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RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

IRENE P. MEDLEY

I, Irene P. Medley, a resident of Nashville, Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

I

I appoint CLAIBORNE K. MCLEMORE III to be the Executor of this my Last Will and Testament and direct that no bond be required of him for the faithful performance of his duties. I vest my said Executor with full power and authority to sell, transfer and convey my real property and my personal property, without the necessity of the consent or approval of any of my beneficiaries, at such prices and upon such terms as he may determine and to do every other act and thing necessary or appropriate to complete the administration of this Will.

II

I direct that my Executor shall pay all my debts, final expenses and the costs of administration (including taxes) of my

estate as soon as practicable after my death. Any federal or state estate or inheritance taxes owed by my estate shall be prorated among the persons interested in the estate as provided by Tennessee law.

III

I give, devise and bequeath outright all the rest, residue and remainder of my estate, whether real, personal or mixed, as follows:

A. One-third (1/3) in value of my residuary estate shall be distributed outright to my brother, J. D. POTEAT, of Williamson County, Tennessee. If my brother does not survive me, then the amount otherwise passing to him shall be distributed to his estate.

B. One-third (1/3) in value of my residuary estate shall be distributed outright to the two (2) children of Sylvia P. Cannon, James Malcolm Cannon and Anna Kate C. Stallings, each of them to receive an equal in value portion. If one of them does not survive me, then the amount otherwise passing to him or her shall be distributed to his or her issue then living, per stirpes.

C. One third (1/3) in value of my residuary estate shall be distributed to CLAIBORNE K. McLEMORE III, as Trustee, to hold same for the benefit of Cynthia P. Sewell in a trust to be called the "Cynthia P. Sewell Trust" on the terms described in Item IV below.

IV

The terms of the Cynthia P. Sewell Trust shall be as follows:

A. During the time that Cynthia P. Sewell survives me, the Trustee shall pay to or expend for the benefit of Cynthia P. Sewell all the net income of the trust on a quarterly basis; additionally, the Trustee may distribute to Cynthia P. Sewell so much of the principal thereof as the Trustee, in his sole and absolute discretion, may believe necessary or advisable for Cynthia P. Sewell's maintenance, medical needs and support in reasonable comfort. The Trustee is empowered to make principal distributions to Cynthia P. Sewell even to the point of completely dissipating the assets of the trust.

B. At such time as Cynthia Sewell dies, the Trustee shall pay and distribute outright all the property then held in the trust (including any accumulated but undistributed income) to Cynthia P. Sewell's then living issue, per stirpes.

C. No Trustee serving hereunder shall be required to post any bond or other security for the faithful performance of his duties, or for any other reason. The Trustee shall have all the powers listed in the provisions of §30-50-110 of the Tennessee Code Annotated, including the introductory paragraph and all subparagraphs to the extent applicable. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein

verbatim, notwithstanding that said statute may be amended hereafter or repealed.

V

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor shall have the following powers:

A. The powers enumerated in the provisions of §35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. The power to exercise any election available to my estate with regard to claiming any administration expense either as a deduction for any death tax or income tax purpose. Said elections may be made in such manner as will minimize the total tax burden, if any, on my estate and shall not require adjustments as between the income and principal accounts of my estate. I hereby relieve my Executor of any liability to any beneficiary by reason or making or failing to make any such election.

C. To the extent allowable under applicable Tennessee law at

the time of my death, I hereby relieve my Executor from any duty or responsibility to file accountings, reports or inventories with any court having jurisdiction over my estate.

VI

A. Purchasers from, lenders to and other dealing with my Executor or Trustee shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of such purchase, loan or other money or property. Written receipts and/or canceled checks retained by my Executor and Trustee shall be good and sufficient discharges for the sums therein stated to have been received. Transfer agents and other persons dealing with my Executor or Trustee may deal with them as if they were the sole owner of the property dealt with.

B. Any Executor or Trustee serving hereunder shall be entitled to reasonable compensation for services rendered, and may be reimbursed for his expenses. Any such expenses may be charged, in the discretion of the Executor or Trustee, to either income or principal.

VII

As used in this Will, in referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice versa, if the

context indicates that such a reading would be appropriate. If a successor Executor or Trustee is appointed, any reference to the word "Executor" or "Trustee" shall be deemed to refer to such successor Executor or Trustee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last and Testament, consisting of eight (8) typewritten pages (including the affidavit) and for the purposes of identification I have initialed each such page, all in the presence of the persons witnessing it at my request, on this the 10th day of June, 2005.

IRENE P. MEDLEY Irene P Medley

The foregoing instrument was signed, published and declared by Irene P. Medley, the Testatrix, 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 this 10th day of June, 2005, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESSES:

ADDRESSES:

1211 16th Ave S
Nashville TN 37212

5722 KNOB RD.
NASHVILLE, TN 37209

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned notary public, Claiborne K. McLemore III and Suzanne G. McLemore, who, after being duly sworn according to law, depose and say:

1. That they are both citizens of Davidson County, Tennessee, and are each more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Irene P. Medley, the Testatrix, dated June 10, 2005, to which this affidavit is attached, and that this Affidavit is being made at the request of the Testatrix.

3. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, and 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.

5. That at the time they witnessed said Will, the Testatrix was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear to be under any undue influence.

Sworn to and subscribed to before me, this 13th day of June, 2005.

NANCY BOWEN STATE OF TENNESSEE NOTARY PUBLIC SUMNER COUNTY

Nancy Bowen
Notary Public

NANCY BOWEN STATE OF TENNESSEE NOTARY PUBLIC SUMNER CO

My commission expires: 11-08-2008

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 21 day of JULY , 2008 , in Case Number 08P1087 between MCLEMORE III, CLAIBORNE K. Petitioner, and MEDLEY, IRENE P. 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 30 day of APRIL 2009

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

RICHARD R. ROOKER CIRCUIT COURT CLERK