Copy
BILL GARRETT, Davidson County
Trans:T20120001835 WILL
Recvd: 01/09/12 11:37 7 pgs
Fees:37.00 Taxes:0.00
20120109-0002129

LAST WILL AND TESTAMENT OF GERALDINE MOSS

FILED
2012 JAN -4 AM 10:58
RICHARD R. ROOKER, CLERK
D.C.

I, Geraldine Moss, a resident of Nashville, Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

ITEM ONE: I nominate and appoint Thomas V. Moss and Lindyne M. Bailey as my Co-Executors hereunder. If either Thomas V. Moss or Lindyne M. Bailey fails or ceases to serve as Co-Executor hereunder, the other may serve alone. If both Thomas V. Moss and Lindyne M. Bailey fail or cease to serve as Co-Executors hereunder, I nominate and appoint The Bank of Nashville, as my alternate or successor Executor hereunder. I nominate and appoint The Bank of Nashville as my Trustee hereunder. If a vacancy arises in the positions of Executor or Trustee, notwithstanding the appointment of the foregoing individuals and/or institutions, a majority of the group composed of the adult beneficiaries and guardians of any minor beneficiaries hereunder shall appoint a substitute or successor Executor or Trustee which shall be an individual of their choice (other than one of them) or a bank or trust company having power to serve and combined agency and trust assets of at least Eight Hundred Million Dollars ($800,000,000.00); I excuse all Executors and Trustees and their alternates or successors from bond in all events. If administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower my Executor and his successors or substitutes to qualify therein or to designate one or more individuals or a bank or trust company having power to act as Executor to serve as Co-Executor or sole Executor as the case may be and I empower my Executor to excuse such appointee from bond in all events. If it is desirable or necessary that a Tennessee resident serve as Co-Executor with any non-resident fiduciary appointed herein, I empower such nonresident fiduciary to designate a Tennessee resident of their choice to serve as such Co-fiduciary and I empower such non-resident fiduciary to excuse such appointee from bond.

ITEM TWO: I hereby give, devise and bequeath my personal residence which I own at my death, if any, and any contents in said residence (including furniture, clothing, jewelry, silver, books, china and all articles of personal or household use or adornment, together with all policies of insurance on such property, which I may own at my death, other than money, securities and the like) in two equal shares as follows : one equal share to my son Thomas V. Moss, if he survives me otherwise to his issue surviving me per stirpes and one equal share to my daughter, Lindyne M. Bailey, if she survives me otherwise to her issue surviving me per stirpes.

I hereby give any automobiles I may own at my death to my son, Richard E. Moss, if he survives my death.

I expressly authorize the Executor in his discretion, to sell any part or all of said property not wanted by the beneficiary, or inappropriate for the beneficiary, to whom it is given hereinabove and to make the proceeds thereof a part of my residuary estate. The costs of packing, storing and shipping any personal effects described above shall be charged to my estate as an expense of administration.

ITEM THREE: All of the rest and residue of my estate, of every kind and whether located, including all lapsed or void legacies, I give, devise and bequeath as follows:

1. One equal share to my daughter, Lindyne M. Bailey, outright and free of trust, if she survives me, otherwise to her issue surviving me per stirpes .

2. One equal share to my son, Thomas V. Moss, outright and free of trust, if he survives me, otherwise to his issue surviving me per stirpes.

Geraldine T Moss
GERALDINE MOSS

Copy

3. One equal share to be held in trust for the benefit of my son Richard E. Moss for his life if he survives me to be administered and distributed as set forth below, otherwise to his issue surviving me per stirpes.

An ineffective share shall be prorated among the effective shares.

Richard E. Moss Trust

The Trustee and any successor Trustee shall hold, manage, invest, reinvest and dispose of the trust assets as follows:

During the life of my son, Richard E. Moss, the Trustee shall pay to my said son the net income from the trust at least as often as quarter-annually. The Trustee shall have the power and discretion to encroach upon the trust principal for my said son's health, education, maintenance, and funeral expenses.

On the death of my son, Richard E. Moss, the Trustee shall distribute any remaining income and the remaining trust principal to Lindyne M. Bailey and Thomas V. Moss, if living, otherwise the share which would have passed to a said child shall be paid over per stirpes to said child's then living issue, if any.

ITEM FIVE: If, at or after my death there is no person herein designated alive to have the benefit of any assets of my estate, such assets shall be paid over absolutely and in fee simple to my heirs-at-law.

ITEM SIX: The Co-Executors and Trustee and their successors shall have the following powers (in addition to all others possessed by them) which shall be exercisable in their discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind and all property of any kind at any time held by them or either of them at public or private sale and at such prices and upon such terms as they shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to compromise claims (including taxes) for or against my estate; to improve any real estate and to lease real estate as they choose, including power to give leases for periods extending beyond the duration of the trust; to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of the trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Co-Executors and of the Trustee shall be exercisable without the necessity of application to any Court. I also authorize the Co-Executors and the Trustee to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

B. In addition to the above powers, I give my Co-Executors all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated §35-50-110, as if the language thereof were incorporated in this Will verbatim. I give the Trustee all the powers recited in the introductory paragraph and subparagraphs five (5) through thirty-three (33) of

Geraldine Moss

GERALDINE MOSS

Copy

T.C.A. Section 35-50-110 as if the language thereof were incorporated in this Will verbatim. Notwithstanding the above, no fiduciary hereunder shall be deemed to be given any of the powers contained in subparagraphs eighteen (18), nineteen (19) or thirty-one (31) with respect to any bequest which qualifies for the Federal Estate Tax or Tennessee Inheritance Tax Marital Deduction, whether due to an election or otherwise.

C. I give my Co-Executors the power and authority to file joint income or gift tax returns with my spouse for the period prior to my death and to pay any part or all taxes, interest and penalties for such periods and for periods for which joint returns were filed prior to my death.

D. The Co-Executors and Trustee shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court, but shall make reports to the beneficiaries at reasonable intervals.

E. The Trustee shall be excused from making reports to any Court but shall make reports to the beneficiaries at reasonable intervals and at least annually.

F. The Co-Executors and Trustee shall be under no obligation to perform annual inspections or have periodic appraisals made of any real estate held in any trust hereunder so long as such property is occupied or used by a beneficiary or beneficiaries of such trust and the Trustee may retain such property regardless of its lack of productivity of income.

G. The Trustee shall have power to allocate receipts and disbursements in accordance with reasonable trust accounting principles.

H. Upon termination of any trust, the Trustee in its discretion may make distribution either in cash or in kind, or partly in cash and partly it kind. Upon termination of the trust, the powers of the Trustee to sell and transfer the corpus of the trust shall continue to the extent necessary in order to enable the Trustee to wind up the trust estate, pay the expenses thereof, and distribute the corpus thereof to the persons entitled thereto.

I. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the Trustee is incapable of properly managing his or her financial affairs, then the Trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the Trustee for the beneficiary under the Uniform Transfer to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustee considers advisable in the Trustee's sole discretion.

J. If a trust created under this instrument would otherwise be partially exempt from federal or state generation-skipping taxes after the intended allocation of a generation-skipping tax exemption to it, then, before such allocation and as the relevant valuation date under Section 2642 of the Code with respect to such allocation, the Trustee may (but need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the original trust, so that the allocation of generation-skipping tax exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created pursuant to this power shall have the same name as the original trust except that the trust to which the generation-skipping tax exemption is allocated shall have the phrase "GST Exempt" added to its name.

K. No powers of any fiduciary shall be exercisable in such a way as would disqualify the outright bequest to my spouse for the Federal Estate Tax marital deduction or Tennessee Inheritance Tax marital deduction.

L. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. Whenever the words

Geraldine Moss

GERALDINE MOSS

Copy

"fiduciary", "Trustee", or "Executor" appear herein, it shall be construed as including any successor fiduciary, executor or trustee, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

M. No family member shall receive compensation for serving as a fiduciary hereunder. An institutional fiduciary shall receive compensation in accordance with its published fee schedule at the time services are rendered.

ITEM SEVEN: A majority of the group composed of the adult beneficiaries and Guardians of any minor beneficiaries hereunder shall have the power from time to time to remove any corporate Executor or Trustee named, and the Davidson County Probate Court shall appoint a successor fiduciary which shall be a bank or trust company having power to serve and combined agency and trust assets under management of at least Eight Hundred Million Dollars ($800,000,000.00). Such successor shall be excused from bond as are the original fiduciaries and have the same powers and discretions as the original fiduciaries. This right shall not be exhausted by one exercise thereof. The appointment shall be by notarized writing with a copy to the replaced fiduciary and a copy to the new fiduciary. The successor fiduciary is excused from inquiring into the administration of the estate by the replaced Executor and shall not be responsible for any acts of its predecessor. The replaced fiduciary shall, without court proceedings or other formalities, make prompt settlement with and on delivery of the assets to the successor fiduciary taking a receipt therefor and without requiring any indemnity from the successor fiduciary or any other party.

ITEM EIGHT: The proceeds of any insurance on my life which are receivable by my Co-Executors may be used, but only in the sole and uncontrolled discretion of the Co-Executors, in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

ITEM NINE: Any and all estate and inheritance taxes assessable by reason of my death, and whether based on transfers under my Will or outside it are charged against my residuary estate hereunder and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Co-Executors shall seek reimbursement for, recovery of, or contribution toward the payment of the federal or state estate tax attributable to property in which I have a qualified income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as amended ("the Code") and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. I direct that all of my funeral expenses, expenses of administering my estate and debts (other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of the insurance policies on my life) be paid as soon as practicable and in such order and out of such of the assets of my estate as the Co-Executors deem appropriate. My fiduciaries shall be exonerated from liability to any beneficiary hereunder in their exercise or nonexercise of their discretion herein granted.

ITEM TEN: In the event that a beneficiary and I die simultaneously and the order of our deaths cannot be determined, it shall be presumed for purposes of this my Last Will and Testament that the beneficiary predeceased me.

ITEM ELEVEN: If any share hereunder becomes distributable to a beneficiary who has not attained the age of Twenty-one (21) years, such share shall immediately vest in the beneficiary, but notwithstanding the provisions herein, my Trustee shall retain possession of the share in trust for the beneficiary until the beneficiary attains the age of Twenty-one (21) years, using so much of the net income and principal of the share as my Trustee deems necessary to provide for the proper medical care, education, support and maintenance in reasonable comfort of the beneficiary, taking into consideration to the extent my Trustee deems advisable any other income or resources of the

Geraldine Moss

GERALDINE MOSS

Copy

beneficiary or his or her parents known to my Trustee. Any income not so paid or applied shall be accumulated and added to principal. The beneficiary's share shall be paid over and distributed to the beneficiary upon attaining age Twenty-one (21), or if he or she shall sooner die, to his or her personal representatives. My Trustee shall have with respect to each share so retained all the powers and discretions it had with respect to the trusts created herein generally.

ITEM TWELVE: In case the income or principal payment under any trust created hereunder or any share thereof shall become payable to a person under the age of Twenty-one (21), or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is, in the opinion of my Trustee unable properly to administer such amounts, then such amounts shall be paid out by my Trustee in such of the following ways as my Trustee deems best: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to the custodian selected by the Trustee pursuant to the Uniform Transfers to Minors Act or some similar law; (4) by my Trustee using such amounts directly for the beneficiary's health, education, support and maintenance.

ITEM THIRTEEN: All interest in real property that I may own at the time of my death and that shall pass under this Will shall, during the pendency of the administration of my estate or the earlier distribution or other disposition of such property, be owned by my estate. My Executor shall have full possession of and exercise full control over such property during such period. Until distribution or other disposition of any such property, my estate shall be entitled to all of the income therefrom and gains from the sale or other disposition thereof and it shall discharge all of the responsibilities relating to ownership thereof, including, but not limited to, payment of any taxes with respect thereto and maintenance and repairs thereof. It is my intention that all interests in real property that pass under this Will shall become assets of my probate estate at my death and shall not pass by operation of any law directly to my heirs or devisee under this Will at my death, except such interest as may be otherwise specifically devised in this Will.

This Will is written on Five (5) pages.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 6 day of Oct., 1998.

Geraldine Moss

Geraldine Moss

The foregoing instrument was signed, published and declared by the said GERALDINE MOSS as and for her Last Will and Testament in the joint sight and presence of the undersigned, who, at her request and in her presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day ant date last above written.

Renee Mason residing at Old Hickory, Tn. 37138

Robert E.W. Linebarger residing at 911 Oak Valley Lane, Nashville, TN 37220

PAGE 5 AND FINAL PAGE OF THIS MY LAST WILL AND TESTAMENT

Copy

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On _____, 1998, we subscribed our names as attesting witnesses to the Will of GERALDINE MOSS at her request and in her sight and presence and in the sight and presence of each other. Said Will was executed by the Testatrix in our sight and presence. We considered her to be of sound mind at the time said Will was executed, and he was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

Rose Mason

Pat E.W. Lineberry

Subscribed and sworn to me on this 6th day of October, 1998.

Jean P. Shearer
NOTARY PUBLIC

My commission expires:

3-23-02

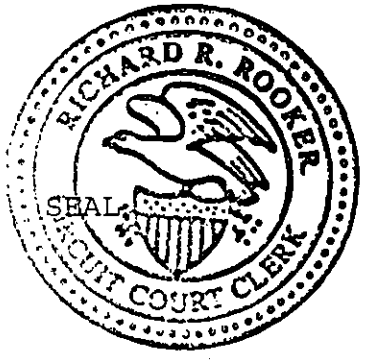
147828

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 04 day of JANUARY , 2012 , in Case Number 11P1830 between MOSS, THOMAS V. Petitioner, and MOSS, GERALDINE 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 06 day of JANUARY 2012

RICHARD R. ROOKER, Clerk,



By

Deputy Clerk