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RICHARD R ROOKER, CLERK

LAST WILL AND TESTAMENT OF

WILLIAM CLYDE BAKER, III

I, WILLIAM CLYDE BAKER, III, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all other Wills, Codicils and testamentary instruments heretofore made by me.

FIRST

Payment of Debts and Taxes

I direct that all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my fiduciaries), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, be paid by my Personal Representative as soon as possible after my death.

I direct that my Personal Representative pay out of the property which would otherwise become part of my residuary estate, without apportionment, all estate, inheritance or other death taxes, including interest and penalties thereon, which may be lawfully assessed by reason of my death.

All realty is part of my probate estate and shall be treated as personalty for administration purposes.

SECOND

Specific Bequests; Personal Effects

A. I give and bequeath to my friend, SHERI LYNN EVANS, if she survives me, a terminable life estate in my personal residence located at 305 Kent Road, Nashville, Tennessee, with all appurtenances and improvements used in connection therewith. I

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direct that SHERI LYNN EVANS shall pay all charges during the term of her life incident to the maintaining of said property, including, without limitation, all assessments, insurance premiums, taxes and ordinary repairs. During the term of her occupancy of the said property, SHERI LYNN EVANS shall not be required to file with any Court any inventory or accounting of the property herein devised as a life estate nor to give any bond or other security for the safekeeping thereof. Upon the death of SHERI LYNN EVANS, or upon such earlier date as the said SHERI LYNN EVANS shall cease to use the herein described property as her personal residence, title to such property shall vest in the TENNESSEE STATE MUSEUM, NASHVILLE, TENNESSEE. It is requested, but not directed, that said bequest of a remainder interest be used as an auxiliary site for the displays of the ANTEBELLUM TENNESSEE DECORATIVE ARTS.

B. I give and bequeath to my friend, SHERI LYNN EVANS, all of my effects of a strictly personal nature for household use, jewelry, automobiles, artifacts, historical objects and the like (and all policies of insurance on such property) which I own at the time of my death. During the life of SHERI LYNN EVANS, it is requested, but not directed, that she donate or sell such artifacts and historical items to the museum of her choice. If SHERI LYNN EVANS does not survive me, renounces this bequest or dissents from my Will, I give and bequeath all of the aforementioned items to be sold and/or distributed as a part of the residuary of my estate in accordance with Article THIRD hereof; provided, however, that I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in this paragraph which I wish certain museums to have and request (but do not require) that my wishes as set forth in this memorandum be observed.

I direct that if it becomes necessary to make the required division of my personal effects and household and similar items among my beneficiaries, my Personal Representative shall have absolute discretion as to what specific article or articles shall be included in that property, and as to what items thereof each beneficiary shall receive. If

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any beneficiary be too young to need or otherwise be unable to use the property passing to such beneficiary under this Article, or any part thereof, my Personal Representative may in its absolute discretion:

1. hold all or any part of such property until the beneficiary shall have need or use of it, or

2. deliver all or part to the beneficiary, the beneficiary's guardian, or to any person with whom such beneficiary is residing, for the use of said beneficiary, without further responsibility to the Personal Representative, or

3. sell all or any part and give the proceeds to such beneficiary, the beneficiary's guardian, or to the person with whom such beneficiary is residing, or add the proceeds to any trust created hereunder for the beneficiary.

The decision of my Personal Representative on these matters shall be binding and conclusive on all beneficiaries.

THIRD

Residuary Estate

I give, devise, and bequeath all the rest, residue, and remainder of my estate, of every kind and description to SHERI LYNN EVANS outright and free of trust if she survives me by thirty (30) days. In the event SHERI LYNN EVANS does not survive me by thirty (30) days, I give, devise and bequeath all of my above mentioned estate to the then living issue, per stirpes, of my father, WILLIAM CLYDE BAKER, JR., who was originally a resident of Clinton, Tennessee, but died a resident of Washington, D.C.

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FOURTH

Personal Representative

A. I appoint SHERI LYNN EVANS as the Personal Representative (hereinafter "Personal Representative") of my Last Will and Testament. I direct that my Personal Representative shall not be required to furnish a bond for the faithful performance of her duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. If SHERI LYNN EVANS is unable or unwilling to serve as Personal Representative, I appoint LOIS RIGGINS-EZELL as successor Personal Representative without bond. In the event it is deemed necessary or appropriate to name a Co-Personal Representative who is a resident of Tennessee, then in such event I direct that my named Personal Representative shall make such appointment, and no bond shall be required unless so required by the person making the appointment.

B. My Personal Representative shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any of the residuary distributees or legatees of my estate. Further, my Personal Representative shall also be excused from the statutory requirement of making and filing an accounting of the administration of my estate to such court.

FIFTH

Personal Representative Powers and Duties

My Personal Representative shall have the following powers, duties and discretions in addition to those now or hereafter conferred by law:

A. I incorporate by reference all of the fiduciary powers contained in section 35-50-110, Tennessee Code Annotated as fully as if set out verbatim herein.

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B. When required to make a distribution or transfer of all or part of the assets of my estate, my Personal Representative may retain therefrom assets sufficient in its judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

C. My Personal Representative shall be charged with the duty of good faith and reasonable care in the management of the estate, but shall not be responsible for losses, if any, resulting from honest mistakes of judgment.

D. If my Personal Representative determines that any distribution shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of my Personal Representative, unable to properly administer such funds, then such funds may be paid out by my Personal Representative in any of the following ways as he deems best: (1) directly to such beneficiary; (2) to the legally appointed guardian or conservator of such beneficiary; (3) by my Personal Representative using such amounts directly for the benefit of such beneficiary; (4) to some relative or friend for the care, support, education and welfare of such beneficiary; (5) to a custodian for the beneficiary under the Uniform Transfer to Minors Act (or some similar replacement Act); or (6) by naming the beneficiary as a designated beneficiary under a qualified tuition program under Section 529 of the Code. The receipt of any such person shall discharge my Personal Representative from any further responsibility with respect to such funds. No recipient shall be required to furnish bond with respect to any such funds, nor make report as to the disposition of the same.

E. My Personal Representative may begin making payments to the beneficiaries of my estate after the beginning of the administration of my estate. My Personal Representative shall be given credit on his settlement for all disbursements made to the beneficiaries under the provisions of this power.

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F. Any insurance on my life or other similar insurance payable to the Personal Representative or Administrator of my estate, or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my Will; provided, however, that my Personal Representative may in its sole discretion pay my personal debts from the proceeds of such policies, but my Personal Representative shall, in its sole discretion, determine which, if any, of my debts shall be so paid.

SIXTH

Governing Law

Except where otherwise specifically stated, this Will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the sixth (6th) page of my Last Will and Testament, consisting of seven (7) 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 7th day of February, 2008, at Nashville, Tennessee.

William Clyde Baker III

WILLIAM CLYDE BAKER, III

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SIGNED, PUBLISHED AND DECLARED by the above-named Testator, WILLIAM CLYDE BAKER, III, as and for his Last Will and Testament, in the presence of us, who at his request, in his presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the Testator to be of sound and disposing mind and memory.

Kimberly A. Whitley
WITNESS

Address 4268 Rachel Donelson Dr.
Hermitage Tn 37076

Joann Coppel
WITNESS

Address 109 Carter Grove Ct.
Lebanon, TN 37087

This Instrument
Prepared By: T. Richard Travis
MANIER & HEROD,
A Tennessee Professional Corporation
One Nashville Place, Suite 2200
150 Fourth Avenue North
Nashville, Tennessee 37219

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AFFIDAVIT BY WITNESSES TO WILL

Kimberly D. Whitley WITNESS and Joann Cappel WITNESS

after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by WILLIAM CLYDE BAKER, III as and for, and at that time acknowledged, published and declared by him to be his Last Will and Testament, in the sight and presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 7th day of February, 2008; and we further make oath or affirm that the Testator was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person, and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

Kimberly D. Whitley
WITNESS

Joann Cappel
WITNESS

Sworn to and subscribed to before me, Marcella E. Gignilliat, this 7th day of February, 2008.

MARCELLA E. GIGNILLIAT
STATE OF TENNESSEE NOTARY PUBLIC
HICKMAN COUNTY, TENN.
My Commission Expires NOV. 27, 2010

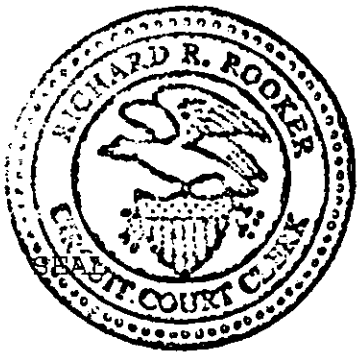
Marcella E. Gignilliat
Notary Public
My Commission Expires: 11-27-2010

#412209

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 08 day of MAY , 2009 , in Case Number 09P712 between EVANS, SHERI LYNN Petitioner, and BAKER III., WILLIAM CLYDE 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 25 day of AUGUST 2009



RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk