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RICHARD R. ROOKER, CLERK

D.C.

LAST WILL AND TESTAMENT
(Pour-Over Will)
OF
MARTHA ANDREWS THOMPSON
IDENTITY

I, MARTHA ANDREWS THOMPSON, residing in the County of Davidson, State of TENNESSEE, being of sound mind and memory, and not acting under duress or undue influence of any person whomsoever, hereby declare this to be my Last Will and Testament, and I do hereby revoke all other and former Wills and Codicils to Wills heretofore made by me. My Social Security number is [redacted].

All reference made herein to " spouse or my spouse" refers to the person to whom I am currently married, namely, **JAMES BURL THOMPSON**. By the ensuring provisions of this Will, it is my intention to dispose of my interest in our community property and in any separate property which I may own; I do not intend to dispose of anything belonging to my husband or to put him to any election.

All reference made herein to "children or my children" refers to DR. MARTHA BURL THOMPSON ELDER, born, AUGUST 13, 1944, and currently residing in NASHVILLE, TENNESSEE, and TIMOTHY ALLEN THOMPSON, born, SEPTEMBER 18, 1952, and currently residing in NASHVILLE,TENNESSEE.

DEBTS, TAXES AND ADMINISTRATION EXPENSES

I have provided for the payment of all my debts, expenses of administration of property wherever situated passing under this will or otherwise, and estate, inheritance, transfer, and probate taxes, other than any tax on a generation-skipping transfer that is not a liability of my Estate (including interest and penalties, if any) that become due by reason of my death, such payment to be made under THE JAMES BURL THOMPSON AND MARTHA ANDREWS THOMPSON REVOCABLE LIVING TRUST executed on even date herein, (the "Revocable Trust") or if my spouse predeceases me, under the Survivor's Trust created by the said Revocable Trust. If the Revocable Trust assets should be insufficient for these purposes, my Executor shall pay any unpaid items from the residue of my Estate passing under this will, without any appointment, reimbursement, or contribution toward the payment of those taxes and administration expenses, except my Executor shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or qualifying income interest for life, over which I have the power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under

Davidson County WILL
Recvd: 08/12/08 11:02 8 pg
Fees:42.00 Taxes:0.00
20080812-0082839

this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. In the alternative, my Executor may demand in a writing addressed to the Trustee of the Trust an amount necessary to pay all or part of these items, plus claims , pecuniary legacies, and family allowances by court order.

PERSONAL AND HOUSEHOLD EFFECTS

It is my intent that all my personal and household effects were transferred to the Revocable Trust as a result of the Declaration of Intent signed this date. If there are any questions regarding the ownership or disposition of these assets, it is my desire that such assets pour into the Revocable Trust, signed by me this date in accordance with the provisions of the section titled "Residue of Estate".

In the event that I own, at my death, additional personal and household effects acquired subsequent to the date of the execution of the Revocable Trust, I give all such tangible personal property to JAMES BURL THOMPSON, if my spouse is living on the thirtieth day after the date of my death, or, if my spouse is not then living, such of my children as are living on the thirtieth day after the date of my death, in shares of substantially equal value, to be divided in such manner as they shall agree or, if they shall fail to agree upon a division within six months after the date of my death, as my Executor shall determine.

RESIDUE OF ESTATE

I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises), whichever situated and whether acquired before or after the execution of this Will except any property over which I have a power of appointment, to the Trustee under that certain Trust executed by me on the same date of the execution of this Will as THE JAMES BURL THOMPSON AND MARTHA ANDREWS THOMPSON REVOCABLE LIVING TRUST in effect at the date of my death. The Trustee shall add the property bequeathed and devised by this item to the corpus of the above described Trust and shall hold, administer and distribute said property in accordance with the provisions of the said Trust, including any amendments thereof made before my death.

If for any reason the said Trust shall not be in existence at the time of my death, or if for any reason a court of competent jurisdiction shall declare the foregoing testamentary disposition to the trustee under said Trust as it exists at the time of my death to be invalid, then I give all of my Estate including the residue and remainder thereof to that person who would have been the Trustee under the Trust, as Trustee, and to their substitutes and successors under the Trust, described hereinabove, to be held, managed, invested, reinvested and distributed by the Trustee upon the terms and conditions pertaining to the period beginning with the date of my

death as are constituted in the Trust as at present constituted giving effect to amendments, if any, hereafter made and for that purpose I do hereby incorporate such Trust by reference into this my Will.

EXECUTOR

I hereby nominate and appoint **JAMES BURL THOMPSON**, as my Independent Executor of this my Last Will and Testament to serve without bond.

In the event the first named Executor shall predecease me, or is unable or unwilling to act as my Executor for any reason whatsoever , then and in that event I hereby nominate and appoint DR. MARTHA BURL THOMPSON ELDER, TIMOTHY ALLEN THOMPSON, to serve without bond as my Joint Executors.

Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall be held and taken to include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers, duties, authority , and responsibility conferred upon the Executor originally named herein.

EXECUTOR POWERS

In addition to all powers given under applicable law and otherwise given herein, my Executor shall have all powers enumerated in **Tennessee Code Annotated, Section 35-50-110**, as in effect from time to time, and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the expressed provisions hereof, are incorporated herein by reference as fully as if stated verbatim.

By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to executors generally, my Executor is specifically authorized and empowered with respect to any property , real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claimed, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, make distributions in cash or in kind or partly in each without regard to the income tax basis of such asset and in general, exercise all of the powers in the management of my Estate which any individual could exercise in the management of similar property owned in its own right upon such terms and conditions as to my

Executor may seem best, and execute and deliver any and all instruments and do all acts which my Executor may deem proper or necessary to carry out the purpose of this my Will, without being limited in any way by the specific grants or power made, and without the necessity of a court order.

My Executor shall have absolute discretion, but shall not be required, to make adjustments in the rights of any Beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administration decision, that my Executor believes has had the effect, directly or indirectly, of preferring one Beneficiary or group of Beneficiaries over others. In determining the Federal Estate and Income Tax liabilities of my Estate, my Executor shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my Estate shall be used as Federal Estate Tax deductions or as Federal Income Tax deductions and shall have the discretion to file a joint income tax return with my spouse.

I empower my Executor (i) to make such elections under the tax laws as my Executor deems advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone (ii) to allocate the unused portion, if any, of my GST exemption (as defined in this paragraph) to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this Will) in such manner as my Executor deems advisable, in each case without regard to the relative interest of the Beneficiaries; however, my Executor shall not make adjustments between principal and income, or in the interest of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my Executor with the respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusive on all persons. As used in this paragraph, the "GST exemption " means the exception from generation-skipping tax allowed under Section 2631 of the Code.

SPECIFIC OMISSIONS

I have intentionally omitted any and all persons and entities from this, my Last Will and Testament, except those persons and entities specifically named herein. If any person or entity shall challenge any term or condition of this Will, or of the Living Trust to which I have made reference in the sections "Personal and Household Effects" and "Residue of Estate", then, to that person or entity I give and bequeath the sum of one dollar ($1.00) only in lieu and in place of any other benefit, grant, bequest or interest which that person or interest may have in my Estate or the Living Trust and its Estate.

SIMULTANEOUS DEATH

If my spouse and I should die under circumstances such that the order of our deaths cannot be determined, then it shall be conclusively presumed for the purposes of this my Will that my spouse survived me.

If any other Beneficiary should not survive me for sixty (60) days, then it shall be conclusively presumed for the purpose of this my Will that said Beneficiary predeceased me.

This instrument consists of 7 typewritten pages including the Attestation Clause Affidavit, signature of Witnesses, and acknowledgment of officer. This instrument is being signed by me on this 23rd day of MARCH, 19 98.

Martha Andrews Thompson

MARTHA ANDREWS THOMPSON
Testatrix

ATTESTATION CLAUSE

The Testatrix whose name appears above declared to us, the undersigned, that the foregoing instrument was her Last Will and Testament, and she requested us to act as witnesses to such instrument and to her signature thereon. The Testatrix thereupon signed such instrument in our presence. At the Testatrix's request, the undersigned then subscribed our names to the instrument in our own handwriting in the presence of the Testatrix and in the presence of each other. The undersigned hereby declare, in the presence of each of us, that we believe the Testatrix to be of sound and disposing mind and memory.

Signed by us on the same day and year as this Last Will and Testament was signed by the testatrix.

WITNESSES:	ADDRESSES:
Kathy Barnes	630 Baxter Lane
Kathy Barnes (Printed Name of Witness)	Nashville, Tn 37220
David Dominguez	319 Valeria St.
Daniel Dominguez (Printed name of Witness)	Nashville, TN 37210

STATE OF TENNESSEE

COUNTY OF DAVIDSON

AFFIDAVIT

Daniel Dominguez and Kathy Barnes,
being severally duly sworn, depose and say that:

We are acquainted with **MARTHA ANDREWS THOMPSON**, who executed this annexed Will, consisting of 7 typewritten pages including this Affidavit, dated March 23, 1998, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sign of each of us.

At the time of subscribing said Will, **MARTHA ANDREWS THOMPSON** declared the instrument so subscribed by her to be her Will, 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 Will, **MARTHA ANDREWS THOMPSON** 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 Will.

This affidavit is made at the request of said **MARTHA ANDREWS THOMPSON**.

Daniel Dominguez

Kathy Barnes

SWORN TO AND SUBSCRIBED before me, this 23 day of March, 1998.

Charles L. Box

~~Notary Public~~

My Commission expires: 3/23/2002

CHARLES L. BOX
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires MAR. 23, 2002

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 JULY , 2008 , in Case Number 08P1107 between THOMPSON, TIMOTHY ALLEN Petitioner, and THOMPSON, MARTHA ANDREWS 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 21 day of JULY 2008

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL

