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LAST WILL AND TESTAMENT

OF DOROTHY S. DAY

ARTICLE I: OVERTURE

05P-5

I, DOROTHY S. DAY, a resident of Nashville, Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me.

I am unmarried and I have two children, JEANNIE DAY SUDBERRY and NICOLA DAY WILSON.

ARTICLE II: APPOINTMENT OF FIDUCIARIES

Executors. I appoint my daughter, JEANNIE DAY SUDBERRY, of Davidson County, Tennessee, as Executrix of my Will, to serve without bond. Should my daughter predecease me, or should she for any reason be unwilling or unable to serve at any time as Executrix, I appoint my daughter, NICOLA DAY WILSON, to serve as successor Executor, also without bond. I authorize my Executor and successor Executrix in their sole discretion, to nominate a resident of the State of Tennessee to serve with either of them as a Executor of my estate, also without bond.

Trustees. I appoint my daughter, JEANNIE DAY SUDBERRY, to serve as Trustee of the Trust created herein.

ARTICLE III: DISPOSITION OF PERSONAL PROPERTY

I give, devise and bequeath all my property and my personal effects including jewelry, automobiles, furniture, furnishings, china, glassware, silver and household equipment to my daughters, JEANNIE DAY SUDBERRY and NICOLA DAY WILSON, per stirpes, to be divided as equally among them as possible with my Executrix resolving any dispute as she in her sole discretion may determine. The reasonable cost of packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

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ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

I give, devise and bequeath to my daughter, JEANNIE DAY SUDBERRY, a life estate in my residence located at 5320 Otter Creek Court, Nashville, Davidson County, Tennessee, to use as her residence as set forth below with the remainder interest to my daughter, NICOLA DAY WILSON, per stirpes. I grant my daughter, JEANNIE DAY SUDBERRY, the right to sell this real property and invest the equity in another residence during her lifetime with the remainder interest to my daughter, NICOLA DAY WILSON. To the extent the proceed of the sale of 5320 Otter Creek Court, are not reinvested in another residence within ninety (90) days of the sale, I direct that the non-reinvested proceeds be equally divided among my daughter, per stirpes. Upon the death of my daughter, JEANNIE DAY SUDBERRY, the life estate shall terminate and the remainder interest shall vest with my daughter, NICOLA DAY WILSON, per stirpes.

I give, devise and bequeath the rest and entire residue of my estate, including property of every kind which I may own or have an interest in at the time of my death, real, personal or mixed and wherever situated, together with the proceeds of any policies of insurance on my life which may be payable to my estate, to my children, JEANNIE DAY SUDBERRY and NICOLA DAY WILSON, in equal shares, per stirpes.

Since the bulk of my estate consists of real property, I direct my Executrix to appraise all my real property and divide the real property as equally as possible between my two daughters. I hereby empower my Executrix to sale any real property that I may own at the time of my death and once my debts are satisfied my Executrix shall convey specific properties to each of my daughters as she in her sole discretion shall

determine in order to divide my estate as equally as possible in and her judgment which shall not be subject to review. Should either of my daughters predecease me with children surviving, then I give, devise and bequeath my residuary estate to my Trustee for the purposes set forth below.

ARTICLE V: PROVISIONS FOR TRUST

The Trust created for the benefit of my grandchildren shall be administered in accordance with the following special provisions:

1. Purpose of Trust. In establishing this trust, I give my Trustee broad discretionary powers to distribute income and principal my grandchildren for their health, maintenance, support, education and general welfare. My purpose in granting such broad discretionary powers is to permit my Trustee to administer the trust property and make distributions substantially as I might have done if living, having in mind circumstances as they exist from time to time. My principal purposes are that the expenses of raising my grandchildren be provided for, including providing or assisting in providing them with as fine an education as their efforts and abilities warrant; and that additional funds be available to my grandchildren to make their lives more comfortable and financially more secure.

2. Discretionary Income to Beneficiaries. Any income not so distributed during any trust year shall be accumulated, added to trust principal, and invested and reinvested under the authority hereof.

3. Terminating Distribution to Beneficiaries.

This Trust shall terminate as follows:

(a) Upon my death the Trustee shall divide the trust corpus and all accumulated income into equal shares. One share for each grandchild shall either be immediately distributed free of trust to each child that has attained the age of thirty-five

(35) or shall remain in trust until such respective child attains the age of twenty-five (25) at which time one-third (1/3) of their trust corpus shall be distributed to them free of trust. Upon attaining age thirty (30) the Trustee shall distribute (½) of the corpus free of trust and upon attaining age thirty-five (35) the Trustee shall distribute the balance free of trust. The children of any deceased grandchild of mine shall take their parent's share, per stirpes. Should a deceased grandchild of mine have no surviving children, his or her share shall be distributed to my other grandchildren, with the children of any other grandchild who may also be deceased taking their parent's share, per stirpes.

(B) Pursuant to subparagraph (a) above, should any of my great grandchildren receive a portion or all of their parent's share of my estate, then my Trustees shall hold said assets in separate trusts until they reach the age of twenty-one (21) at which time the trust corpus shall be distributed to the beneficiary free of trust. My Trustee shall be charged with same purpose as set forth above. Should any great grandchild of mine die prior to attaining the age of twenty-one (21) years, his or her share shall be distributed to the other beneficiaries as if that grandchild had not survived his or her parent's death.

ARTICLE VI: PROVISIONS FOR ALL TRUSTS

The following provisions shall be applicable with respect to any and all trusts created herein:

1. Spendthrift Provision. The interest of the beneficiary under any trust created in my Will shall not be grantable, transferable, or otherwise assignable by anticipation, except to the extent specifically provided herein, nor shall such interest be subject to the claims of any creditors of the beneficiary; and, except as provided in this paragraph, the Trustee shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary, notwithstanding any

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transfer, assignment, conveyance, or action by creditors. No spouse, or person claiming to be the spouse, of the beneficiary of my Will shall have any right or claim to the principal or the income of any trust, except as may be expressly provided in my Will. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or Trustee's process; and, in the event that any such process shall be served upon the Trustee, the right of the beneficiary in respect of whose interest such process is attempted, to receive either income or principal shall terminate until such process shall be released and discharged. Provided, however, that the Trustee may make advances from either principal or income for the support, maintenance, health and education of such beneficiary as the Trustee, in her discretion, may deem wise and proper under the circumstances.

2. Payments to Third Parties for Benefit of Beneficiary. The Trustee is authorized to make any payment of income or principal to third parties for the benefit of the beneficiary who may become entitled thereto, or directly to such beneficiary, without, in any event, requiring the qualification of a legal guardian, unless, in the sole discretion of the Trustee, it should be determined that the appointment and qualification of a guardian in a particular circumstance would be desirable.

3. Discretionary Termination. If, in the opinion of the Trustee, any trust created herein, or any share thereof, shall at any time be of a size which, in her sole judgment, makes it inadvisable or unnecessary to continue such trust, notwithstanding anything contained herein, the Trustee shall have the power to terminate such trust and distribute the trust principal and accumulated income to or for the benefit of the income beneficiary. However, no Trustee who is an income beneficiary shall have the right to participate in any decision to so terminate a trust.

4. No Bond Required of Trustee. The Trustee and her successors shall serve without bond and shall not be required to file any accountings in any court of record, but shall account for their transactions to the beneficiary, or to the guardian, conservator or similar legal representative of the beneficiary, at least annually.

ARTICLE VII: GENERAL WILL PROVISIONS

Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any portion of the property otherwise passing to him or her by complying with the statutory requirements of Section 2518 of the Code, and the federal regulations thereunder, and Section 31-1-103 of Tennessee Code Annotated, as these statutory provisions presently exist or may subsequently be amended. Unless otherwise provided in my Will, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

ARTICLE VIII: PAYMENT OF DEBTS, EXPENSES AND TAXES

Payment of Debts and Expenses. I authorize my Executrix to pay my debts, funeral expenses, and the expenses incurred in the administration of my estate.

Apportionment of Payment of Death Taxes. I direct my Executrix to pay all estate, inheritance and other death taxes and duties, and any penalties or interest thereon, imposed on my estate by reason of my death by the United States government, any state or subdivision thereof, or any foreign government or subdivision thereof, with respect to any property required to be included in my gross estate for the purpose of such taxes, whether such property passes under my Will or outside of my Will, and I direct that any taxes so paid shall be charged to my residuary estate.

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ARTICLE IX: GENERAL FIDUCIARY POWERS

Authorization of Fiduciaries. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to all of the provisions of my Will, I authorize and empower my Executrix and the Trustee (my "fiduciaries"), without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

1. Incorporation of State Law Powers. I authorize my fiduciaries to exercise the powers specifically enumerated in Section 35-50-110, Tennessee Code Annotated. These powers, as set out in this statute on the date of the execution of my Will, are granted, notwithstanding that this statute may have been amended or repealed at the time of my death.

2. Power to Allocate Assets. My fiduciaries shall, in their sole discretion, make reasonable allocations of the property comprising my estate in satisfying any bequest made herein, in allocating the residue of my estate as herein directed, in funding any trust created herein, or in dividing any trust into shares.

3. Distributions to Incapacitated Beneficiaries. If, pursuant to this Will, or any trust established herein, any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability, my fiduciaries shall have the power, exercisable in their absolute discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to such person, to a parent, guardian, or conservator of such person, to a custodian for such person under a Gifts to Minors Act, or to any adult with whom such person shall reside. The recipient of such property shall not be required to furnish bond or file any accounts with respect to such property, unless my

fiduciaries should direct otherwise; and the receipt of such property by the recipient shall discharge my fiduciaries from any further responsibility or liability with respect to such property. If my fiduciaries shall elect to defer payment of any such property, I authorize my fiduciaries to hold such property as a trustee for the benefit of such person, with all the powers given to my fiduciaries in this Will and by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of such person as my fiduciaries shall deem advisable. When such person attains capacity, whether legal, mental or physical, the balance of such property then remaining shall be distributed to him or her. If such person shall die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

4. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Executor shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Executrix shall deem advisable, in order to minimize the total state and federal income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes. In addition, my fiduciaries shall also be authorized, in their sole and absolute discretion, to take the consent or oppose, as a shareholder, to any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations.

5. Investment Powers. Without limiting the discretionary authority granted to my fiduciaries by statute, and subject to

all of the provisions of my Will, the Trustee shall also have the authority to invest, in their discretion, in certificates of deposit, mutual funds, money market and liquid asset funds, and other similar short-term liquid investments that may be invested in pooled funds or otherwise. In addition, the Trustee is authorized to retain assets distributed to the Trustee, even though such assets may constitute an over concentration in one or more similar investments. Further, the Trustee shall have the authority to make investments in unproductive property, if such investments will inure to the benefit of the beneficiary of the trust, and if such investments are made with the specific written consent of all of the income beneficiaries of the trust.

6. Payment of Fiduciary Expenses. My fiduciaries shall be specifically authorized, in their sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts and counsel, legal, investment or otherwise, as my fiduciaries shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Compensation paid for such services, as well as other administrative expenses and compensation paid to my fiduciaries for their services, shall be paid out of estate or trust assets in such manner as my fiduciaries shall deem advisable.

7. Administration of Trusts by Executor. During the period of administration of my estate, my Executor shall be fully authorized and empowered to exercise all of the powers and duties of the Trustee; and I direct that he shall do so in order that payments of income or principal for the benefit of the beneficiaries of my Will shall not be delayed pending the administration of my estate.

8. Administration of Real Property by Executor. All real property in which I may have any interest at the time of my death shall be deemed to be part of my probate estate for purposes of

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administering my estate, and as such, shall be subject to the control of my Executor during the administration of my estate.

ARTICLE X: MEANING OF TERMS

Throughout this Will, the masculine gender shall be deemed to include the feminine, and vice versa, and the singular shall include the plural, and vice versa. Whenever a provision has been made in my Will for any child to take his or her deceased parent's share, in the event such child is also deceased, it is intended that his or her share shall pass to his or her issue, per stirpes. Whenever the words "child," "children," "issue," or words of similar meaning are used in my Will, they are intended to include adopted [if such child is adopted prior to child attaining the age of fifteen (15)] as well as natural born children and grandchildren. The term "Code" as used in my Will shall refer to the Internal Revenue Code of 1986, as amended, unless otherwise indicated.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of ten (10) pages, each of which bears my initials or signature, at Nashville, Tennessee, this 22nd day of August, 2000.

Dorothy S. Day
DOROTHY S. DAY

Signed, published, and declared by DOROTHY S. DAY as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Address:

111 Old Hickory Blvd #142 37221-

Witnesses:

Natayna Sandlin

Paul Rhinehart, II

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AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF Davidson

LaTayna Sandlin and Paul D. White II

being first duly sworn, make oath that the foregoing Last Will and Testament was signed by DOROTHY S. DAY for her Last Will and Testament in the sight and presence of us, the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other subscribed our names as attesting witnesses on the 22nd day of AUGUST, 2000, in Davidson County, Tennessee, and we further make oath that the testator was of sound mind on said date and was more than eighteen (18) years of age; and that each of the witnesses was more than eighteen (18) years of age.

LaTayna Sandlin

Paul D White II

Sworn to and subscribed before me this 22nd day of AUGUST, 2000.

Ronald U Bice Jr

Notary Public

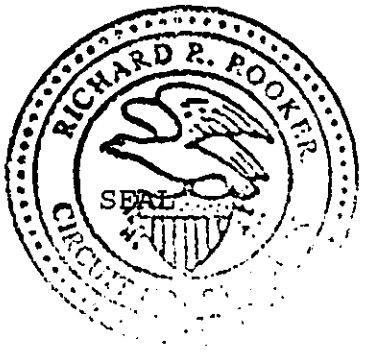
My Commission Expires: 11-24-2001

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 12 day of JANUARY , 2005 , in Case Number 05P5 between SUDBERRY, JEANNIE D. Petitioner, and DAY, DOROTHY S. 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 MAY 2011

RICHARD R. ROOKER, Clerk,



By _____

Deputy Clerk