Davidson County WILL
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RICHARD R ROOKER, CLERK
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LAST WILL AND TESTAMENT

OF

MARY VIRGINIA BOUCHER

I, **MARY VIRGINIA BOUCHER**, of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make and publish this my Last Will and Testament. I do hereby revoke any and all Wills by me heretofore made.

ITEM I: I direct that all of my judicially enforceable debts (except debts secured by mortgages or other security instruments which may be paid off or retained in the discretion of my fiduciaries), my funeral expenses and the expenses of administration of my estate shall be paid by my Executor as soon as practicable after my death. My Executor shall pay out of my residuary estate all of the estate, inheritance, and other death taxes which may 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.

ITEM II: I give all of my clothing, jewelry, personal effects, automobiles, and other tangible personal property (together with any policies of insurance thereon) as follows:

(a) If my son, Robert Leon Boucher, survives me, then I direct that all of my said tangible personal property be given outright and in fee to my said son.

(b) If my son does not survive me, I give all of my tangible personal property to my three grandchildren, Debora Leigh Boucher, Robert Leon Boucher, Jr., and John Raymond Boucher, in equal shares. If any of my said grandchildren predeceases me leaving issue then surviving, his or her share shall be divided equally among his issue; however, if any of my grandchildren predeceases me without leaving issue, his or her share shall be divided and pass equally to my remaining grandchildren, then living.

ITEM III: I give and devise my residence at 105 Park Glen, Nashville, Tennessee, to my son, Robert Leon Boucher, if he survives me.

ITEM IV: I devise all of the rest and residue of my estate, of every kind and character, to my Trustee, IN TRUST, to hold and manage for the benefit of my son, Robert Leon Boucher, as follows:

Mary Virginia Boucher

(a) During the term of this Trust, I direct my Trustee to pay to, or for the benefit of, my son the net income from the trust estate in convenient installments, at least quarter annually.

(b) On the first anniversary of my death, I direct my Trustee to pay to my son, or apply for his benefit, one-fifth (1/5) of the corpus and accumulated income, if any, outright and in fee. The remainder of such trust estate shall be retained in Trust and shall be managed by the said Trustee until the second anniversary of my death at which time the Trustee shall distribute to my son, or apply for his benefit, one-fourth (1/4) of the remaining corpus and accumulated income, if any, outright and in fee. The remainder of such trust estate shall be retained in Trust and shall be managed by the said Trustee until the third anniversary of my death at which time the Trustee shall distribute to my son, or apply for his benefit, one-third (1/3) of the remaining corpus and accumulated income, if any, outright and in fee. The remainder of such trust estate shall be retained in Trust and shall be managed by the said Trustee until the fourth anniversary of my death at which time the Trustee shall distribute to my son, or apply for his benefit, one-half (½) of the remaining corpus and accumulated income, if any, outright and in fee. The remainder of such trust estate shall be retained in Trust and shall be managed by the said Trustee until the fifth anniversary of my death at which time the Trust shall terminate, and the Trustee shall distribute to my son the balance of his share outright and in fee.

(c) In the event that my son either predeceases me or dies prior to the termination of the Trust, the Trust shall be established or continued for the benefit of my three grandchildren, Debora Leigh Boucher, Robert Leon Boucher Jr. and John Raymond Boucher. I direct the Trustee to divide the trust estate into three equal shares for my grandchildren and to hold and manage the separate shares of my trust estate in the same manner and for the same term for the benefit of my said grandchildren with said Trust terminating on the fifth anniversary of my death. If any of my said grandchildren predeceases me leaving issue then surviving, his or her share shall be divided equally among his issue; however, if any of my grandchildren predeceases me without leaving issue, his or her share shall be divided and pass equally to my remaining grandchildren, then living.

(d) During the minority or incapacity of any beneficiary under this Trust, my Trustee may make distribution in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a custodian under a Transfers to Minors Act, including a custodian selected by my Trustee; (d) 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; or (e) by expending such income or principal directly for the health, education, maintenance or support of such beneficiary.

Mary Virginia Boucher

My Trustee shall have the power in his uncontrolled discretion to determine whether a beneficiary is incapacitated, and his determination shall be conclusive.

ITEM V: I nominate and appoint my brother, Robert M. Sanderson, as personal representative of this my Last Will and Testament. I direct that he be permitted to qualify and act in such capacity without giving surety on his bond. In the event that my said brother is unable or unwilling or ceases to serve in that capacity, then I nominate James C. Hofstetter as personal representative and direct that he be permitted to qualify and act in such capacity without giving surety on his bond. To the extent permitted by applicable law, no personal representative shall be required to file an inventory or file any accountings with respect to the performance of the personal representative's duties.

ITEM VI: I nominate and appoint my brother, Robert M. Sanderson, as Testamentary Trustee of the Trust created herein, and I direct that he be permitted to qualify and act in such capacity without giving surety on his bond. In the event that my said brother is unable or unwilling or ceases to serve in that capacity, then I nominate James C. Hofstetter as Testamentary Trustee and direct that he be permitted to qualify and act in such capacity without giving surety on his bond.

ITEM VII: I authorize my personal representative and my Trustee (including any substitute or successor personal representative or Trustee) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate to exercise any or all of the powers set forth in 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.

ITEM VIII: No interest of any beneficiary in the corpus or the income of my estate shall be subject to assignment, alienation, pledge, attachment or claims of creditors of such beneficiary and may not be otherwise voluntarily or involuntarily alienated or encumbered by said beneficiary.

ITEM IX: In referring to a personal representative, fiduciary, child or beneficiary, a word of one gender includes each other applicable gender, and a reference to the singular includes the plural, and vice-versa, unless the context indicates this would be inappropriate.

Mary Virginia Boucher

IN WITNESS WHEREOF, I have hereunto set my hand at Nashville, Tennessee, this 12 day of Sept., 2002.

Mary Virginia Boucher
MARY VIRGINIA BOUCHER

Signed by the said **Mary Virginia Boucher**, as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request, and in her sight and presence and in the presence of each other, have hereunto affixed our signatures as attesting witnesses on the day and date last above written.

WITNESS

WITNESS

Mary Virginia Boucher

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public, personally appeared **Mary Virginia Boucher** and, after being duly sworn, declared to me and the undersigned affiants, that the instrument to which this Affidavit is attached is her Will; that she is 18 or older; of sound mind and disposing memory and under no duress, compulsion or constraint and that she requested the undersigned affiants to witness her signing of her Will; and the undersigned affiants whose names are subscribed to the instrument to which this Affidavit is attached and, after being duly sworn, declared to me that, in their sight and presence **Mary Virginia Boucher** signed, declared and published the instrument to which this Affidavit is affixed or annexed as the testatrix's will; and requested them to act as witnesses to its execution and to execute this Affidavit; that in the testatrix's sight and presence and in the sight and presence of each other, each affiant signed the instrument as witness; and that the testatrix was at that time 18 years of age or over, was of sound mind and disposing memory, was fully capable of making a will and was under no duress, compulsion, or constraint.

Mary Virginia Boucher
Mary Virginia Boucher

Sworn to and subscribed before me,
this 12th day of September, 2002.

NOTARY PUBLIC

My Commission Expires: 7/24/04

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 NOVEMBER , 2007 , in Case Number 07P1820 between BOUCHER, ROBERT LEON Petitioner, and BOUCHER, MARY VIRGINIA 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 17 day of MARCH 2008

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL

