FILED

IN THE SEVENTH CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE
PROBATE DIVISION

2007 AUG 10 AM 11:04

RICHARD R. ROOKER, CLERK

D.C.

MELINDA RUTHERFORD FLEMING, MARY DELLA RUTHERFORD, KATHERINE RUTHERFORD WATSON, JEANNE ELLEN RUTHERFORD GRAHAM, & RHONDA RUTHERFORD SCHREMMER	)	
Petitioners	)	
vs.	)	**DOCKET NO.:07P-1260**
EX PARTE	)	

ORDER

This cause came on to be heard this 10th day of August, 2007, before the Honorable Robert Bradshaw, Probate Master, on petition to recognize and establish a copy of the Will of Joseph Harold Rutherford, the original of which has been lost, as his last will and testament. All interested parties have joined in the petition, including all of those would take under the Will and all of those who would take if the decedent had died intestate, and after statement of counsel and proof of the efforts of the Plaintiffs to locate the original of the lost Will, and to otherwise prove the establishment of the copy as the last will and testament of the decedent. From all of the above, the Court finds that the copy of the Will that was attached to the Complaint as Exhibit A is the last will and testament of Joseph Harold Rutherford, that the Will was duly executed by the decedent in the presence of the two (2) attesting witnesses, J. Vaulx Crockett, Jr. and L. R. DeMarco, that the original thereof has become lost, and that it was the intention of the decedent at the time of his death that the original document be his last will and testament.

It is therefore ORDERED, ADJUDGED AND DECREED that said paper writing bearing the date of January 5, 1987, is a true, whole, and Last Will and Testament of Joseph Harold Rutherford, deceased, and that the same is entitled to be admitted to probate as such, and the clerk

Davidson County ORDER
Recvd: 08/16/07 15:02 27 pg
Fees:137.00 Taxes:0.00
20070816-0098167

is directed to file and record the same but no Letters Testamentary shall be issued and no administration be had as this probate is for muniment of title only. The real property in which the decedent had an interest are as follows:

1. 906 Shelby Avenue - described as follows:

   Land in Davidson County, Tennessee, being Lot No. 8 on the Plan of Confederate Hill, of record in Book 57, page 32, Register's Office for said County.

2. 1104 Stratton Avenue - described as follows:

   Land in Davidson County, Tennessee, being the easterly 75 feet of Lot 13 on the Plan of the Subdivision of the Calvin Davis Lot, part of Block "B" in F. O. Beazley's Plan of Lots, as of record in Book 57, page 85, RODC, Tennessee. Said easterly portion of Lot 13 fronts 75 feet on the southerly side of Stratton Avenue and runs back between parallel lines 160 feet to an alley.

3. 910 Shelby Avenue - described as follows:

   Land in Davidson County, Tennessee, being the westerly one-half of Lot No. 5 and the easterly 47 ½ feet of Lot No. 6 on the Map of Confederate Hills, as of record in Book 57, page 32, Register's Office for said County.

4. 602 South 13th Street - described as follows:

   TRACT NO. TWO: Land in Davidson County, Tennessee, being Lot No. 53 in Payne, Blakemore and Cummings addition to East Nashville, a plan which is of record in Book 27, page 57, and page 70, in the Register's Office for said County. Said Lot no. 53 fronts 50 feet on the west side of South Thirteenth Street and runs westerly between parallel lines 161 feet to an alley.

5. 604-606 South 13th Street - described as follows:

   TRACT NO. ONE: Land in Davidson County, Tennessee being Lots Nos. 51 and 52 in Payne, Blakemore and Cummings Addition to Nashville, a plan of which is of record in Book 57, page 70, in the Register's Office for said county, and amended plan of part of said subdivision is of record in Page 81 of said Book 57, to both of which plans reference is hereby made for description of said lots.

6. 717-719 South 12th Street - described as follows:

   Being Lot No. 187 on the plan of Payne, Blakemore and Cummings Addition to East Nashville of record in Book 57, page 70, of the Register's Office for Davidson

County, Tennessee.

7. 1119 Fatherland Street - described as follows:

Lot 79 on the Plan of East Nashville as of record in Book 21, page 147, Register's Office for Davidson County, Tennessee.

8. 619 Shelby Avenue - described as follows:

Being Lot No. 51 on the Plan of Williams First Addition to Edgefield, now East Nashville, as of record in Book 21, page 45, Register's Office for Davidson County, Tennessee, to which plan reference is here made for a more complete and accurate description.

9. 908 Shelby Avenue - described as follows:

Land in Davidson, Tennessee, being the westerly 2 ½ feet of Lot No. 6 and all of Lot No. 7 on the Confederate Hill Plan of Lots. East Nashville, as of record in Book 57, page 32, Register's Office for said county.

10. 1008 Westchester Drive - described as follows:

Being Lot No. 112 on the Plan of Kemper Heights, as of record in Book 2331, pages 65 and 66, Register's Office for said County.

11. 600 South 13th Street - described as follows:

Being Lot No. 54 on the Map of Payne, Blakemore and Cumming's Addition to Nashville, as of record in Book 57, page 70, as amended in Book 57, page 81, Register's Office for Davidson County, Tennessee.

The Petitioners shall pay the cost of this cause for all of which execution may issue, if necessary.

Enter this 10th day of August, 2007.

ROBERT BRADSHAW, PROBATE MASTER

APPROVED FOR ENTRY:

L. R. DeMARCO #2652
Attorney for Plaintiffs
Suite 400, Washington Square
214 Second Avenue North
Nashville, TN 37201-1602
(615) 256-6681

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing Order has been forwarded, by return mail, postage prepaid, to the individuals listed below this 10th day of August, 2007.

a. Ms. Mary Della Rutherford
1008 Westchester Drive
Madison, TN 37115

b. Ms. Katherine Rutherford Watson
1130 Hitt Lane
Goodlettsville, TN 37072

c. Ms. Jeanne Ellen Rutherford Graham
886 Glendale Lane
Nashville, TN 37204

d. Ms. Melinda Rutherford Fleming
107 LaPlaza Drive
Hendersonville, TN 37075

e. Ms. Rhonda Rutherford Schremmer
709 Ronnie Road
Madison, TN 37115

L. R. DeMARCO

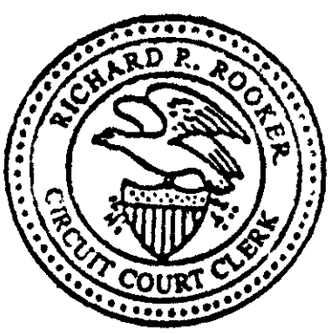
STATE OF TENNESSEE

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 ORDER heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 10 day of AUGUST , 2007 , in Case Number 07P1260 between RUTHERFORD, MELINDA Petitioner, and RUTHERFORD, JOSEPH HAROLD 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 13 day of AUGUST 2007

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk

EXHIBIT A

Copy
316 Jackson First Building

FILED
2007 AUG 13 AM 8:31
RICHARD R ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

JOSEPH HAROLD RUTHERFORD

I, JOSEPH HAROLD RUTHERFORD, domiciled in Nashville, Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE I

I direct that all of my just debts, my funeral expenses (including the cost of a suitable monument at my grave), unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and the costs of administration of my estate be paid as soon as practicable after my death. My Executrix, in her sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

In the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death (other than as a part of my residuary estate), shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me individually, jointly, in common, as partner, or otherwise), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, tenant in common, partner, or other beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.

Joseph H Rutherford

ARTICLE II

I am cognizant that the provisions of the Federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executrix to elect to claim certain administration and other expenses as deductions either in the income tax returns of my estate or in the estate tax return. I authorize my Executrix to elect to claim such expenses as deductions on the particular tax return or returns as she, in her sole discretion, shall deem advisable irrespective of whether such expenses may be payable from income or principal, and my Executrix is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of her election under this Article. I direct that the property interests determined as the result of my Executrix's election under this Article shall be the interest that such beneficiaries will receive. I exonerate my Executrix from all liability for any such election and direct that no beneficiary shall have any claim against my Executrix or my estate by reason of the exercise of my Executrix's judgment in this respect.

ARTICLE III

A. If my wife, MARY DELLA RUTHERFORD, shall survive me, all federal estate taxes and state inheritance and estate taxes imposed on any property required to be included in my gross taxable estate under the provisions of any federal or state law, whether or not such property passes under this Will, shall be paid in the first instance by my Executrix, but the ultimate burden of such taxes, including interest, penalties and litigation expense, shall be equitably prorated among, charged to, and collected from the legatees, devisees, and other beneficiaries sharing in or interested in my gross taxable estate to whom such property is or may be transferred, or to whom any benefit accrues as and to the extent provided by the

 Joseph M. Rutherford

apportionment statutes of the laws of Tennessee or other applicable tax law or proration statutes imposing such tax. I authorize my Executrix to deduct the full amount of the taxes, allocable to any beneficiary (including interest, penalties, and also litigation and collection expense) from any asset in the probate estate distributable to or inuring to the benefit of the beneficiary who shall fail to pay the tax allocable to such beneficiary. Under present statutes my gross estate is not subject to federal or state inheritance or estate taxes, but the bulk thereof consists of real estate and should legislation hereafter make it necessary or advisable, my Executrix is authorized in her sole discretion to mortgage real estate passing under my Will, make arrangements for application of income, extensions of tax payment, institute actions as provided by law to obtain reimbursement, or make other arrangements in her discretion to satisfy tax obligations of my estate, including income tax liability and any other unsatisfied obligations along with equitable apportionment of the obligation as provided by the aforesaid statutes. Estate and inheritance tax obligations, however, shall not be allocated to property qualifying for the marital deduction, including qualified terminal interest property for which the marital deduction shall have been elected, nor to exempt property.

B. No personal representative shall be liable personally for payment of federal or state estate or inheritance taxes after making reasonable efforts to obtain reimbursement from beneficiaries who receive property which did not come under control of the personal representative. Such amounts uncollected shall be charged to the remaining beneficiaries in proportion to the amounts allocated to them for payment of such taxes.

C. If my wife,MARY DELLA RUTHERFORD, shall not survive me, I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes (together with any 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 in respect of all property required to be included in my gross estate for estate or like tax purposes (except for purposes of the federal generation skipping transfer tax) by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a taxable power of appointment, without contribution by any recipient of any such property.

ARTICLE IV

All of the furniture, furnishings, household goods, silverware, appliances, tools, equipment, china and ornaments located in our residence are owned by my wife, MARY DELLA RUTHERFORD, and myself as tenants by the entirety and I hereby acknowledge and confirm our respective survivorship rights in all such items. All of my clothing, jewelry, personal effects, automobiles, trucks, and all other tangible personal property not otherwise specifically bequeathed (except cash on hand or on deposit), owned by me at the time of my death, I bequeath to my wife, MARY DELLA RUTHERFORD. If my said wife shall not survive me, I bequeath all of the items and articles described or mentioned in this Article IV in equal shares to my daughters who shall be living at the time of my death. If they cannot agree on an equal division, my Executrix is authorized to have the articles and items appraised and after giving effect to selection by each to which no objection is made, arrange a method of selection agreeable to each legatee; to the extent agreement is not thus reached, my Executrix is authorized in her sole discretion to determine a fair and equitable distribution arriving at a share in the whole substantially equal in value for each legatee. Any reasonable expense incurred in safeguarding any part of such property shall be paid as an expense of administration.

Joseph N Rutherford

ARTICLE V

A. At the present time my wife, MARY DELLA RUTHERFORD, and I own our home as tenants by the entirety, and it is my intention to confirm the interests of my wife as tenant by the entirety in our home.

In the event that, at the time of my death, I am the owner, joint owner, or co-owner of any other real estate or other property held in the names of myself and my said wife as tenants by the entirety or as joint tenants with right of survivorship or in any other manner held in Tennessee to create a tenancy by the entirety or survivorship interest, I declare it to be my intention that all my right, title, and interest in any such property shall immediately pass to my wife, whether or not my right, title or interest in any such property would, by operation of law upon my death, vest in or pass to her. I make this provision in order to eliminate any doubt or question as to the right of my wife to succeed to the full possession and ownership of such property upon my death, and to provide for the possible contingency of any ineffective attempt to create a joint tenancy, estate by the entirety, or estate by survivorship.

B. If I should survive my said wife, this Article V shall be of no effect and the property included herein shall pass as part of my general residuary devise and bequest as hereinafter disposed of in Article X.

ARTICLE VI

A. At the present time I own as tenant in common fifty (50%) per cent undivided interest with my daughter, MELINDA RUTHERFORD FLEMING, in certain parcels of real estate.

I bequeath and devise to MELINDA RUTHERFORD FLEMING as trustee to hold and administer for the benefit of, and during the life of my wife, MARY DELLA RUTHERFORD, and thereafter to my daughter, MELINDA RUTHERFORD FLEMING, in fee, all of my right, title and interest in all real estate owned by me in

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common with my daughter, MELINDA, at the time of my death (whether acquired before or after the execution of my Will) and all my right, title and interest in any partnership in which my daughter MELINDA and I are partners at my death, and in and to all of the assets, real and personal, tangible and intangible owned by it, subject to debts, obligations and claims of every sort outstanding against said partnership at the time of my death; if my said daughter and I should own all the stock or the majority of the voting stock in a corporation which owns parcels of real estate, then I bequeath all of my right, title and interest of every kind including stock of every kind in the corporation to my wife for her life, remainder to my daughter, MELINDA, in fee. It is my will and purpose that this bequest and devise shall include all tangible and intangible personal property clearly allocable to real property owned by Melinda and me, whether in common, in partnership or through a corporation, and maintained by my said daughter and me, including money and bank accounts, subject to obligations clearly allocable to the real property herein devised.

B. If my daughter, MELINDA, should not survive me and my wife, I devise all of the foregoing interests in property included in this Article VI in trust to my daughter, JEANNE ELLEN RUTHERFORD GRAHAM, and the husband of MELINDA RUTHERFORD FLEMING, as co-trustees, or successor co-trustees.

C. The terms of the trust are as follows:

(1) To hold, administer and pay the entire net income from such interests in such property to my wife, MARY DELLA RUTHERFORD, during her life, at least semi-annually and at her death all accrued undistributed income to her estate.

(2) At the death of my wife, or if she shall predecease me and Melinda, so long as any of the children of MELINDA are under twenty-one the net income of the trust shall be paid to or applied for the maintenance, education, or support of any or all of the children of MELINDA at such times and in such proportions as the trustees shall determine are needed for such

purposes and not reasonably available from other sources, in their discretion. In the event the income available shall be insufficient to provide any of her children under twenty-one with adequate maintenance, education or support, including extraordinary medical or similar expenses, the trustees are authorized in their discretion to invade principal from time to time for this purpose and such invasions shall be according to the needs of her children rather than according to any pro rata scheme of distribution. In their discretion, the Trustees may accumulate from time to time income not deemed needed.

(3) When all her children shall attain the age of twenty-one years or sooner died, the entire principal and undistributed net income shall be distributed equally among those children surviving at that time, provided that, in the event any child of my daughter, MELINDA, shall have died prior to becoming entitled to a share of the trust, the interest of such child shall cease, except that if the deceased child is then survived by a child or children, his or her interest at the time of death shall be then paid to the estate of any such deceased child or children.

ARTICLE VII

I have acquired as tenant in common and presently own a fifty per cent undivided interest with my daughter, JEANNE ELLEN RUTHERFORD GRAHAM, in a parcel of real estate at 906 Shelby Avenue, Nashville, Tennessee.

I devise and bequeath in fee all my right, title and interest in said parcel of land and in any parcels subsequently acquired in common with her, along with such interests in tangible and intangible personal property allocable thereto to JEANNE ELLEN RUTHERFORD GRAHAM as trustee to hold and administer for the benefit of, and during the life of my wife, MARY DELLA RUTHERFORD, remainder at her death to my daughter, JEANNE ELLEN, in fee, and I adopt as if repeated herein Article

 Joseph H Rutherford

VI as fully as if repeated and copied herein, with the exception of the change of the name of the remainder devisee, the parcels of real estate and other property bequeathed and devised, and any other portion of Article VI inapplicable to or inconsistent with Article VII, to the end that Jeanne Ellen or her issue shall acquire and hold property held by me in common with her under the same terms as those in Article VI applicable to property devised to Melinda or her issue in Article VI. If my daughter, JEANNE ELLEN, should not survive me and my wife, I devise all of the foregoing remainder interest included in this Article VII to my daughter, MELINDA RUTHERFORD FLEMING, and the husband of JEANNE ELLEN, in trust, as co-trustees or successor co-trustees on the following terms:

(1) To hold, administer and pay the entire net income from such interest to my wife, MARY DELLA, for her life at least semi-annually and at her death all accrued undistributed income to her estate.

(2) I adopt and repeat the terms of the trust as set out in Section C of Article VI, substituting the names of the trustee and co-trustees as above and the children, and the estate of a deceased child of JEANNE ELLEN as beneficiaries.

Article VII includes property held in tenancies in common, through a partnership or a corporation by JEANNE ELLEN and me, as more fully set out in Section A of Article VI.

ARTICLE VIII

If my wife, MARY DELLA RUTHERFORD, shall survive me, I give, devise and bequeath to MELINDA RUTHERFORD FLEMING and JEANNE ELLEN RUTHERFORD GRAHAM, as Trustees an amount equal in value to the maximum allowable marital deduction as finally determined for federal estate tax purposes, diminished by the value for such purposes of all other items in my gross estate which pass or have passed to or for the benefit of my wife under other provisions of this Will or otherwise in such manner as to qualify for and be allowed as a marital deduction, but no

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greater amount than is necessary to reduce to zero or the smallest amount possible the federal estate tax payable as a result of my death, taking into account all other deductions and the unified credit and the credit for state death taxes. However, the credit for state death taxes shall be taken into account in determining the amount to be allocated to the marital share only to the extent that it does not cause an increase in the amount of death taxes payable to any state.

I direct that this bequest shall be satisfied only out of assets that qualify for the marital deduction under the provisions of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets.

The bequest provided for by this Article, as well as any other pecuniary bequest or any other distribution made of assets constituting the residue of my estate, may be satisfied in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property and in installments or all at one time; provided, however, that any assets so distributed in kind shall be valued at their date or dates of distribution values. This bequest shall carry with it, as income and not as principal, its proportionate part of the net income of my estate from the date of my death.

Subject to the foregoing the decision of my Executrix as to which assets are distributed in satisfaction of this disposition for the benefit of my wife, as to whether my estate is valued under the optional provisions of the federal estate tax law, as to what elections are exercised, and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons.

If my wife shall fail to survive me, then the disposition hereunder for her benefit shall lapse and shall pass as part of my residuary estate.

In establishing and administering the trust fund created under this Article, the Executrix and Trustees shall be vested

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with all of the powers and authority hereinafter set out; provided, however, that it is my intention that the foregoing trust shall qualify for the marital deduction and said Executrix and Trustees shall have no power or authority to allocate receipts and expenses to income and principal (or to exercise any other discretionary power) in any manner which would disqualify this trust for the marital deduction; and accordingly all other provisions of this Will shall be subordinate to this requirement.

A. The Trustees shall pay the entire net income in semi-annual or more frequent installments to my said wife, MARY DELLA RUTHERFORD, so long as she shall live. If any asset held in this trust or in the trusts provided in Articles VI, VII, and VIII is not income producing, my wife shall have the right to direct that it be disposed of.

B. In addition to the payment of income hereinbefore provided, the Trustees may pay to my said wife such amounts or all of the principal of the trust property held for her benefit hereunder as they may from time to time deem advisable, even to exhausting the principal, and in making such payments the Trustees may, but need not, take into account other financial resources available to her.

C. My Executrix shall have the right to qualify or not to qualify this trust and those created in Articles VI or VII or X or a specific portion or portions thereof for the marital deduction.

D. Upon the death of my said wife, any unpaid income earned or accrued prior to her death shall be paid to her estate. My Trustees shall then dispose of the then remaining principal of the trust as follows:

(1) To pay to the Executrix of my wife's estate, out of the principal of the trust, an amount equal to the estate, inheritance, transfer, succession or other death taxes ("death Taxes") federal, state and other, payable by reason of

the inclusion of part or all of the trust property in her estate. Such payment shall be equal to the amount by which (1) the total of such death taxes paid by my wife's estate exceeds (2) the total death taxes which would have been payable if such part or all of the trust property had not been included in her estate. The determination by my wife's Executrix of the amount payable hereunder shall be final; I direct my Trustees to pay such amount promptly upon written request of my wife's Executrix. The final determination of the amount due hereunder shall be based upon the values as finally determined for federal estate tax purposes in my wife's estate. After payment of the amount finally determined to be due hereunder, my Trustees shall be discharged from any further liability with respect to such payment. My wife may waive her estate's right to payment under this subparagraph by a will, executed after my death, in which she specifically refers to the right to payment hereby given to her estate.

(2) To pay the principal, if any, remaining at my wife's death to my then living issue, per stirpes.

(3) If any beneficiary, after the death of my wife, shall be under 21 years of age at the time the principal of any trust is required to be distributed to him or her under the above provisions, or under the provisions of other trusts in this Will, the share of such beneficiary shall be retained in trust by the Trustees until he or she attains such age. During such time, the Trustees shall pay to such beneficiary or expend on his or her behalf so much of the net income derived from his or her particular fund as the Trustees may deem advisable to provide properly for the maintenance,support, education, and health of such beneficiary, and may incorporate any income not so disbursed into the principal of the fund. When each such beneficiary shall attain the age of 21 years, the trust shall terminate as to such beneficiary and the Trustees shall distribute his or her fund to such beneficiary in fee, or to

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the estate of such beneficiary if such beneficiary dies before attaining the age 21.

ARTICLE IX

If my wife, MARY DELLA RUTHERFORD, survives me,my Executrix shall be authorized, in her sole, exclusive and unrestricted discretion, to determine whether to elect (under Sec. 2056(b)(7) of the Internal Revenue Code of 1954, as amended, or any corresponding provision of state law) to qualify all or a specific portion of the trusts created in Article VI, VII, and VIII of this Will for the federal estate tax marital deduction and any marital deduction available under the law of the state in which I am domiciled at the time of my death. I suggest but do not direct, that in exercising such discretion, my Executrix attempt to minimize (or eliminate, if possible) the federal and state estate, inheritance or other death taxes payable by my estate at the time of my death. However, my Executrix should also consider the effect of her election upon the federal and state estate, inheritance or other death taxes which will be payable by my said wife's estate at her death, particularly if she dies before their election must be made. The decision of my Executrix with respect to the exercise of the election shall be final and conclusive upon all persons whose interests in my estate are directly or indirectly affected by the election.

ARTICLE X

I direct that, after satisfying all the bequests and devises hereinabove made and after the payment of all administration expenses and death taxes as hereinabove provided, my Executrix shall deliver and convey all the remainder of my residuary estate wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, including all lapsed legacies and devises and including the proceeds of all life insurance payable to my

 Joseph H Rutherford

estate not otherwise disbursed or distributed in the course of administration of my estate (but expressly excluding any property over or concerning which I may have any power of appointment) to my Trustees, MELINDA RUTHERFORD FLEMING and JEANNE ELLEN RUTHERFORD GRAHAM, to be held, managed and controlled as a trust estate, with all of the rights and powers and subject to the limitations hereinafter enumerated, for the following uses and purposes:

A. The Trustees shall collect the income from the property comprising the trust estate, and shall remit the entire net income to my wife, MARY DELLA RUTHERFORD, so long as she shall live in semi-annual or more frequent payments and at her death accrued and undistributed income to her estate.

B. Upon the death of my wife, MARY DELLA RUTHERFORD, or upon my death if she shall not survive me, my Trustees shall pay the principal to my then living issue per stirpes.

C. If any beneficiary shall be under 21 years of age at the time principal is required to be distributed to him or her, the principal shall be retained and administered in trust as provided in Article VIII-D(3)

ARTICLE XI

If my wife, MARY DELLA RUTHERFORD, should make a qualified disclaimer in accordance with the requirements of Section 2518 of the Internal Revenue Code, or other statute applicable at the time of my death providing for disclaimer, with respect to her entire interests or undivided portions of her interests devised in Articles VI,VII, and VIII, such disclaimed interests or portions thereof shall be added to and be a part of the life interest devised to my wife in Article X.

ARTICLE XII

Whenever the trustees, or a single trustee, if there be only one, in their sole discretion shall determine that the size of any fund they hold does not warrant the cost of continuing that fund in trust or their administration would be

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impractical for any other reason, the trustees, without further responsibility, may pay the fund to the person or persons entitled at the time to the income from it. If any such person is a minor or disabled in any way, the Trustees may pay the fund as provided in Article XXI.

ARTICLE XIII

It is my intention that the trusts in Articles VI, VII, and VIII of my Will for the benefit of my wife shall fully qualify for the allowance of a marital deduction to my estate under Section 2056(b)(7) of the Internal Revenue Code or other sections applicable at the time of my death, related statutes and regulations,state as well as federal, and therefore all provisions of these trusts, including those granting powers of management and control of trust assets to the Trustees shall be interpreted and administered so as to carry out this intention. No power or discretion granted to the Trustees or Executrix shall be exercised or exercisable with respect to the property of the trust estates, except in a manner consistent with the securing of such marital deduction for my estate and at all times in a fiduciary capacity primarily in the interest of the beneficiaries. Any provision of this will which cannot be so interpreted or limited or which is inconsistent with my intent shall be void.

ARTICLE XIV

Neither the principal nor income of the trusts in this will shall be pledged, assigned, transferred, sold, or in any manner whatsoever, accelerated, anticipated, or encumbered, by any beneficiary, nor shall any income or principal of said trust estates be in any manner subject or liable in the hands of the Trustees for the debts, contracts or engagements of any beneficiary, or be subject to any assignment, or any other voluntary or involuntary alienation or disposition whatever. All distributions of income or principal shall be paid only upon receipt to the beneficiary entitled, or to others for his use

 Joseph H Rutherford

and benefit.

ARTICLE XV

Any of the Trustees of the respective trusts shall have the power to appoint his or her successor Trustee. If either of the named Trustees shall die, resign, become incapacitated, or refuse to act further as Trustee, without having appointed a successor Trustee, the other named Trustee may, but shall not be required to, appoint a successor Trustee. Any successor Trustee shall have all the duties and powers assigned and conferred in this Will upon the Trustees, including the power in any successor Trustee to appoint his own successor. In the absence of appointment of a Trustee hereunder, a majority of my children are authorized to appoint a successor trustee for a trust lacking a trustee. The appointment of a successor Trustee shall be made by a duly acknowledged instrument delivered to the current beneficiaries and to the person, if any, then acting as Trustee.

ARTICLE XVI

All of my insurance policies, or interests in policies, which provide idemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty (including any claim for the loss of or damage to any such property, or interests therein, which I might have at the time of my death against any insurance company), I give and bequeath, respectively, to those persons or entities, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

ARTICLE XVII

I authorize my Executrix and my Trustees (including any substitute or successor personal representative or Trustees) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all the powers set

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forth in Section 3 of Chapter 110 of the Tennessee General Assembly of 1963, T.C.A. 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death. The beneficiary (or his or her legal representative) of any trust may require the Trustee(s) of any trust created herein to make unproductive property productive or convert it to productive property.

ARTICLE XVIII

Notwithstanding any other provision in this my Will, if, as by reason of future legislation or increase in value, my estate should become liable for Federal estate taxes, State inheritance, death or succession taxes, no such taxes shall be allocated to any property or interest which qualified for the marital deduction and no personal representative shall possess or exercise any power or authority which would have the effect of disqualifying any property which would otherwise qualify for inclusion in the share qualifying for the marital deduction.

ARTICLE XIX

I appoint my daughter, MELINDA RUTHERFORD FLEMING, as Executrix of my estate, but if she shall predecease me or for any reason shall fail to qualify as Executrix (or having qualified, shall die or resign), I appoint my daughter, JEANNE ELLEN RUTHERFORD GRAHAM, as Executrix. No bond shall be required of either or of any other personal representative or trustee but this waiver of bond shall not limit the right of an interested party to petition the court, in its discretion, to require bond and fix the amount. I expressly waive the requirement for my Executrix or other personal representative to make court accountings of the estate, subject to the requirements of 30-2-601 of Tennessee Code Annotated as same may be amended, or

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other applicable statute.

ARTICLE XX

If my wife, MARY DELLA RUTHERFORD, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me; and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

ARTICLE XXI

During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Executrix or trustees may pay, transfer or assign same in any one or more of the following ways without bond: (a) directly to such beneficiary such amount as they may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the education, maintenance of welfare of such beneficiary. My Executrix or trustees shall have the power in their uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive. No powers granted in this Article, however, shall be possessed or exercised which would disqualify any property or trust which would otherwise qualify for the marital deduction.

The trustees, including a single trustee, if only one be acting, and their successors, in their discretion, are authorized to receipt for the whole or any part of the principal and income to which a minor or incapacitated beneficiary may be entitled, and to hold and invest the amount distributed and additional income, as trustees, without bond, after terminating the administration of my estate, and are authorized to expend the principal and income as trustees in the manner

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provided in the preceding paragraph. No trustee shall be required to file annual or other accountings in any court, unless specifically ordered to do so by order of a Judge of the Court, but shall render annual statements of account to all adult beneficiaries and any person or entity charged with or exercising supervisory or custodial responsibility over a beneficiary under disability. No bond shall be required of any trustee, except by express order of Court on proper grounds after a hearing.

ARTICLE XXII

Any successor personal representative or trustee is authorized to accept from any prior personal representative or trustee the assets delivered by such prior personal representative or trustee on the basis of the accounting therefor as submitted by such prior representative or trustee, without requiring, in his or her discretion, a detailed audit or other independent accounting of such prior representative or trustee, and any successor personal representative or trustee shall not have any duty, responsibility, obligation or liability whatsoever for the acts or omissions of any prior personal representative or trustee. The right of any fiduciary or beneficiary, however, to assert any lawful or equitable claim of or against my estate, any trust, fiduciary or beneficiary shall not be impaired by the provisions of this Article. No fiduciary shall be liable for any mistake or error of judgment of themselves or of other Trustees in the administration of the respective trusts, except for wilful conduct, so long as they continue to exercise their duties and powers in a fiduciary capacity primarily in the interests of the beneficiaries.

ARTICLE XXIII

Whenever the trustees, or a single trustee, if there be only one, in their sole discretion shall determine that the size of any fund they hold does not warrant the cost of continuing that fund in trust or their administration would be

impractical for any other reason, the trustees, without further responsibility, may pay the fund to the person or persons entitled at the time to the income from it. If any such person is a minor or disabled in any way, the trustees may pay the fund as provided in Article XXI.

ARTICLE XXIV

If, on the death of any income beneficiary hereunder, there shall be insufficient property in such beneficiary's estate to pay his or her funeral and burial expenses (including the cost of a suitable marker at his or her grave,) then the personal representative or trustees shall pay all such charges out of the principal of the trust estate from which such beneficiary was receiving the income.

ARTICLE XXV

Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts shall terminate and the assets thereof shall be distributed outright to those parties (and in the same proportions) as are then receiving the income therefrom.

ARTICLE XXVI

The Executrix and Trustees shall be entitled to reasonable compensation. If agreement cannot be reached between them and the beneficiaries not under disability, compensation shall be established by the Probate Court. Legal tax and accounting assistance may be obtained when needed, and reasonable compensation paid, not to exceed prevailing charges.

ARTICLE XXVII

I specifically direct that no payments shall be made by my Trustees in reimbursement to any governmental authority which may have incurred expense for the benefit of any beneficiary hereunder, nor shall my Trustees pay any obligation

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hereunder which obligation is otherwise payable by any governmental entity or pursuant to any governmental program of reimbursement or payment.

ARTICLE XXVIII

The word "issue" as used in this Will shall mean issue per stirpes, and shall include those born after my death. The word "minor" as used in this Will shall mean a person who has not attained the age of 21 years. The use of the masculine shall include the feminine, the feminine shall include the masculine, and the use of the singular and the plural shall be interchangeable.

ARTICLE XXIV

Wherever I have granted my Trustees the discretionary power to make elections or payments from income or principal of a trust, no Trustee not may exercise his or her discretion in his or her own favor.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and 19 preceding typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this 5 day of January, 1987, at Nashville, Tennessee.

Joseph Harold Rutherford
JOSEPH HAROLD RUTHERFORD

The foregoing instrument, consisting of this and 19 preceding typewritten pages, was signed, sealed, published and declared by JOSEPH HAROLD RUTHERFORD, the testator, to be his Last Will and Testament, in our presence, and we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, this 5th day of January, 1987, at Nashville, Tennessee.

[signature] residing at Nashville, Tennessee

[signature] residing at Nashville, Tennessee

AFFIDAVIT

The undersigned, after being duly sworn according to law, deposes and says:

1. That they are adult citizens of the State of Tennessee.

2. That they witnessed the execution of the Last Will and Testament of JOSEPH HAROLD RUTHERFORD dated the 5th day of January, 1987, to which this affidavit is attached, and that this affidavit is being made at the request of The Testator, and in accordance with Tennessee Code Annotated, Section 32-211.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in his 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 Testator signed said paper writing as and for his Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Will, the Testator was, in their opinion, of sound mind.

STATE OF TENNESSEE)
COUNTY OF Davidson)

SWORN TO AND SUBSCRIBED before me this 5th day of January, 1987.

NOTARY PUBLIC

MY COMMISSION EXPIRES: 4/19/87

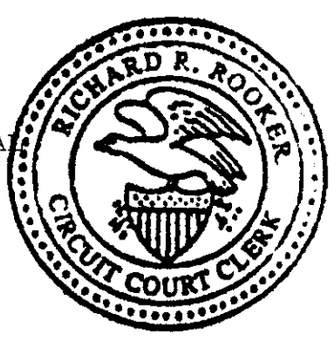
STATE OF TENNESSEE

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 10 day of AUGUST , 2007 , in Case Number 07P1260 between RUTHERFORD, MELINDA Petitioner, and RUTHERFORD, JOSEPH HAROLD 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 13 day of AUGUST 2007

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk