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D.C.

LAST WILL AND TESTAMENT

OF

THOMAS DOUGLAS FERRELL, SR.

I, **THOMAS DOULGAS FERRELL, SR.**, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, declare, and publish this to be my last will and testament, and I do hereby revoke all wills and codicils made by me at any time herefore.

ARTICLE I

I nominate and appoint my wife, **SUE WILLIE FERRELL**, to serve as Executrix of this will and of my estate. If my said wife shall not survive me or if she shall fail to qualify as Executrix hereunder for any reason, or having qualified, shall resign or die, then I nominate and appoint my brother, **WILLIAM OWEN FERRELL, SR.**, to be alternate Executor of this will and of my estate. If my brother shall not survive me or if he shall fail to qualify as Executor hereunder for any reason, or, having qualified, shall resign or die, then I nominate and appoint my son, **THOMAS DOUGLAS FERRELL, JR.**, to be alternate Executor of this will and of my estate. Any reference herein to Executrix or Executor shall be deemed to include the other and shall be a reference to whomever of the above and their duly appointed successors shall be serving in such capacity. I direct that no bond shall be required of my Executrix for the faithful performance of duties in such capacity.

ARTICLE II

1. I direct my Executrix to pay all my just debts, funeral expenses, and expenses of administration, whether or not such expenses shall arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death. All such debts and expenses shall be paid from my residuary estate and no specific bequest shall be charged with any portion of such expenses.

2. I further direct my Executrix to pay from my residuary estate all inheritance, estate and generation skipping transfer taxes imposed by any taxing authority by reason of my death, including taxes assessed on account of any property included in my gross estate for such tax purposes which is not included in my estate for any other purposes.

3. In the event that any property or interest in property passing under this will, by operation of law, or otherwise by reason of my death shall be encumbered by lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate, but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take such property subject to all encumbrances existing at the time of my death.

4. I direct that the proceeds of all life insurance which may be or become payable to my estate or Executrix shall be deemed and treated in all respects as a part of my general estate and, as such, same shall be available for the satisfaction of the obligations of my estate.

5. In accordance with and subject to the provisions of Tennessee Code Annotated Sections 30-2-301- and 30-2-601, I expressly relieve my Executrix from any requirement to file an inventory and/or an accounting with the probate court with respect to the administration of this will and of my estate; provided, however, that my Executrix shall obtain such statements as may be required of the residual beneficiaries of my estate acknowledging that the estate has been properly distributed to such beneficiaries.

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ARTICLE III

I authorize and empower my Executrix, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming a part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule"; provided, however, that the power and authority set out in Paragraph 19, Section 35-50-110 of the Tennessee Code Annotated is restricted and limited to such amounts and such periods of time as may be reasonably required in the best interests of the beneficiaries hereof.

ARTICLE IV

I may prepare a written memorandum listing certain items of tangible personal property which I wish for certain persons to have. I request that my wishes, as set forth in said memorandum, be observed.

If my wife, **SUE WILLIE FERRELL**, shall survive me, then I give and bequeath all other tangible personal property owned by my at the time of my death, including, but not limited to my personal effects, automobiles, and my interest in any household good and furnishings, to my said wife in fee.

If my said wife shall not survive me, then I give and bequeath all my said other tangible personal property in equal shares to such of my children who shall be living at the time of my death, to be divided between them as they see fit. In the event my children are unable to agree as to the division of such property, then my Executrix shall have full and absolute discretion and authority as to the division of such property between them.

ARTICLE V

1. If my wife, **SUE WILLIE FERRELL**, shall survive me, then I give, devise, and bequeath all of the rest, residue, and remainder of the property which I may own at the time of my death, real, personal, and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, to my said wife in fee.

2. If my said wife shall not survive me, then I give, devise, and bequeath all of the rest, residue and remainder of my estate in equal shares, one share to each of my children who shall then be living and one share for each deceased child of mine leaving issue then surviving, per stripes and in fee. At the time of the execution of this will, I have two children, **THOMAS DOUGLAS FERRELL, JR.** of Centerville, Tennessee, and **DOROTHY SUE NICHOLAS** of Sarasota, Florida. If I'm not survived by my wife and at the time of my death I own an interest in a certain time share located at the Lake Tansi Resort, Crossville, Tennessee, then in dividing the residual estate between my son and daughter, I hereby direct that said time share or any interest I may have therein be allocated to my son's allocable share of my estate. If he is not then living, my Executrix may sell said interest and add the proceeds thereof to my residuary estate.

ARTICLE VI

If my wife, **SUE WILLIE FERRELL**, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I predeceased her and my estate shall be administered and distributed in all respects in accordance with this presumption that she survived me.

ARTICLE VII

Although my said wife and I are executing our wills at or about the same time, there is and

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there has been no contract between us to make a mutual testamentary disposition of any property and it is my intention that no such contract be inferred from the execution of wills which are similar in content. In the event that my said wife survives me, or otherwise, she shall have full power to execute codicils to her will and to revoke her will and any codicils and to execute a later will or wills and codicil or codicils, making such disposition of her property as she may desire in her sole discretion, including any or all of the property passing to her under the provisions of this will.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament consisting of this and the two (2) preceding 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 12 day of May, 1995.

Thomas D. Ferrell Sr.
THOMAS DOUGLAS FERRELL, SR.

The said **THOMAS DOUGLAS FERRELL, SR.**, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for his last will and testament, and signified and declared to us that same was his last will and testament; and we, the undersigned, at his request, and in his presence and sight, and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Dan Paulus
Address: Nashville, Tn.

Cheryl Allen
Address: Nashville, Tn

TDF

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AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, DAN PAULUS, and CHERYL DILLON, being first duly sworn, make oath as follows:

The said **THOMAS DOUGLAS FERRELL, SR.**, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for his last will and testament, and signified and declared to us that same was his last will and testament; and we, the undersigned, at his request and in his presence and sight, and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

Dan Paulus

Cheryl Dillon

Sworn to and subscribed before me this 12th day of May, 1995.

B Bauchman
Notary Public

My Commission Expires: 11-20-96

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RICHARD R. ROOKER, CLERK
D.C.

CODICIL
TO THE
LAST WILL AND TESTAMENT
OF
THOMAS DOUGLAS FERRELL, SR.

I, **THOMAS DOUGLAS FERRELL, SR.**, of Nashville, Davidson County, Tennessee, do make, publish and declare this to be a Codicil to the Last Will and Testament executed by me on the 12th day of May, 1995.

ITEM I

I hereby delete Paragraph 2 of Article V of my Last Will and Testament in its entirety and in its place and stead, I substitute the following:

2. If my said wife shall not survive me, then I give, devise, bequeath all the rest, residue and remainder of my estate to my son, **THOMAS DOUGLAS FERRELL, JR.** of Centerville, Tennessee, if living. If I am not survived by either my wife or my son, then I give, devise and bequeath all the rest and residue of my estate to my then living issue, per stirpes and in fee. At the time of the execution of this Will, my daughter, **DOROTHY SUE NICOLAS**, has predeceased me and is survived by two (2) children, **K. LYNN SUPPA** and **ANGELA NICHOLAS GILLIAN**. My son, **THOMAS DOUGLAS FERRELL, JR.**, has one child, **TAMISHA F. JONES.**

ITEM II

I hereby republish and reaffirm my Last Will and Testament as herein modified, amended and supplemented by this Codicil as if the same were set out here in full and do incorporate the same by this reference thereto, and do hereby republish and declare my Last Will and Testament as amended, modified and supplemented as my Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand to this the Codicil to my Last Will and Testament, this 11 day of August, 1999.

Thomas D Ferrell Sr
THOMAS DOUGLAS FERRELL, SR.

The foregoing instrument was signed, published and declared by the said **THOMAS DOUGLAS FERRELL, SR.** as and for the Codicil to his Last Will and Testament as executed on the day and year written above, in our presence and in the presence of each of us who, at his request, in his presence and in the presence of each other, have subscribed our names as witnesses this 16 day of August, 1999.

Dana Pauley
WITNESS

Nashville, Tn
ADDRESS

WITNESS

NASHVILLE, TN
ADDRESS

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AFFIDAVIT BY WITNESSES TO CODICIL

Each of the aforesaid witnesses, being DAN PAULUS and MICHAEL P. DOLAN, subscribed to the foregoing Codicil to the Will of **THOMAS DOUGLAS FERRELL, SR.**, executed on the 11th day of August, 1999, having been requested by the Testator to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the Testator was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be the Codicil to his Last Will and Testament as executed on May 12, 1995, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in his presence, at his request, and in the presence of each other, subscribed our names as witnesses on the said 11th day of August, 1999.

Dan Paulus

Michael P. Dolan

Sworn to and subscribed to before me,

this 11 day of August, 1999.

Martha Littlefield
NOTARY PUBLIC

My Commission Expires:

7-23-2000

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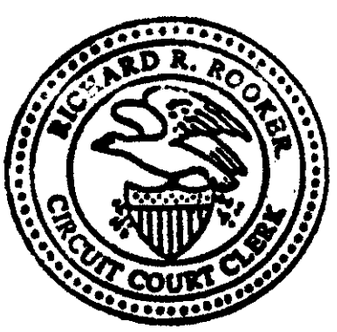
STATE OF TENNESSEE

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 27 day of SEPTEMBER , 2007 , in Case Number 07P1469 between FERRELL JR., THOMAS DOUGLAS Petitioner, and FERRELL SR., THOMAS DOUGLAS 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 26 day of JULY 2010

RICHARD R. ROOKER, Clerk,

SEAL



By _____
Deputy Clerk