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RICHARD ROOKER, CLERK

LAST WILL AND TESTAMENT OF SUE P. WHITWORTH

I, **Sue P. Whitworth**, a citizen of the United States residing in Davidson County, Tennessee, do make, publish and declare this my Last Will and Testament, hereby revoking all prior Wills and Codicils.

ITEM I

Definitions

As used in this Will, the following definitions shall apply:

A. Family Description. I am not married. My deceased husband is **James Perry Whitworth.** I have one (1) child. She is **Susan Perry Whitworth**. The terms "daughter", "child" or "children" when referring to my child shall only mean the daughter named herein and these words shall be construed herein in the appropriate number and gender as the context requires.

B. 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 Executrix is appointed, then reference to the word "Executrix" shall be deemed to refer to such successor Executrix.

C. The terms "issue", "child" or "children" as used in this Will shall include adopted persons. Provided, however, if any beneficiary adopts the child of his or her spouse, such terms shall not include such adopted child unless the beneficiary was married to such spouse at the time of either such beneficiary's death or the death of such spouse, whichever occurred earlier.

D. Item title headings are general descriptions only and are not to be construed as adding, deleting, altering or replacing the contents of any Item.

ITEM II

Payment of Expenses, Claims and Taxes

I direct that all of my just and legal debts (except secured debts, which may be paid off or retained in the discretion of my Executrix) including unpaid charitable pledges and the cost of administration of my estate, be paid as soon as may be convenient after my death. My Executrix,

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in its sole and absolute discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. Except as otherwise provided herein, I direct that all such debts and expenses and any estate, inheritance, generation-skipping transfer and other taxes of the same nature which are payable because of my death with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid by my Executrix and charged against the funds or property being held by the Trustee of that certain Revocable Living Trust Agreement (the "Revocable Living Trust") which I created on December 15, 1999 and totally amended and restated by First Amendment on today's date, but prior to the execution of this Will, and apportioned in the manner set forth in the Revocable Living Trust. Any interest and penalties payable with respect to said taxes shall be a charge against the income from the funds or property so distributed. Provided, however, my Executrix shall, to the extent possible and practicable, seek reimbursement for recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I had a qualifying income interest for life, over which I had a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Code from such property which such tax is not otherwise paid or payable. I direct my Executrix to request the Trustee of the Revocable Living Trust either to pay such debts, expenses, and taxes directly or to distribute to my estate the necessary funds for my Executrix to pay such debts, expenses and taxes. My Executrix, in its sole and absolute discretion, may use the proceeds of any life insurance payable to my estate for the payment of debts or taxes.

ITEM III

Distribution of Remaining Estate to Revocable Living Trust

All the rest, residue and remainder of my property shall be distributed to the Trustee of the Revocable Living Trust, to be held, administered and distributed by the Trustee according to the provisions of the Revocable Living Trust.

ITEM IV

Executrix's Powers

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

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent

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applicable. The provisions dealing with real property shall be applicable to all real property which I own and is not owned by the Revocable Living Trust at my death whether or not the Executrix holds legal title to such property. 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. Notwithstanding anything contained herein to the contrary, if my estate includes insurance policies insuring my Executrix's life, my Executrix shall not have any powers over such policies that will cause my Executrix to possess an incident of ownership with respect to any of the policies. In connection therewith, my Executrix shall not have the power to surrender the life insurance policies on the Executrix's life and my Executrix is prohibited from changing any options relating to the policies on the Executrix's life.

B. Any power conferred upon the Trustee of the Revocable Living Trust which would be appropriate for dealing with property to be held in trust following the close of my estate's administration while any such property is instead held in my estate.

C. The power to exercise any election available to my estate with regard to claiming any administration expense of my estate 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 on my estate and shall not require adjustments as between the income and principal accounts of my estate. I hereby relieve my Executrix of any liability to any beneficiary by reason of making or failing to make any such election.

ITEM V

Appointment of Executrix

A. I appoint my daughter, **Susan Perry Whitworth**, as Executrix (referred to herein as "Executrix") of this Will. If my daughter, **Susan Perry Whitworth,** does not survive me or is unwilling or unable to serve or continue to serve as such Executrix, then **Susan Perry Whitworth** shall select a successor Executrix in writing to act as Executrix of my Will but if no such writing is found within thirty (30) days of my death, then a personal representative shall be appointed by the court.

B. I direct that my Executrix shall not be required to give any bond for the performance of its duties. Purchasers from, lenders to and others dealing with them shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of the purchase, loan or other money or property. Written receipts and/or canceled checks retained by my Executrix shall be good and sufficient discharges for the sum therein stated to have been received. Transfer agents and other persons dealing with my Executrix may deal with the Executrix as if it were the sole owner of the property dealt with.

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C. I direct that no inventory or other court accounting be required in accordance with Section 30-2-601 of the Tennessee Code Annotated (as in force on the date of execution of this Will). The Executrix's only responsibility for statements and accountings shall be to furnish a complete final accounting to the Trustee of the Revocable Living Trust.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, this 7th day of November, 2007.

Sue P. Whitworth
SUE P. WHITWORTH

The foregoing instrument was signed, published and declared by the said **SUE P. WHITWORTH** as and for her Last Will and Testament on the day and year written above, in our presence, and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 7th day of November, 2007.

WITNESS — ADDRESS

WITNESS — ADDRESS

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AFFIDAVIT BY WITNESSES TO WILL

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Each of the aforesaid witnesses, being Tiffany Hilliard and H Brooke Sicgel subscribed to the foregoing Will of **SUE P. WHITWORTH**, executed on this 7th day of November, 2007, having been requested by the said **SUE P. WHITWORTH** to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the said **SUE P. WHITWORTH** was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, 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 her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the said 7th day of November, 2007.

Parcel ID:
120 05 0 060.00

Tiffany Hilliard
WITNESS

H Brooke Siegel
WITNESS

Sworn to and subscribed to before me this 7th day of November, 2007.

NOTARY PUBLIC

My Commission Expires: 12/2/07

RUSSELL T. COOK
NOTARY PUBLIC AT LARGE
WILLIAMSON COUNTY, TN

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 30 day of NOVEMBER , 2010 , in Case Number 10P1771 between WHITWORTH, SUSAN PERRY Petitioner, and WHITWORTH, SUE 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 DECEMBER 2010

RICHARD R. ROOKER, Clerk,

SEAL

By _____

Deputy Clerk