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LAST WILL AND TESTAMENT

OF

ELIZABETH L. DEPRIEST

FILED
APR 27 2011
RICHARD R. ROOKER, Clerk
By _____ Deputy

I, Elizabeth L. DePriest, of Nashville, Tennessee do hereby make, publish and declare this to be my last will and testament, hereby expressly revoking all wills and codicils heretofore made by me.

ARTICLE 1

I bequeath all of my tangible personal property (except for any tangible personal property used in any business in which I may be engaged, or in which I may own any interest at the time of my death, which shall be disposed of as a part of my residuary estate) to my surviving children in shares considered by my Executor to be approximately equal in value.

I may leave a letter of intent with my Executor or another, for the purpose of giving guidance to my Executor in the distribution of my tangible personal property among my children and I request, but do not require, that my Executor honor my wishes therein expressed.

ARTICLE 2

I direct that my Executor forgive entirely any unpaid principal and accrued, but unpaid, interest owed to me or my estate under a certain vote executed by my son John, payable to me, which note was given in payment for the conveyance to him of my farm in Dickson County, Tennessee.

I further direct my Executor to pay to my son John or, if he predeceases me to his issue, a sum equal to the sum of all payments of principal and interest he or someone acting for him actually made to me pursuant to the aforesaid note but not including any such payments which were forgiven by me during my life and not actually paid to me.

I further direct my Executor to cancel the aforesaid note and return same to my son John and release any deed of trust which may secure payment thereof.

ARTICLE 3

I devise and bequeath all the rest and residue of my estate (except for any assets over which I may have a power of appointment, which I hereby expressly decline to exercise) as follows:

 Elizabeth L DePriest
NAME

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I direct that all of such rest and residue be divided into as many equal shares as there are (i) daughters of mine surviving at my death and (ii) daughters of mine who have predeceased me leaving issue surviving at my death and, subject to the provisions of Article 4, I dispose of such shares as follows:

(1) One of such shares, shall be paid over and distributed to each of my living daughters; and

(2) One of such shares shall be paid over and distributed to the issue, per stirpes, of each of my daughters who has predeceased me leaving issue surviving at my death.

ARTICLE 4

If any beneficiary under Article 2 has not reached the age of twenty-five (25) years at the time of my death, then I give the share of such beneficiary to my Trustee, hereinafter named, IN TRUST, to hold and manage for the benefit of the beneficiary. So muchof the income from this trust and, if net income be at any time insufficient, so much of the principal of this trust as may be deemed necessary in the sole discretion of my Trustee (taking into account all other sources of income or support of the beneficiary of which my Trustee has knowledge) shall be either paid to or expended on behalf of the beneficiary (whichever in the Trustee's sole discretion is deemed most appropriate) in order to insure the proper support, maintenance and education (including collegiate, vocational, professional, etc.) of the beneficiary.

When the beneficiary reaches the age of twenty-five (25) years, the principal, together with any accumulations of income, shall be paid over and distributed to the beneficiary.

In the event that the beneficiary should fail to attain the age of twenty-five (25), the property being held for the beneficiary shall be paid over and distributed (i) to the beneficiary's issue, or, in default of such, (ii) to the beneficiary's brothers and sisters and descendants of deceased brothers and sisters, per stirpes, or, in default of such, (iii) to my heirs, determined as if I had died at the time of such beneficiary's death, pursuant to Chapter 2, Title 31, T.C.A. as written on the date of this will, provided, however, that should any such taker be the beneficiary of a trust created herein, and still in effect, the share of such taker shall be added to such trust and be held, managed, and distributed as a part thereof.

If, at any time, the property held in trust for any beneficiary is an amount so small that, in the sole discretion of my Trustee, the continuation of the trust is not in the overall best interests of the beneficiary, then my Trustee may (i) pay over and deliver the property to the beneficiary, or (ii) convert the trust assets into qualifying property and pay over and deliver such property to a suitable person as Custodian for

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the beneficiary under the Tennessee Uniform Gifts to Minors Act, and so terminate the trust.

ARTICLE 5

A. I nominate my son, John W. DePriest, as my Executor and as Trustee of any trusts created herein. If he should not qualify or complete the administration of my estate, I nominate my daughter, Emile DePriest Chamberlain as Executrix and as Trustee of any trusts created herein. In the event my Executor (Executrix) does not reside in Tennessee at the time of my death, he or she may join as co-Executor such person or entity as may be required by Tennessee law.

ARTICLE 6

A. Any person who fails to survive me by 30 days shall be deemed to have predeceased me for purposes of succession to property under this will.

B. Any legally adopted person and descendants of the blood and legally adopted descendants of such persons shall take under this will as if they were related by blood.

C. Any taxes imposed under the laws of any jurisdiction by reason of my death, by whatever name called, upon or with respect to any property included in my estate for the purpose of such taxes, whether such property passes under or outside of this will, shall be paid by my Executor without apportionment.

D. The expenses of my last illness, the expenses of the funeral and my written charitable pledges shall be paid by my Executor.

E. My Executor shall have the power to pay my judicially enforceable debts and the administrative expenses of my estate as soon after my death as may be convenient.

F. In addition to the powers now or hereafter conferred by law, my Executor and my Trustee shall have all of the powers enumerated in Section 35-50-110, T.C.A., as it is written on the date of my death.

G. My corporate fiduciary, if any, shall receive compensation for its services in accordance with its published fee schedule in effect at the time such services are rendered.

H. My Executor is excused from making bond.

NAME

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ARTICLE 7

This Will consists of four (4) pages (each of which I have signed or initialed), covering Articles 1 through 7 inclusive. I now sign this as my Last Will and Testament on this 26th day of July, 1987, and, pursuant to T.C.A. Section 32-2-110, I request the attesting witnesses to make the affidavit attached to this Will.

Elizabeth L. DePriest

ELIZABETH L. DEPRIEST

The foregoing instrument consisting of this and the three (3) preceding typewritten pages, was signed, published and declared by Elizabeth DePriest, the Testatrix to be her Last Will and Testament, in our presence and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this 26th day of July, 1987, at Nashville, Davidson County, Tennessee.

Wendy Alford residing at Hendersonville, Tennessee

Shelia Street residing at Ashland City, Tennessee

Cindy Bailey residing at Antioch, Tennessee

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AFFIDAVIT OF WITNESSES TO WILL

Each of the aforesaid witnesses, being Wendy Alfaro, Shelia Street, Cindy Bailey, subscribed to the foregoing Will of Elizabeth L. DePriest, executed on the 26th day of July, 1988, having been requested by the Testatrix to make and sign this Affidavit, and having been duly sworn before the Notary Public whose name appears below, hereby stated that the said Elizabeth L. DePriest was over 18 years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it freely, without undue influence or coercion, by signing each page 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 26th day of July, 1988.

Wendy Alfaro

Shelia Street

Cindy Bailey

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Sworn to and subscribed before me this 26th day of July, 1988.

Pamela G. Bradley
Notary Public

My Commission Expires:
3-8-89

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CODICIL

I, ELIZABETH L. DEPRIEST, of Nashville, Tennessee, do hereby make, publish and declare this to be the first codicil to my Last Will and Testament heretofore executed and published the 26th day of July, 1988.

1. I revoke all of the provisions of Article 2 of my Last Will and Testament dated July 26, 1988, as if that paragraph had not been incorporated therein.

2. I amend Article 3 of my Last Will and Testament by adding the following new language at the beginning of said Article:

> "Having made provision for my son during my life time by the gift of my farm in Dickson County, Tennessee,"

3. As amended by this Codicil, I hereby ratify, confirm and republish my Last Will and Testament dated July 26, 1988.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of April, 1989.

Elizabeth L. DePriest

The foregoing instrument consisting of this typewritten page, was signed, published and declared by Elizabeth L. DePriest, the Testatrix, to be the first codicil to her Last Will and Testament, in our presence 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 April, 1989, at Nashville, Davidson County, Tennessee.

Bonnie Newman residing at Nash., Tennessee

Joni M. Harris residing at Nashville, Tennessee

Bonnie L. Erickson residing at Nashville, Tennessee

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FILED
APR 27 2011
RICHARD R. ROOKER, Clerk
By _____ Deputy

AFFIDAVIT OF WITNESSES TO CODICIL

Each of the aforesaid witnesses, being Bonnie L. Erickson, Toni M. Harris, and Bonnie L. Erickson subscribed to the foregoing Codicil of **ELIZABETH L. DEPRIEST**, executed on the 10th day of April, 1989, having been requested by the testatrix to make and sign this Affidavit, and having been duly sworn before the Notary Public whose name appears below, hereby stated that the said Elizabeth L. DePriest was over 18 years of age, was of sound mind, declared the foregoing instrument to be the first codicil to her Last Will and Testament, published and executed it freely, without undue influence or coercion, 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 10th day of April, 1989.

Bonnie L. Erickson

Toni M. Harris

Bonnie L. Erickson

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Sworn to and subscribed before me this 10th day of April, 1989.

C. Denise Leigh
Notary Public

My Commission Expires: 5-8-91

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APR 27 2011
RICHARD R. ROOKER, Clerk
By _____ Deputy

SECOND CODICIL
TO THE LAST WILL AND TESTAMENT OF
ELIZABETH L. DePRIEST

I, **ELIZABETH L. DePRIEST**, a resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this the Second Codicil to my Last Will and Testament. My Last Will and Testament was executed on the 26th day of July, 1988 ("Will") and my First Codicil was executed on the 10th day of April, 1989.

I. I hereby insert the following as Paragraph B of ITEM II of my will:

I hereby bequeath my real estate and residence located at 773 Brook Hollow Road, Nashville, Tennessee, including all improvements thereon, to my daughter **EMI DEPRIEST**.

I hereby ratify, republish and reaffirm said Will and First Codicil in all respects except as modified by the Second Codicil thereto.

IN WITNESS WHEREOF, I have hereunto set my hand to this Second Codicil to my Last Will and Testament, consisting of one (1) typewritten page, this page included, on this the 3/24/98 day of March, 1998, at Nashville, Tennessee.

Elizabeth L. DePriest
ELIZABETH L. DePRIEST

Signed, sealed, published and declared by the Testator, **ELIZABETH L. DePRIEST**, to be the Second Codicil to 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, and we do hereby attest to the sound and disposing mind of said Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set forth.

Julie Stribling Address: Nashville, TN

Address: Whites Creek, TN

330381.01

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AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

JULIE STRIBLING and LEONORA A. CALDWELL, after being duly sworn according to law, depose and say:

That they are adult citizens, and are acquainted with **ELIZABETH L. DePRIEST**, who executed the annexed Second Codicil to her Last Will and Testament dated the 24th day of March, 1998, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the sight and presence of each of them;

That at the time of subscribing said Second Codicil to her Last Will and Testament, she declared the instrument so subscribed by her to be her Second Codicil to her Last Will and Testament, and they hereupon signed their names as witnesses at the end of said instrument at her request and in her sight and presence, and in the sight and presence of each other; and

That **ELIZABETH L. DePRIEST**, at the time of executing her Second Codicil to her Last Will and Testament, was over the age of eighteen (18) years, and in their opinion, was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Second Codicil to her Last Will and Testament.

This Affidavit was made at the request of **ELIZABETH L. DePRIEST.**

The annexed Second Codicil to her Last Will and Testament was examined by the undersigned witnesses at the time this Affidavit was made.

Julie Stribling

Leonora A. Caldwell

SWORN TO AND SUBSCRIBED before me this 24th day of March, 1998.

Peter T. Dukes
NOTARY PUBLIC

My Commission Expires:
4-26-02

330381.01

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 APRIL , 2011 , in Case Number 11P437 between DEPRIEST, JOHN Petitioner, and DEPRIEST, ELIZABETH 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 29 day of APRIL 2011

RICHARD R. ROOKER, Clerk,

SEAL

By _____
Deputy Clerk