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RICHARD R. ROOKER, CLERK

LAST WILL AND TESTAMENT
OF
DORWARD D. MAYNORD

I, DORWARD D. MAYNORD, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

1. Appointment of Executor. I nominate and appoint my spouse, J. Ilene Maynord, as Executor of this my Last Will and Testament, and I direct that no bond shall be required. In the event my spouse ceases or fails to serve, then I nominate and appoint my children, Allen W. Maynord, John P. Maynord, Susan Maynord and Nancy Maynord Caldwell, as Co-Executors, without bond. In all matters, a decision of the majority of my executors shall be controlling. In the event that any of my children fail or cease to serve in such capacity, then my remaining children or child shall serve in such capacity, without bond. Whenever the term "Executor" is used herein, it shall be deemed to apply to the party or parties acting, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

2. Ancillary Administration. If the appointment of an Executor of my estate is necessary or desirable in any jurisdiction in which the Executor named herein is unable or unwilling to act, I appoint as my Executor in that jurisdiction such person or corporation as may be designated in an instrument signed by the Executor named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my Executor named herein is given with respect to my domiciliary estate (including the power to sell real or personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any court.

3. Administration of Real Property. I give to my Executor all real property which I may own at the time of my death and direct my Executor to hold, administer and distribute my real property as a part of my probate estate. It is my intention that my Executor have possession and control of my real property during the period of administration, including the power to sell, lease, encumber and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court.

4. Payment of Debts, Expenses and Taxes. I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate be paid as soon as may be convenient after my death, except that any debt secured by a mortgage, pledge, or similar encumbrance on property owned by me at the time of my death may be retained in the discretion of my Executor and such property shall pass subject to such mortgage, pledge, or similar encumbrance. I further direct that all transfer, estate, inheritance and other death taxes (but not any generation-skipping transfer taxes) which

are payable because of my death, including any interest or penalties thereon, 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 entirely out of my residuary estate without apportionment and with no right of reimbursement from any recipient or beneficiary of any such property; provided that:

(a) Payment from Revocable Trust. I authorize my Executor to call upon the trustee of the Dorward D. Maynord Revocable Trust heretofore executed by me on December 16, 2009, and naming me as the initial Trustee (the " Dorward D. Maynord Revocable Trust"), to obtain the funds necessary to pay any part or all of such debts, expenses and taxes; and

(b) Spouse's Marital Trust. I direct my Executor not to call upon the Trustee of the Tennessee Marital Trust established by my spouse, for the payment of any such taxes that are attributable to the inclusion of the Tennessee Marital Trust in my estate for tax purposes, unless (and only to the extent that) the assets in my residuary estate and the Dorward D. Maynord Revocable Trust are insufficient to pay such taxes in full.

I direct that the proceeds of any life insurance payable to my estate or to my Executor may be used for the payment of debts or taxes.

5. Disposition of Residuary Estate. I give all of the rest and residue of my estate, real, personal and mixed, of whatever kind and nature and wherever situated, to the then acting Trustee of the Dorward D. Maynord Revocable Trust, hereinabove described (as amended by me from time to time), as Trustee of said Trust, to be added to the trust estate held thereunder and to be held, administered, and distributed as provided therein.

6. QTIP Election. Under the Dorward D. Maynord Revocable Trust, one or more QTIP marital trusts may have been established by me. My intention is that my spouse, J. Ilene Maynord, shall have a "qualifying income interest for life", as that phrase is defined in Section 2056(b)(7)(B)(ii) of the Internal Revenue Code of 1986, as amended (or any successor section of the Internal Revenue Code), with respect to said trusts. I authorize my Executor to make any elections necessary to qualify all or any portion of said trusts for any marital deductions available under applicable federal and state inheritance tax laws. Generally, I anticipate that my Executor will elect to minimize the taxes payable by my estate, but my Executor is authorized to consider any other factors which my Executor deems to be relevant. The determination by my Executor with respect to the exercise of any election regarding the said trusts shall be conclusive upon all interested persons.

7. Simultaneous Death. In the event my spouse and I shall die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my spouse shall be deemed to have survived me for the purposes of this instrument, and I

direct further that the provisions of this instrument shall be construed upon that assumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

8. Powers of Executor.

(a) In General. In addition to all powers given under applicable law, my Executor shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated; and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby incorporated herein by reference.

(b) Protection of Marital Deduction. In no event shall my Executor have any power which would invalidate the marital deduction for federal or state estate or inheritance tax purposes.

9. Waiver of Requirement of Inventory and Accountings. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of December, 2009, to this my Last Will and Testament, and have subscribed each of the foregoing two (2) pages at the bottom thereof for the purpose of identification.

DORWARD D. MAYNORD

Signed, signified and declared by the said DORWARD D. MAYNORD (the "Testator"), being of sound mind and disposing memory, as and for the Testator's Last Will and Testament, in the presence and sight of us, present at the same time, who, at the Testator's request, in the Testator's presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

_____ ADDRESS: 706 N. Greenwood Ext. Lebanon, TN

Ruby Rooker ADDRESS: 218 Eldon Ct. Nashville, TN 37214

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Dawn S. Crandall and Ruby Rooker, being severally duly sworn, depose and say that:

We are acquainted with DORWARD D. MAYNORD (the "Testator"), who executed this annexed Last Will and Testament, consisting of three (3) typewritten pages, dated Dec 15, 2009, ~~2008~~ on that date at Nashville, Tennessee, by subscribing the Testator's name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, the Testator declared the instrument so subscribed by the Testator to be the Testator's Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at the Testator's request and in the Testator's presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, the Testator was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of the Testator.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Dawn S. Crandall

Ruby Rooker

SWORN TO AND SUBSCRIBED before me, this 15th day of December, 2009.

NOTARY PUBLIC

My Commission Expires:

LISA M. LEDBETTER STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires Sept. 25, 2010

2585286.2

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 02 day of AUGUST , 2011 , in Case Number 11P1161 between MAYNORD, SUSAN ET.AL Petitioner, and MAYNORD, DORWARD D. 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 03 day of AUGUST 2011

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL

