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LAST WILL AND TESTAMENT

OF

MARGERY V. MCCASLAND CLENDENIN

PREPARED BY:

MARK H. WESTLAKE, ATTORNEY
WESTLAKE & MARSDEN, P.C.
SunTrust Center
424 Church Street, Suite 1400
Nashville, TN 37219
(615) 726-3400

LAST WILL AND TESTAMENT

OF

MARGERY V. MCCASLAND CLENDENIN

I, MARGERY V. MCCASLAND CLENDENIN, a resident and citizen of the State of Tennessee, being of sound and disposing mind and memory make this my Last Will and Testament, and revoke all my prior Wills and Codicils.

I. FIDUCIARIES

A. I appoint my husband, LESLIE MORRIS CLENDENIN, executor. If he is unable or unwilling to serve, then I appoint my son, LESLIE MORRIS CLENDENIN, JR., executor.

B. If any fiduciary is unable or unwilling to serve, my husband, LESLIE MORRIS CLENDENIN may appoint a successor. After the death or legal disability of my husband, LESLIE MORRIS CLENDENIN, my children, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN and NANCY RUTH CLENDENIN KNIGHT, acting by a majority, may appoint a successor. (Any deceased child may act through a majority of his or her issue.) Any successor fiduciary must be 1) a descendent of my parents or my husband's parents who is at least twenty-five (25) years of age, or 2) a corporation authorized as a fiduciary and managing assets exceeding Fifty Million ($50,000,000) Dollars.

II. PERSONAL EFFECTS

I give all tangible personal property used for personal purposes, club memberships, and automobiles to my husband, LESLIE MORRIS CLENDENIN. If he does not survive me, I give this property in shares of substantially equal value, to my surviving children, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN and NANCY RUTH CLENDENIN KNIGHT, except that I may leave a holographic codicil (dated and signed by me entirely in my own handwriting and left with this Will) and I desire that any bequests therein be honored by my fiduciaries. If neither my husband nor my children survive me, I give all this property as provided for my remainder estate.

III. REMAINDER TO SPOUSE AND TRUST

A. If my husband, LESLIE MORRIS CLENDENIN, survives me, I give all the remainder of my property, real and personal, tangible and intangible as follows:

1. First, I give to LESLIE MORRIS CLENDENIN, Trustee under the MARGERY V. MCCASLAND CLENDENIN LIVING TRUST FOR LESLIE MORRIS CLENDENIN AND LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN AND NANCY RUTH CLENDENIN KNIGHT AND THEIR APPOINTEES OR ISSUE, previously created by me the same date as the execution of this Will for the use and benefit of my husband, LESLIE MORRIS CLENDENIN and my children, LESLIE MORRIS CLENDENIN,

Margery V. McCasland Clendenin

my children, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN and NANCY RUTH CLENDENIN KNIGHT and the appointees or issue of my children, including adopted issue, an amount which will pass without incurring any state inheritance taxes or federal estate taxes. In determining this amount, my fiduciaries must subtract the value of any property which federal or state law includes in my taxable estate, but is otherwise distributed pursuant to this Will or passes outside this Will and does not qualify for any special exemption, deduction or credit.

2. Second, I give to my husband, LESLIE MORRIS CLENDENIN, an amount, which together with the total of all other amounts otherwise finally allowable as a marital deduction for state and federal inheritance and estate tax purposes, will equal the maximum allowable marital deduction. I intend this gift to qualify for the unlimited marital deduction provided under both Tennessee and federal law.

3. Third, I give to LESLIE MORRIS CLENDENIN, Trustee under the MARGERY V. MCCASLAND CLENDENIN LIVING TRUST FOR LESLIE MORRIS CLENDENIN AND LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN AND NANCY RUTH CLENDENIN KNIGHT AND THEIR APPOINTEES OR ISSUE previously designated for the use and benefit of my husband, LESLIE MORRIS CLENDENIN, and my children, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN and NANCY RUTH CLENDENIN KNIGHT and the appointees or issue of my children, including adopted issue, all remaining property not distributed in the two previous paragraphs.

B. If my husband, LESLIE MORRIS CLENDENIN, does not survive me, I give all the remainder to LESLIE MORRIS CLENDENIN, Trustee of the MARGERY V. MCCASLAND CLENDENIN LIVING TRUST FOR LESLIE MORRIS CLENDENIN, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN AND NANCY RUTH CLENDENIN KNIGHT AND THEIR APPOINTEES OR ISSUE previously created by me the same date as the execution of this Will for the use and benefit of my children, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN and NANCY RUTH CLENDENIN KNIGHT and the appointees or issue of my children.

C. If my husband, LESLIE MORRIS CLENDENIN, survives me for a period not exceeding six months, I direct that the remainder of my property be divided between my husband, LESLIE MORRIS CLENDENIN, and the Trustee of the MARGERY V. MCCASLAND CLENDENIN LIVING TRUST FOR LESLIE MORRIS CLENDENIN, LESLIE MORRIS CLENDENIN, JR., ROY FARRAR CLENDENIN and NANCY RUTH CLENDENIN KNIGHT AND THEIR APPOINTEES OR ISSUE so as to minimize the aggregate federal estate tax and state inheritance tax due from our aggregate estates.

IV. POWERS OF FIDUCIARIES

A. In extension and not in limitation of the powers given by law or other provisions of this Will, I give my fiduciaries and any successor fiduciaries all powers and authority described in the introductory paragraph and all numbered subparagraphs of § 35-50-110 of the Tennessee Code Annotated ("T.C.A.") as it presently exists and as it may be amended from time to time, except that with respect to gifts for my husband, LESLIE MORRIS

Margery V. McCasland Clendenin

CLENDENIN, my fiduciaries will not have the powers described in subparagraphs 18 and 19 of T.C.A § 35-50-110 or any other powers which would prevent gifts to my husband from qualifying for either state or federal death tax marital deductions.

B. All fiduciaries may serve without executing bond. No fiduciary need file any inventory, accounting or settlement because I waive all filings to the extent permitted by law. All fiduciaries must deliver statements of receipts and disbursements at least annually to the adult beneficiaries and to the guardians of minor beneficiaries.

C. If ancillary probate or administration of this Will is necessary in another jurisdiction, the fiduciaries may appoint a co-fiduciary if required in the ancillary jurisdiction. If a non-resident fiduciary is required to have a co-fiduciary who is a resident of Tennessee the non-resident fiduciary may appoint a qualified person or corporation co-fiduciary.

D. Any fiduciary may resign by giving thirty (30) days written notice to the current income beneficiaries. No fiduciary may receive any severance or termination fee.

E. If my fiduciaries join with my husband, LESLIE MORRIS CLENDENIN, on my behalf in filing income tax returns, or consent for gift tax purposes to having gifts made by either or us during my life considered as made one-half by each of us, any resulting liability shall be borne by my estate, except such portion as my fiduciaries and my husband agree should be borne by my husband, and my estate must exonerate my fiduciaries from personal liability therefore.

F. My fiduciaries may sell all or any part of my property in which event, the proceeds of the sale shall be distributed in accordance with my directions as set forth in this Will.

G. If any beneficiary is incapacitated my fiduciaries may personally receipt to the estate for his property and store it, or deliver it to him, or deliver it to any person with whom he or she may reside in any case without requiring bond and having all powers with respect to the property in trust as are otherwise provided in this Will.

H. My fiduciaries may give each insurance policy and any insurance proceeds covering an item of my property to the recipient of that property without charge for any unearned premium previously paid.

V. DEBTS, COST OF ADMINISTRATION AND TAXES

A. My fiduciaries may pay all my just debts, funeral expenses and costs of administration out of my general estate (other than the portion passing to my husband, LESLIE MORRIS CLENDENIN). Taxes may be imposed with respect to property not received by my fiduciaries as part of my probate estate, and my fiduciaries may seek reimbursement for the taxes from the recipients of the property. My fiduciaries may pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions.

Margery V. McCasland Clendenin

B. My fiduciaries may pay the current amounts due on any mortgage indebtedness or other installment indebtedness and need not pay the entire principal balance of such indebtedness except such payments as may be in accordance with my wishes, however made known, but I do not impose any enforceable obligation in this connection.

VI. ORDER OF DEATH PRESUMPTION

If any beneficiary and I (other than my husband, LESLIE MORRIS CLENDENIN) die under circumstances in which the order of our deaths cannot be factually determined, my estate must be administered and distributed as though I survived my beneficiary. If my husband and I die under circumstances in which the order of our deaths cannot be factually determined, our estates must be administered and distributed as set forth in Item III. C.

VII. MISCELLANEOUS

A. Whenever the context requires, the use of the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable, where appropriate, to all genders.

B. All property held by me jointly with right of survivorship I intend to vest in the surviving joint tenant at my death.

IN WITNESS WHEREOF, I have hereunto subscribed my name in Nashville, Tennessee, this 20th day of December, 1999 to this my Last Will and Testament, and have also initialed each of the pages for identification.

Margery V. McCasland Clendenin
MARGERY V. MCCASLAND CLENDENIN

Signed, published and declared by MARGERY V. MCCASLAND CLENDENIN, as 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 subscribed our names hereto as attesting witnesses on this 20th day of December, 1999.

WITNESS
1874 Hwy 41 S
Greenbrier, Tn 37073
ADDRESS

Joel D. Harris
WITNESS
671 Dry Creek Rd. 37072
ADDRESS
Goodlettsville Tn.

Margery V. McCasland Clendenin

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the undersigned, after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament consisting of 5 pages, this page included, was signed by MARGERY V. MCCASLAND CLENDENIN as and for, and that time acknowledged, published and declared by her to be 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, have subscribed our names as attesting witnesses on the same day. We further make oath or affirm that the Testatrix was of sound and disposing memory, and not acting under the fraud, menace or undue influence of any person, that she was more than 18 years of age and that each of the attesting witnesses is more than 18 years of age.

_____

_____

Sworn, affirmed and subscribed to before me this 20th day of December, 1999.

Karen L Hurt
NOTARY PUBLIC

My Commission Expires: 11/25/00

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Margery V. McCasland Clendenin

IN THE SEVENTH CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE
PROBATE DIVISION

FILED
2012 FEB 13 PM 3:48
RICHARD R. ROOKER, CLERK
D.C.

IN RE:	)	
	)	
ESTATE OF	)	**No. 12P**
MARGERY V. McCASLAND CLENDENIN,	)	
	)	
Deceased.	)	

AFFIDAVIT OF ATTESTING WITNESS

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Joel D. Harris, after being duly sworn according to law, deposes and says:

1. That he is an adult resident of Davidson County, Tennessee, residing therein at c/o Leslie M. Clendenin, P.O. Box 418, Goodlettsville, TN 37070.

2. That he was a witness to the Last Will and Testament of Margery V. McCasland Clendenin (the "Testator"), dated December 20, 1999, to which this Affidavit is attached, and that this Affidavit is being made at the request of the person named as the Executor in the Testator's Last Will and Testament and in accordance with Tennessee Code Annotated §32-2-110.

3. That his signature is affixed to said Last Will and Testament of the Testator, that he signed or affixed the same at the request of the Testator and in the Testator's presence and in the presence of the other attesting witness, Dennis E. Wade, at the place and on the date of said Last Will and Testament.

4. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in his sight and presence and in the sight and presence of the other attesting witness.

5. That the other attesting witness, Dennis E. Wade, likewise signed said paper writing at the request and in the presence of the Testator and in the sight and presence of the affiant.

6. That at the time he witnessed said Last Will and Testament, he was of the opinion that the Testator was of sound mind.

And further affiant saith not.

Joel D. Harris

Joel D. Harris

Sworn to and subscribed before me this
6 day of February, 2012.

Judy P Adkins

Notary Public

My Commission Expires: 5-20-2014

JUDY P. ADKINS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 20, 2014

FILED
2012 FEB 13 PM 3:48
RICHARD R. ROOKER, CLERK
D.C.

IN THE SEVENTH CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE
PROBATE DIVISION

IN RE:	)	
	)	
ESTATE OF	)	**No. 12P**
MARGERY V. McCASLAND CLENDENIN,	)	
	)	
Deceased.	)	

AFFIDAVIT OF ATTESTING WITNESS

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Dennis E. Wade, after being duly sworn according to law, deposes and says:

1. That he is an adult resident of Robertson County, Tennessee, residing therein at 1874 Highway 41S, Greenbrier, TN 37073.

2. That he was a witness to the Last Will and Testament of Margery V. McCasland Clendenin (the "Testator"), dated December 20, 1999, to which this Affidavit is attached, and that this Affidavit is being made at the request of the person named as the successor Executor in the Testator's Last Will and Testament and in accordance with Tennessee Code Annotated §32-2-110.

3. That his signature is affixed to said Last Will and Testament of the Testator, that he signed or affixed the same at the request of the Testator and in the Testator's presence and in the presence of the other attesting witness, Joel D. Harris, at the place and on the date of said Last Will and Testament.

4. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in his sight and presence and in the sight and presence of the other attesting witness.

5. That the other attesting witness, Joel D. Harris, likewise signed said paper writing at the request and in the presence of the Testator and in the sight and presence of the affiant.

6. That at the time he witnessed said Last Will and Testament, he was of the opinion that the Testator was of sound mind.

And further affiant saith not.

Dennis E. Wade

Sworn to and subscribed before me this
6 day of February, 2012.

Amanda O'Brien
Notary Public

My Commission Expires: 01/06/2015

AMANDA O'BRIEN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires Jan. 6, 2015

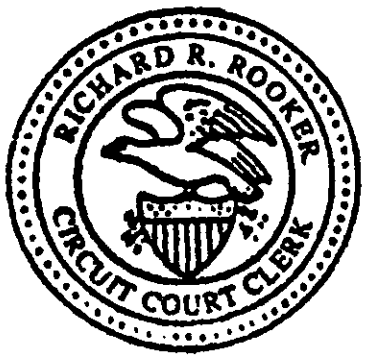
STATE OF TENNESSEE

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 , 2012 , in Case Number 12P298 between CLENDENIN JR., LESLIE MORRIS Petitioner, and CLENDENIN, MARGERY V. MCCASLAND 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 24 day of FEBRUARY 2012

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk