Davidson County WILL
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RICHARD R ROOKER, CLERK

Last Will And Testament
Of
Marjorie Dillard

I, Marjorie Dillard, presently residing at 1406 Bain Drive, Madison, Davidson County, D.C. Tennessee, being of sound mind and disposing memory, do make, declare and publish this my Last Will and Testament, hereby revoking all former wills and codicils to wills heretofore made by me.

ITEM I
REFERENCES

A. *Marital Status.* I am married to Charles Dillard, and he is referred to in this Will as my husband.

B. *Children.* I have one (1) child, whose name is Deborah Johns and two (2) step-sons, whose names are Randy Dillard and Terry Dillard. The words "descendants," "issue," "child," and "children" as used in this Will include adopted persons who were adopted before they reached the age of eighteen (18) years, as well as natural descendants, and are intended to include adopted persons and descendants of adopted persons. Words referring to my Executor or Executrix shall include any substitute or successor executor. Words of any gender shall be deemed to include the other gender, as appropriate, and any reference to the singular shall include the plural, and vice versa, unless the context indicates that such reading would be inappropriate.

C. *Executor.* For convenience, the Executor (including any alternates) hereinafter appointed is sometimes referred to as the Executor, regardless of the gender or the number of the parties serving in such capacity.

MD

ITEM II
DEBT, ADMINISTRATIVE EXPENSES AND TAXES

A. *Payment of Debts, Administrative Expenses and Taxes.* All of my legally enforceable debts (except secured debts, which may be paid or retained in the discretion of the Executor, and if paid shall be without right of contribution from my husband), my funeral expenses and the expenses of administration of my estate, both domiciliary and ancillary, shall be paid by my Executor as soon as practicable after my death. My Executor shall pay out of my residuary estate all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this Will or otherwise, as an expense of administration without apportionment. Notwithstanding any provision herein to the contrary, the following taxes shall not be paid by my estate and shall instead be charges against the applicable property or persons in possession thereof or benefited thereby in the manner provided by applicable law; any generation skipping tax; any additional tax imposed by Section 2032A of the Internal Revenue Code; and any tax attributable to the inclusion of property in my gross estate pursuant to Section 2044 of the Internal Revenue Code. My Executor may claim each administration expense as a deduction on any income or death tax return, as the Executor sees fit, and no compensating adjustments between income and principal are to be made because of any such decision. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the residence of the beneficiary of that item shall be treated as administration expenses.

B. *Life Insurance.* The proceeds of any life insurance payable to my estate are to be free from the claims of creditors, and are to be held and distributed as provided by the terms of this Will. My Executor may use any portion of such proceeds as my Executor deems advisable for the payment

of debts, expenses and taxes, but only if my Executor thinks such use of the proceeds is in the best interests of my beneficiaries hereunder.

C. *Casualty Insurance*. Each insurance policy covering an item of property passing under this Will passes with such property. The recipient of such property is not to be charged for any unearned premium already paid. If any insured item of property passing under this Will has been destroyed or damaged, the insurance proceeds recovered or recoverable therefrom are to be paid to the recipient of such damaged or destroyed item in place of any destroyed item and in addition to any damaged item.

ITEM III
DISPOSITION OF ESTATE

If my husband, Charles Dillard, survives me, I give and devise to him for his life or during the period he uses the same as his principal residence, the home owned by me at the time of my death with all appurtenances and improvements used in connection therewith and all household goods and furnishings located in the residence thereon and upon his death, his remarriage or at the time he shall cease to use such property as his principal residence, I give and devise the same to my daughter, Deborah Johns. I direct that my husband shall pay all charges during the term of his life or residency in such property incident to maintaining said property, including, without limitation, all assessments, insurance premiums, taxes and ordinary repairs. My husband shall not be required to file with any court any inventory of the property herein devised as a life estate nor to give any bond or other security for the safekeeping thereof

Certain items of my personal property shall be distributed in accordance with the provisions of a certain memorandum written entirely in my handwriting and signed by me. If for any reason said memorandum is not found and properly identified as such by my executor within thirty days after the probate of my will, then all of the aforesaid property shall become part of my residuary estate hereinafter disposed of.

All the rest, residue and remainder of my estate, real, personal and mixed, of every nature and wheresoever situated, including lapsed legacies and devises, remainders, reversions, expectancies, income collected during the period of administration of my estate and all property of which I have power of testamentary disposition, control or appointment, I give, devise and bequeath to my husband, Charles Dillard, absolutely in fee simple.

In the event my husband, Charles Dillard, does not survive me, I give and bequeath to my step-sons, Randy Dillard and Terry Dillard, the balance remaining in any bank account at SunTrust Bank in my name or my husband's name, equally, share and share alike and all the rest, residue and remainder of my estate, real, personal and mixed, of every nature and wheresoever situated, including lapsed legacies and devises, remainders, reversions, expectancies, income collected during the period of administration of my estate and all property of which I have power of testamentary disposition, control or appointment, I give, devise and bequeath to my daughter, Deborah Johns, absolutely in fee simple.

In all circumstances, despite any provision of law to the contrary, no interest of any beneficiary in my estate, shall be subject to assignment, alienation, pledge, attachment, or claims of creditors of such beneficiary, including claims of any divorced spouse for alimony or support

payments or otherwise, or subject to levy, seizure, or liens for taxes and may not otherwise be voluntarily or involuntarily alienated or encumbered by such beneficiary.

ITEM IV
FIDUCIARY

A. *Executor*. I appoint my daughter, Deborah Johns as the Executrix of this my Last Will and Testament. If she is unable to serve as the Executrix for any reason, then I appoint my sister, Linda Carolyn Reid as the alternate Executrix. I direct that no bond be required of my fiduciaries for the faithful performance of their duties and that they shall not be required to file any inventory or accountings.

B. *Powers*. The Executor, including any substitute or successor personal representative, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate, may exercise any and all of the powers set forth in Tennessee Code Annotated § 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this will), even if said statute be amended or repealed hereafter and even if my estate be administered in a state other than Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and the preceding four typewritten pages, and for the purpose of identification, I have initialed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 1st day of April 2005, at Madison, Tennessee.

Marjorie Dillard
MARJORIE DILLARD

MD

Signed, sealed, published and declared by the Testatrix, Marjorie Dillard, to be her Last Will and Testament in the presence of all of us at one and the same time and we at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

NAMES	ADDRESS
Pam Sevins	632 W. Old Hickory Blvd. Madison, TN. 37115
Linda C. Reid	280 Willow Ln. Hartsville TN. 37074

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned, after being first duly sworn according to law, depose and say:

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

2. That they witnessed the execution of the Last Will and Testament of Marjorie Dillard dated the 1st day of April 2005, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix and in accordance with Tennessee Code Annotated §32-2-110.

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

4. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Last Will and Testament, the Testatrix was, in their opinion, of sound mind.

WITNESS

WITNESS

Sworn to and subscribed before me this 1st of April 2005.

NOTARY PUBLIC

DAWN S. WRIGHT
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

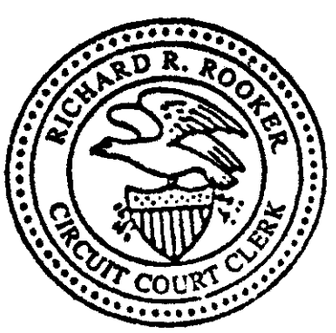
My Commission Expires SEPT. 22, 2007

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 11 day of DECEMBER , 2007 , in Case Number 07P1932 between HILL, DEBORAH JOHNS Petitioner, and DILLARD, MARJORIE 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 12 day of DECEMBER 2007

SEAL



RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk