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LAST WILL AND TESTAMENT

OF

LEE F. KILLEBREW

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I, LEE F. KILLEBREW, a citizen and resident of Nashville, Davidson County, Tennessee, do hereby make, publish and declare this my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

A PERSONAL NOTE TO MY FAMILY

I trust that the formal terminology in this Will and the absence of personal messages will not cause you to doubt my affection for you. You are well aware of that affection. A Will is a legal instrument, the purpose of which is to dispose of property and as such, it is an inappropriate place for personal messages.

IDENTIFICATIONS

At the time of signing this My Last Will and Testament I am widowed. I have no children.

ARTICLE I
PAYMENT OF DEBTS, EXPENSES AND TAXES; TREATMENT OF REAL PROPERTY AND USE OF LIFE INSURANCE

Item 1. Debts, Expenses, and Taxes. All estate, inheritance, succession and other death taxes of any nature, together with any interest and penalties thereon, which may be levied or assessed by reason of my death by the laws of any state or of the United States with respect to property passing under this Will or any other property shall be considered a cost of administration of my estate, and such taxes, together with all debts which I am legally obligated to pay at the time of my death, the expenses of my funeral (including the cost of a suitable footmarker at my grave) and last illness and other costs of administration of my estate, shall be paid out of my residuary estate without apportionment. In the event my residuary estate is insufficient to pay such debts, expenses, costs and taxes, I direct that the amount thereof in excess of my residuary estate shall be paid from other assets in the order provided by law.

Item 2. Cost of Shipping. The reasonable cost of packing, shipping, storing, insuring, and otherwise maintaining, caring for, and delivering any of my property, real and

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personal to any beneficiary, shall be charged as an administrative expense and be paid by my estate.

Item 3. Use of Life Insurance. I specifically direct that all life insurance policies on my life which are payable to my estate or to my Personal Representative may, in the sole discretion of my Personal Representative, be used for the payment of debts and taxes.

ARTICLE II
DISTRIBUTION OF TANGIBLE PERSONAL PROPERTY

Item 1. Specific Bequest of My Diamond and Emerald Ring. I hereby give and bequeath my one carat diamond ring (set in 14K yellow gold with emeralds set on both sides of the diamond center stone) to DONNA KILLEBREW McCABE. If she predeceases me, I give such ring to my cousin, SARAH OLETHIA DICKSON, of Houston County, Tennessee.

Item 2. Specific Bequest of My Flower Necklace. I hereby give and bequeath my 14K yellow gold necklace with antique reproduction round medallion (flower shaped) with seven round brilliant cut diamonds to my friend, KAY KIELY. If she predeceases me, then this bequest shall lapse.

Item 3. Handwritten List. I may leave a handwritten list, signed by me, which may be probated with my Will, under which certain items of my tangible personal property shall be distributed. If this writing is not found and identified by my Personal Representative within thirty (30) days after the probate of my Will, then all of my tangible personal property shall be distributed according to Item 4 of this Article.

Item 4. Remaining Tangible Personal Property. I direct my great-nephew, GEORGE McCABE, to be in charge of having my remaining tangible personal property appraised and sold, and the proceeds, if any, of such sale shall be distributed to my spouse's niece, DONNA KILLEBREW McCABE, or her issue, per stirpes, if she has predeceased me.

ARTICLE III
EXERCISE OF POWER OF APPOINTMENT

Under the provisions of the Last Will and Testament of my spouse, WILLIAM L. KILLEBREW, dated May 30, 1966, together with a Codicil thereto dated March 8, 1978, which was admitted to probate in the Probate Court of Davidson County Tennessee, I was given power under the provisions of Article III, Paragraph (d) to direct the disposition of certain property held in the testamentary trust. I hereby exercise the said power of appointment to the extent set forth below.

A. In the limited exercise of said power of appointment, I direct the Trustee under the will of my said spouse to pay to or for my estate so much or all of the federal estate taxes, state inheritance taxes, debts, or administration expense of my estate as my Personal Representative shall determine to be necessary or desirable.

B. In the exercise of said power of appointment, I direct the Trustee under the will of my spouse to distribute the assets of the trust in accordance with the provisions of Article V hereof.

ARTICLE IV
SPECIFIC BEQUEST OF REAL PROPERTY

I hereby give, devise and bequeath all right, title and interest I may own in a certain piece of real property located at 4487 Post Place, Apartment #80, Nashville, (Davidson County), Tennessee 37205 to my spouse's niece, DONNA KILLEBREW McCABE. If she predeceases me, then such property shall be distributed to her issue, per stirpes.

It is my desire that this condominium be sold, and my spouse's great-nephew, GEORGE McCABE, is to oversee such sale (at no charge to my estate or to my beneficiary, place it on the market, determine the sales price and date of closing). The net proceeds of such sale (after all appropriate closing costs and real estate commissions) shall be distributed to my spouse's niece, DONNA KILLEBREW McCABE. If she should predecease me, her share shall be distributed to her issue, per stirpes.

ARTICLE V
DISPOSITION OF RESIDUARY ESTATE

Item 1. Distribution of Residuary Estate. All the rest, residue and remainder of my property and estate of whatsoever kind and nature and wheresoever situated and found, real, personal or mixed, including the property identified in Article III, Paragraph B, over which I have exercised a power of appointment, I do hereby give, devise and bequeath as follows:

A. Fifty percent (50%) to my spouse's niece, DONNA KILLEBREW McCABE, of Nashville, Tennessee, or her issue, per stirpes, if she has predeceased me. If she predeceases me leaving no issue, then her share shall be distributed in accordance with Paragraph B of this Article.

B. Twenty percent (20%), in equal shares, to my spouse's great-nieces, LORRAINE SPENCER STROWD DuBOIS and MAMIE STROWD VANDERBEEK, or their issue, per stirpes, if they have predeceased me. If a beneficiary predeceases me leaving no issue, then her share shall be distributed in accordance with Paragraph A of this Article.

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C. Fifteen percent (15%) to my cousin, ANNIS FOSTER (MRS. GEORGE) JACKSON, of Elkhart, Indiana. If she predeceases me, then this bequest shall be distributed in accordance with Paragraph A of this Article.

D. Fifteen percent (15%) to my cousin, SARAH OLETHIA DICKSON, of Houston County, Tennessee. If she predeceases me, then this bequest shall be distributed in accordance with Paragraph A of this Article.

ARTICLE VI
GENDER AND NUMBER

All words in this Will referring to the masculine, feminine, or the neuter shall include all genders, and all words used in the singular or the plural shall include the singular or the plural, unless the context therein specifically requires otherwise.

ARTICLE VII
APPOINTMENT OF A PERSONAL REPRESENTATIVE AND POWERS OF THE PERSONAL REPRESENTATIVE

Item 1. Appointment of Personal Representative and Substitute Personal Representative. I do hereby nominate and appoint SUNTRUST BANK, of Nashville, Tennessee, as Personal Representative of this my Last Will and Testament and it shall not be required to give bond or other security for the faithful performance of its duties as such.

Item 2. Powers of the Personal Representative/Waiver of Inventory and Accountings. I direct that my Personal Representative shall not be required to file an inventory, accounting or appraisal of my estate in any court. During the administration of my estate, I hereby direct my Personal Representative to liquidate the assets of my estate and to make the distributions set forth hereunder, (with the exception of tangible personal property which shall be distributed in accordance with Article II hereinabove). It is my direction that the disposition of my estate be expedited and my estate be closed within one (1) year from the date of my death.

Item 3. Release From Liability. I intend that my Personal Representative shall manage and administer my estate and carry out the duties of such office in good faith and with both diligence and reasonable care; however, I relieve my Personal Representative from any liability resulting from an honest mistake of judgment.

Item 4. Incorporation of Statutory Powers. In addition, I incorporate herein by reference all of the fiduciary powers contained in Section 35-50-110, Tennessee Code

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Annotated, as fully as if set out verbatim herein, except as may be specifically indicated otherwise by the terms of this Will.

Item 5. Ancillary Administration. In the event it is deemed necessary to have administration upon my estate in any state other than Tennessee, then I direct that my Personal Representative as named in this ARTICLE VII of my Will, shall serve as such ancillary Personal Representative, without bond, to the extent it may be able to qualify as such, and if my domiciliary Personal Representative is unable or unwilling to qualify or serve as such, then I appoint as my Personal Representative in such other jurisdiction, the person or persons selected by my domiciliary Personal Representative and delivered to the person or persons so selected and to the court having jurisdiction over the ancillary probate of my Will.

Item 6. Employment of Agents. My Personal Representative may employ agents, custodians, depositaries, and legal, tax and investment counsel and pay them, from the estate, reasonable compensation for their services to the estate.

ARTICLE VIII
CAPTIONS

The captions contained in this Will are inserted solely as a matter of convenience, and in no way define, limit, or describe the scope of any provision of this Will or the intent thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this the 14th day of June, 2005.

Lee F. Killebrew
LEE F. KILLEBREW

SIGNED, PUBLISHED and DECLARED by the above-named testatrix, LEE F. KILLEBREW, and as for her Last Will and Testament, in our sight and presence, who signified to us, the attesting witnesses, that the foregoing instrument is her Last Will and Testament, consisting of five (5) pages, including this page; and we have hereunto affixed our signatures, as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other.

Witness

Witness

Copy

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Shelia J. Griggs and Gail E. DeDee,

being first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named testatrix, LEE F. KILLEBREW, for her Last Will and Testament, in our sight and presence and who signified to us, the attesting witnesses, that the foregoing instrument is her Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the testatrix was of sound mind and disposing memory and signed the said will as her free and voluntary act.

Witness

7043 Lowell Branch Cv
Address
Franklin, TN 37067

Witness

8306 Bridle Pl
Address
Brentwood, TN 37027

Sworn to and subscribed before me this 14th day of June, 2005.

Notary Public

My commission expires: July 19, 2008.

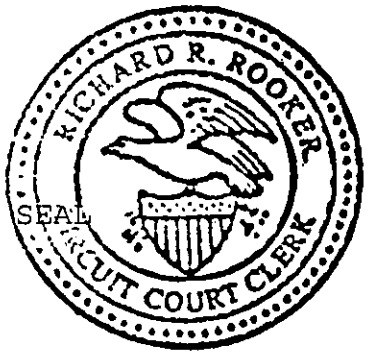
SUSAN S. WEISS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN

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 23 day of FEBRUARY , 2011 , in Case Number 11P289 between MCCABE, DONNA KILLEBREW Petitioner, and KILLEBREW, LEE F. 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 16 day of MARCH 2011

RICHARD R. ROOKER, Clerk,



By _____
Deputy Clerk