were incorporated in this Will verbatim. I give the Trustee all the powers recited in the introductory paragraph and subparagraphs five (5) through thirty-three (33) of Tennessee Code Annotated Section 35-50-110 as if the language thereof were incorporated in this Will verbatim. In addition, I give the Trustee all of the powers recited in Section 35-15-816 of the Tennessee Uniform Trust Code, as amended from time to time.

C. The Trustee shall be excused from complying with the notification requirements of Section 35-15-813(b) and (c) of the Tennessee Uniform Trust Code, as amended from time to time.

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. The Trustee shall be excused from making reports to any Court. The Trustee shall render each year to every beneficiary of full and legal competency then entitled to receive the income hereunder an account of the administration of the trust and the written approval of each such beneficiary shall, as to all transactions shown therein, be final and binding upon all persons (whether in being or not) who are then or may thereafter become entitled to share in either the principal or income of the Trust. Statements shall also be rendered to every minor beneficiary through such beneficiary's guardian.

E. 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

NINA J. SHELTON

expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate. No fiduciary hereunder shall incur any personal liability for any loss for any depreciation in the value that is sustained as a result of said fiduciary retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any federal, state and/or local environmental law or regulation thereunder; unless, however, such fiduciary contributed to the loss or depreciation in value through willful default, willful misconduct or gross negligence. Further, the Trustee shall be under no obligation to perform annual inspections or appraisals or to have periodic inspections or appraisals made of any real estate held in any trust hereunder, and the Trustee may retain such property regardless of its lack of productivity of income except as otherwise provided above.

F. The Trustee shall have the power to allocate receipts and disbursements to principal or income in accordance with reasonable trust accounting principles.

G. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability or in the opinion of the Trustee is incapable of properly managing his or her financial affairs, then the Trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary or to a custodian selected by the Trustee for the beneficiary under a Tennessee Uniform Transfers to Minors Act or similar applicable law or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustee considers advisable.

H. Upon the distribution of my estate or the termination of any trust, the Personal Representative or Trustee, as the case may be, in their discretion may make distribution either in cash or in kind or partly in cash and partly in kind. Upon termination of the trust, the powers of the Trustee to sell and transfer the corpus of the trust shall continue to the extent necessary in order to enable the Trustee to wind up the trust estate, pay the expenses thereof and distribute the corpus thereof to the persons entitled thereto.

I. No individual Trustee hereunder shall have any fiduciary power as Trustee that would result in inclusion of any trust created hereunder in his or her gross estate for Federal Estate Tax purposes.

J. If a trust created under this instrument would otherwise be partially exempt from generation-skipping tax after the intended allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of the Code with respect to such allocation, the Trustee may (but

Nina J. Shelton

NINA J. SHELTON

need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the original trust so that the allocation of GST exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created pursuant to this power shall have the same name as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST Exempt" added to its name.

K. The provisions of Tennessee Code Annotated Section 35-50-124 shall not restrict the powers, rights and duties conferred upon the Trustee hereunder, provided such powers, rights and duties shall be subject to the limitations expressly set forth herein.

L. 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," "Personal Representative" or "Trustee" appear herein, it shall be construed as including any successor fiduciary, personal representative or trustee, 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.

ITEM SEVEN: If the principal of any trust hereunder should be of a size or nature so as not to justify the creation or continuance of the trust for economic reasons, the Trustee, in its sole discretion, may terminate such trust and distribute the principal and any undistributed income to the beneficiaries in whom such trust is vested and, if not vested, to the income beneficiaries of such trust. If a beneficiary is under legal age, such minor's share shall be distributed to the beneficiary's natural or legal guardian, and such guardian shall hold such assets as Custodian without bond under the Tennessee Uniform Transfers to Minors Act. If the Trustee acting hereunder is at any time also acting as Trustee for the same beneficiary or beneficiaries under another instrument, by whomever established, the Trustee may commingle the trusts to the extent deemed feasible by the Trustee notwithstanding minor differences of provisions and thereafter administer the commingled trusts in accordance with the provisions of the trust instrument selected by the Trustee for that purpose.

NINA J. SHELTON

ITEM EIGHT: Any and all estate and inheritance taxes assessable by reason of my death, whether based on transfers under or outside my Will, are charged against the residue of my estate passing under **ITEM FOUR** 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 § 2036 of the Code and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. I direct that all of my funeral expenses, expenses of administering my estate and 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) be paid as soon as practicable and in such order and out of such of the assets of the residue of my estate passing under **ITEM FOUR** hereinabove as the Personal Representative deems appropriate. The Personal Representative shall be exonerated from liability to any beneficiary hereunder in the exercise or nonexercise of the discretion herein granted.

ITEM NINE: My children, STEPHEN JARRELL SHELTON and MARSHALL R. SHELTON, or whichever of them as is then living, otherwise a majority of the group composed of the then current beneficiaries under **ITEM**

Nina J. Shelton

NINA J. SHELTON

FOUR hereof (with any minor beneficiary acting through his or her legal Guardian, or if none, his or her natural Guardian), shall have the power from time to time to remove any Personal Representative or Trustee then serving (provided that such power of removal shall not apply to the initial Trustee named herein) and to replace the same with a successor fiduciary which shall be an Eligible Individual Fiduciary or an Eligible Corporate Fiduciary. Such successor shall be excused from bond as are the original fiduciaries and have the same powers and discretion as the original fiduciaries. This right shall not be exhausted by one exercise thereof. The replacement and appointment shall be by notarized writing with a copy to the replaced fiduciary and a copy to the new fiduciary. The successor fiduciary is excused from inquiring into the administration of the estate by the replaced Personal Representative or of the Trust by the replaced Trustee and shall not be liable for any acts of its predecessor. The replaced fiduciary shall, without Court proceedings or other formalities, make prompt settlement with and delivery of the assets to the successor fiduciary taking a receipt therefor and without requiring any indemnity from the successor fiduciary or any other party or imposing any severance, succession or termination charge by reason of the discontinuation of its service as Trustee.

ITEM TEN: Notwithstanding any other provision of this Will, the discretionary powers given the Trustee hereunder are hereby limited so that (i) no Trustee with a beneficial interest in the income or principal of any Trust hereunder shall participate in any decision regarding a discretionary distribution to that Trustee personally or to any other beneficiary except to the extent governed by and made pursuant to a standard under this instrument

Nina J. Shelton

NINA J. SHELTON

which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Code, as from time to time amended, and (ii) no Trustee may use Trust income or principal to discharge the legal obligation of that Trustee individually to support or educate a beneficiary hereunder. All power and discretion as to any such distribution is hereby vested in the Trustee other than the Trustee having such beneficial interest and if no such Co-Trustee is then serving, the Trustee shall be empowered to appoint as a Co-Trustee hereunder the alternate or successor Trustee herein designated, or if no alternates are named or are able or willing to serve, a Co-Trustee shall be selected in the manner provided in **ITEM ONE** for filling a fiduciary vacancy.

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

ITEM TWELVE: Despite any other provisions of this instrument, no property shall be retained in trust hereunder for more than the longer of (a) ninety (90) years or (b) twenty-one (21) years after the death of the last to die of me and my descendants living on the date of my death and each share of the trust property, if any, still retained in trust at the end of that period shall be

NINA J. SHELTON

distributed immediately to the beneficiary in whom the share is vested, and if any share is not then vested, such share shall be distributed immediately to the income beneficiary or beneficiaries of such trust.

This Will is written on Thirteen (13) 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 15 day of March, 2005.

Nina J. Shelton
NINA J. SHELTON

The foregoing instrument was signed, published and declared by the said NINA J. SHELTON, 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.

John L. McCrea residing at Brentwood, Tennessee

Jean Brown residing at Lebanon, Tennessee

PAGE 13 AND FINAL PAGE OF THIS MY LAST WILL AND TESTAMENT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

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

On March 15, 2005, we subscribed our names as attesting witnesses to the Will of NINA J. SHELTON, 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.

John L. Van Cleave
Witness

JOHN L VAN CLEAVE
Witness's Name Typed or Printed

1208 Brookview DR
Brentwood, TN 37027
Address

Jean Brown
Witness

JEAN BROWN
Witness's Name Typed or Printed

1788 TRAMMEL LANE
LEBANON, TN 37090
Address

Subscribed and sworn to me by John Van Cleave and Jean Brown on this 15 day of March, 2005.

Notary Public

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN My Commission Expires NOV. 26, 2006

My Commission Expires:

11-26-05

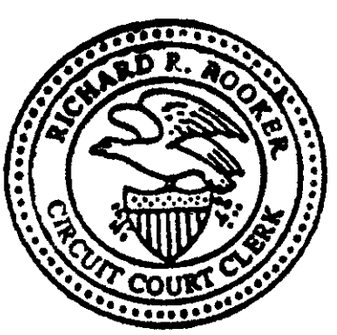
STATE OF TENNESSEE

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 17 day of JANUARY , 2007 , in Case Number 07P54 between SHELTON, STEPHEN JARRELL Petitioner, and SHELTON, NINA J. Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 19 day of JULY 2007

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk