Davidson County WILL
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RICHARD R. ROOKER, CLERK
D.C.

Last Will and Testament

OF

CAROLYN T. GUYTON

I, CAROLYN T. GUYTON, a resident of and being domiciled in Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, declare and publish this to be my Last Will and Testament, and I do hereby revoke all wills and codicils made by me at any time heretofore.

ARTICLE I

1. Appointment of Executrix. I nominate and appoint my daughter, SUSAN GUYTON, to serve as Executrix of this Will and of my estate. If my daughter shall not survive me, or if she shall fail to qualify as Executrix hereunder for any reason or having qualified shall die or resign, then in such event I nominate and appoint my son, DONALD J. GUYTON, as alternate or successor Executor, as the case may be, of this Will and my estate. Any reference herein to Executrix or Alternate or Successor Executor shall be deemed to include the other and be a reference to whomever of the above shall be serving in such capacity.

2. I direct that no bond shall be required of my Executrix for the faithful performance of duties in such capacity.

ARTICLE II

1. Payment of Debts. I direct my Executrix to pay all of my just debts, (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my Executrix), expenses of my last illness, funeral expenses, expenses of administration, and any and all inheritance, income and estate taxes imposed by any taxing authority, as soon as practicable after my death.

2. Powers of Executrix. I hereby authorize and empower my Executrix to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference.

3. Waiver of Inventory/Accounting. I expressly excuse my Executrix from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law unless such reports are specifically requested by any beneficiary.

ARTICLE III

1. Disposition of Tangible Personal Property. I may leave a certain memorandum, entirely in my own handwriting and signed and dated by me, giving and bequeathing certain items of furniture, household goods, jewelry, and personal effects to specific named individuals and/or institutions. I direct that all such property shall be distributed in accordance with the memorandum. However, if for any reason said memorandum is not found and properly identified as such by my Executrix within Thirty (30) days after the date of death, then it shall be presumed such memorandum did not exist and all of the said property, and any other property not specifically bequeathed shall become part of my residuary estate, hereinafter disposed of.

2. To the individuals listed below, I hereby give, devise, and bequeath the following property:

A. To my daughter, CAROL ELAM, if she shall survive me, I give and bequeath my picture of a water lily which she painted, my large pictures of my mother and me, and my two (2) furs;

B. To my son, MICHAEL GUYTON, if he shall survive me, I give and bequeath my orange chair;

C. To my daughter, SUSAN GUYTON, if she shall survive me, I give and bequeath my good china, my silverware, all pots and pans and baking dishes, all my crystal, my cookbooks, my string(s) of pearls, and my diamond ring. In addition, SUSAN may select any of my furniture and appliances she may desire, and I hereby give and bequeath such items to her.

D. To my son, DONALD J. GUYTON, if he shall survive me, I give and bequeath the coin collection I received from my deceased husband.

E. As soon as is practical after my death, my Executrix shall sell all my investments, including certificates of deposit, if any, stocks, bonds, and other securities.

My Executrix shall then divide such sales proceeds into four (4) equal shares. I hereby give and bequeath one (1) such equal share to my son, DONALD J. GUYTON, one (1) such equal share to my daughter, CAROL ELAM, one (1) such equal share to my daughter, SUSAN GUYTON, and one (1) such equal share to my son, MICHAEL GUYTON.

F. I devise to my daughter, SUSAN GUYTON, the parcel of real property now occupied by me as my residence, with all appurtenances and improvements used in connection therewith, located in the city of Nashville, County of Davidson, and State of Tennessee, and commonly known as 915 Dalebrook Lane, Nashville, Tennessee, to have and to hold for a period of three (3) years from and after the date of my death.

I direct that my said daughter shall pay all charges incident to maintaining said property including, without limitation, all assessments, insurance premiums, taxes and repairs.

I direct and authorize that my daughter, SUSAN GUYTON shall have the authority to sell said property, for such price and upon such terms, including credit, as she shall deem advisable. The net proceeds of such sale shall be divided and distributed as hereinafter set forth.

If said property remains unsold at the expiration of said three (3) year term, then in such event I direct that my Executrix shall sell said property, at public or private sale, but not at auction, and upon such terms and conditions as she shall deem reasonable, as soon as is practical.

The net proceeds of the sale of such property, whether the property is sold by SUSAN GUYTON while she is residing there, or sold by my Executrix, shall then be divided into four (4) equal shares. I hereby give and bequeath one (1) such equal share to my son, DONALD J. GUYTON, one (1) such equal share to my daughter, CAROL ELAM, one (1) such equal share to my daughter, SUSAN GUYTON, and one (1) such equal share to my son, MICHAEL GUYTON.

3. If any of these named beneficiaries shall not survive me, then I hereby give, devise, and bequeath the share of such beneficiary to his or her issue then surviving, and if none, to such named children then surviving.

4. However, should any beneficiary be under the age of Thirty-five (35) years at the time any property is supposed to be distributed to such beneficiary then in such event I hereby give and bequeath such beneficiary's share to my Trustee, hereinafter named, in trust nevertheless.

a. My Trustee shall collect the income and profits from the property comprising the principal of such grandchild's Trust and shall accumulate or distribute, at any time and from time to time, so much of the net income therefrom in such amounts and proportions as the Trustee, in the exercise of the Trustee's sole and absolute discretion and without regard to equality of distribution, may deem advisable to provide for the health, maintenance, education and support of such grandchildren. The Trustee shall incorporate such net income as is accumulated into the principal of such grandchild's trust, at least annually.

b. My Trustee is authorized and empowered to pay to any one or more of such grandchildren such amount or amounts of the principal of such grandchild's particular Trust as my Trustee, at any time and from time to time, in the exercise of the Trustee's sole and absolute discretion and without regard to equality of distribution, may deem advisable to provide for the health, maintenance, education and support of such grandchildren.

5. As each such grandchild of mine shall attain the age of Twenty-five (25) years, the Trustee shall distribute one-third (1/3) of his or her share to him or her in fee. The remainder of the share shall be retained in trust and the net income therefrom shall be paid to such grandchild or applied for his or her benefit until he or she shall reach the age of Thirty (30) years. At the time that each such grandchild shall attain the age of Thirty (30) years, the Trustee shall distribute one-third (1/3) of his or her share to him or her in fee. The remainder of the share shall be retained in trust, and the net income therefrom shall be paid to such grandchild or applied for his or her benefit until he or she shall reach the age of Thirty-five (35) years. At the time that each such grandchild shall attain the age of Thirty-five (35) years, the trust shall terminate as to such grandchild and the Trustee shall distribute the balance of his or her fund outright and in fee. If any such

grandchild shall have attained any of the three (3) respective ages at the time when such Trust fund is directed to be set apart for such child, the Trustee shall distribute to him or her his or her partial or entire share, as the case may be, free of all Trust.

6. No beneficiary of his or her trust shall assign, pledge, transfer, sell, or, in any manner whatsoever, accelerate, anticipate or encumber any interest in the principal or the income of the trust estate; nor shall any of such principal or income be or become, in any manner whatsoever, subject to or liable for the debts or contracts of any beneficiary hereof; nor shall such principal or income be or become, in any manner whatsoever, subject to any assignment, or any other alienation or disposition, whether voluntary or involuntary.

7. During the minority or incapacity of any beneficiary of the trust created, the Trustee may pay to, or expend on behalf of such beneficiary such amounts as are authorized herein to be paid in any one of the following manners:

a. Directly to such beneficiary;

b. To the guardian or conservator of such beneficiary; or

c. By expending such amounts directly for the purposes set out herein.

ARTICLE IV

1. Trustee. I hereby nominate, designate and appoint my daughter, SUSAN GUYTON, as Trustee of all Trusts created hereunder. My Trustee may resign at any time by giving Thirty (30) days written notice to that effect to all adult beneficiaries then receiving income hereunder. In such event, those adult beneficiaries then receiving a majority of such income shall have the right to appoint a Successor Trustee, who must be a family member of the age of majority with financial and investment knowledge, and if such beneficiaries shall fail to so appoint within said Thirty (30) day period, the Trustee shall have the right to petition a court of competent jurisdiction to appoint a Successor Trustee hereunder. Similarly, if there be no adult beneficiaries of any trust stated herein, and all the beneficiaries thereof be minors, then in like event the Trustee shall petition a court of competent jurisdiction to appoint a Successor Trustee if he desires to resign.

Promptly after receiving notice of the appointment of a Successor Trustee, the Trustee hereunder shall render its final accounting and shall transfer and deliver to such

Successor all trust assets then held by it, whereupon it shall have full and complete acquittance for all assets so delivered and shall have no further duties hereunder; provided, however, that nothing herein shall prevent any Trustee at any time from filing a judicial settlement and accounting with a court of competent jurisdiction, nor shall any non-judicial settlement prevent any party in interest from surcharging in a proper proceeding any settlement or accounting not previously approved by a court of competent jurisdiction.

2. I hereby authorize and empower my Trustee to exercise the powers set forth in paragraphs 5 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference.

Every Successor Trustee appointed hereunder shall possess and exercise all powers and authority herein conferred upon my original Trustee.

3. I hereby expressly excuse and relieve my Trustee, and her successors in trust appointed herein, from the giving of any bond or surety to secure the faithful performance of duties in such capacity.

ARTICLE V

1. Should any person whom I have nominated to serve wish to serve as Executrix of this Will or as Trustee under any trust created herein, and should the law of the state in which I died a resident thereof not permit that person to serve as the sole fiduciary in one or more of these capacities, then I direct that such nominated person shall have a right to name an individual, a resident of said jurisdiction, or a bank or trust company, qualified to act in a fiduciary capacity in said jurisdiction, to serve with her as Co-Executrix of this Will or as Co-Trustee of any trust. To the extent permitted by law, I direct that no bond shall be required to any co-fiduciaries named pursuant to this Article.

2. Unless otherwise clearly indicated, words in the singular or plural shall include the plural and singular respectively, where they would so apply. Words in the masculine or neuter gender shall include the feminine, masculine or neuter gender where applicable.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this, my Last Will and Testament, consisting of this and Six (6) 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 the 18 day of July, 1997.

Carolyn T. Guyton
CAROLYN T. GUYTON, Testatrix

ATTESTATION

The said CAROLYN T. GUYTON, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for her Last Will and Testament, and signified and declared to us that same was her Last Will and Testament; and we, the undersigned, at her request, and in her presence and sight and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

WITNESS:
Dar Compton
Name
600 Gallatin Rd.
Address
Nash, TN 37206
City, State, Zip Code

WITNESS:
Nina Marion
Name
600 Gallatin Rd.
Address
Nashville TN 37115
City, State, Zip Code

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Pat Compton and Shea Marion,

being severally duly sworn, depose and say that:

We are acquainted with CAROLYN T. GUYTON, who executed this annexed Last Will and Testament, consisting of this page and Seven (7) pages, dated 7-18-97, 1997, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, CAROLYN T. GUYTON, declared the instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, CAROLYN T. GUYTON, was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of the said CAROLYN T. GUYTON.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

WITNESS:
Pat Compton
Name

WITNESS:
Shea Marion
Name

SWORN TO AND SUBSCRIBED before me, this 18th day of July, 1997.

Ann Kendall
NOTARY PUBLIC

My Commission Expires: My Commission Expires May 28, 2000

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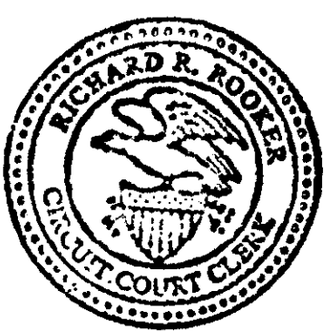
STATE OF TENNESSEE

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 16 day of JUNE , 2004 , in Case Number 04P1030 between GUYTON, SUSAN Petitioner, and GUYTON, CAROLYN T ET.AL 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 15 day of JANUARY 2008

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk