Davidson County WILL
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20080303-0020813

Last Will and Testament

OF

EDWARD JAMES PATTON

I, EDWARD JAMES PATTON, of Nashville and Davidson County, Tennessee, being of sound and disposing mind in memory, and recognizing the uncertainty of this mortal life, do make, publish and declare this instrument to be my last Will and Testament, hereby revoking any and all Wills or Codicils by or for me at any time heretofore made.

FIRST: I hereby direct my Executrix or Substitute Executor hereinafter named, after paying all of my lawful debts and expenses of administration, to settle my estate as early as possible under the laws of the State of Tennessee, or any other state of which I may be a resident at my death.

SECOND. I give, devise and bequeath to my beloved wife, Mary Kathryn, if she shall survive me in fee simple, an amount equal in value to $250.000.00 or one-half of my adjusted gross estate, whichever the greater, as finally determined for federal estate tax purposes, diminished by the value for such purposes of all other items in my gross estate which qualify for the marital deduction and which pass or have passed to my said wife under other provisions of this Will or otherwise. In making the computations to determine said amount, the final determinations in the federal estate tax proceedings shall control.

My Executrix or Substitute Executor is authorized to satisfy said bequest in money or in kind, or partly in each; and if wholly or partly in kind, to select, transfer and convey to my said wife , in fee, the specific assets transferred in kind to satisfy said bequest shall be valued for that purpose at their fair market values determined as of the dates of their respective transfers, and this bequest shall carry with it its proportionate part of the income of my estate from the date of my death.

WHENEVER used in this ARTICLE hereof, the words "marital-deduction", "adjusted gross estate", "gross estate" and "pass" shall have the same meaning as words have under the provisions of the provisions of the Federal Internal Revenue Code applicable to my estate.

Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequest. To the extent, also, that other assets qualifying for the marital deduction are available, said bequest shall not be satisfied by the distribution of: (a)

assets with respect to which a credit for foreign taxes paid is allowable under the Internal Revenue Code;(b) assets which may be subject to both income and estate taxes and which may be eligible for a credit or deduction; or (c) United States Treasury Bonds eligible for redemption at parin payment of federal estate taxes.

Subject to the foregoing, the decision of my Executrix or Substitute Executor as to which assets shall be distributed in satisfaction of this bequest for the benefit of my said wife , as to whether my estate shall be valued under the optional provisions of the federal estate tax law, as to what elections shall be 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.

THIRD: I direct that after satisfying all the bequests and devises hereinabove made and after payment of all administration expenses and taxes as hereinabove provided, my executrix or executor, as the case may be, 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 proceeds of all life insurance payable to my estate not otherwise disbursed or distributed in the course of administration of my estate to my above said wife , to have and to hold for her separate use and enjoyment in fee simple, forever.

FOURTH: If in the event of my death I am survived by my child or children who have no known parent immediately after my death, I devise and bequeath to Henry Allen McClaron of Nashville, Tennessee, and its successors, as trustee, all of my property, both real, personal, and mixed of whatsoever and kind and wheresoever situated or located, to be divided and held as separate trust from my entire estate for each of my children who are then less than twenty-one (21) years of age. I intend that this trust(s) qualify for the Orphans' Exclusion under Section 2057 of the Internal Revenue Code, as it may be amended. For each eligible child, his or her trust will equal Five Thousand ($5,000.00) Dollars multiplied by the excess of twenty-one (21) years over the age that the child has attained at my death, less the value of any assets passing to this child incident to my death outright or outside of my Will in a manner to qualify for this Exclusion. However, if the total of this Exclusion and the Unified Credit Equivalent exceed the value of my adjusted gross estate, this Exclusion shall be reduced to the difference between my adjusted gross estate and the Unified Credit Equivalent, and the share to each child shall be reduced proportionately.

Until this child attains the age of twenty-one (21), the trustee shall pay to or apply for the child's

benefit all of the net income at least annually. It may, in its sole discretion, use any part or all of the principle for the child's support, medical care, and education.

When this child attains the age of twenty-one (21), he or she shall have the unristricted right to withdraw any part or all of the trust. If any amount remains in the trust at his or her death after age twenty-one (21), it shall be distributed to such person or persons, including the estate and creditors of this child, as the child may appoint by his or her Will; or in the absence of such appointment, it shall be distributed to the estate of the child. If the child dies before the age of twenty-one (21) without issue, the trust shall be distributed to my other children per stripes (but for any other of my children then under twenty-one (21), his or her part of the share of the deceased child shall be added to his or her trust); but if the child is survived by issue, the trust shall be distributed to his or her issue per stirpes.

FIFTH: In the event that I am predeceased by my said wife under circumstances where my said child, Jonathan Edward Patton, shall be at least twenty-one (21) years of age, I hereby give, devise, and bequeath to such childall of my property that I may die seized and/or possessed of for him to have and to hold in fee simple, forever.

SIXTH: I hereby nominate, designate, and appoint as Executrix of this my last Will, my beloved wife, Mary Kathryn Patton. . In the event that the person named herein as Executrix shall decline to act, or shall predecease me, or for any cause whatsoever shall cease, fail, or be unable to act, then I hereby nominate, designate, and appoint as Substitute Executor of this my last Will my trusted friend, Henry Allen McClaron. It is my Will, and I direct that my Executor or Substitute Executor as the case may be, and their successor, shall not be required to furnish bond or security for the faithful performance of their duties in any state or jurisdiction, any provision of the law to the contrary notwithstanding. I hereby nominate, designate, and appoint as Guardian of the person of my said child or children Mrs. Lillie Bowman of Nashville, Tennessee, for her to have the sole and exclusive management and control of the person or persons of my child or children until each of them shall have attained the age of twenty-one (21) years in the same manner as I could exercise if I had been living. I hereby nominate, designate and appoint as Trustee of this my last Will my said trusted friend, Henry Allen McClaron.. It is my Will and I hereby direct that neither my said Trustee or my said Guardian shall be required to post bond or make to the Court an accounting as to the management of

 Edward James Patton

the trust and guardianship or any decisions made by my Trustee or Guardian related thereto, any provision of any state or jurisdiction to the contrary notwithstanding.

IN WITNESS WHEREOF, I have hereunto st my hand and seal on this 10 day of November 1980.

SIGNED Edward James Patton (SEALED)
TESTATOR

The foregoing instrument consisting of this and three (3) preceeding pages in typewritten form was signed, sealed, published, and declared by Edward James Patton, the Testator, to be his Last Will and Testament in our presence, and we, at his request and in our presence and in the presence of each other, have hereunto subscribed our names as attesting witnesses.

This 10th day of November 1980, in Nashville, Tennessee.

WITNESS: Julian W. Blackshear Jr.

ADDRESS: 1000 Parkway Towers, Nashville, Tenn.

WITNESS: Joyce A. Allison

ADDRESS: 100 Parkway Towers, Nashville, Tn

PAGE FOUR OF MY WILL Edward James Patton.

STATE OF TENNESSEE

AFFIDAVIT

COUNTY OF DAVIDSON

RE: WILL OF EDWARD JAMES PATTON

The undersigned, who are witnesses to the Will of the above named testator , to which this affidavit is attached, being duly sworn according to law, make oath as follows:

1. That each of us is an adult resident of Nashville, Davidson County, Tennessee, and that we are witnesses to a Will executed by Edward James Patton on 10 November 1980, at Nashville, Tennessee.

2. That the testator declared the above dated instrument to be his last Will and requested that each of us be witnesses thereto. That the testator signed the said Will in the presence of each of us and that we, in his presence and in the presence of each other, signed the said Will as witnesses on the date and at the place above indicated.

3. That at the time of execution of said Will, each of us are of the opinion that the testator was of sound mind and was over eighteen years of age.

4. This affidavit is executed on this 10th day of November 1980, in accordance with Tennessee Code Annotated S32-2II.

Julian W. Blackshear Jr.

Joyce A. Allison

SWORN to and subscribed before me

this ____ day of _____

_____

NOTARY PUBLIC

My Commission Expires: _____

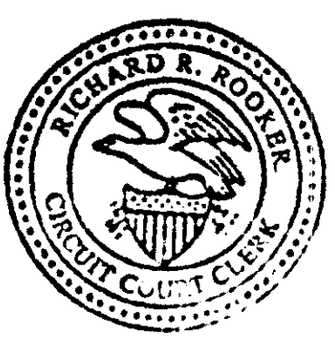
STATE OF TENNESSEE

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 26 day of FEBRUARY , 2008 , in Case Number 08P347 between PATTON, MARY KATHRYN Petitioner, and PATTON, EDWARD JAMES 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 28 day of FEBRUARY 2008

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk