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BILL GARRETT, Davidson County
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LAST WILL AND TESTAMENT

OF

BILLIE JUNE SMARTT PATTERSON

FILED
2012 MAR -8 PM 3:53
RICHARD R. ROOS, CLERK

I, BILLIE JUNE SMARTT PATTERSON, a citizen and resident of Nashville, Davidson County, Tennessee, do hereby make, publish and declare this my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

A PERSONAL NOTE TO MY FAMILY

I trust that the formal terminology in this Will and the absence of personal messages will not cause you to doubt my affection for you. You are well aware of that affection. A Will is a legal instrument, the purpose of which is to dispose of property and as such, it is an inappropriate place for personal messages.

IDENTIFICATIONS

At the time of signing this, my Last Will and Testament, I am widowed. I have two (2) adult children, GREGORY WAYMON PATTERSON and LISA CLAIRE PATTERSON WOODS.

ARTICLE I
PAYMENT OF DEBTS, EXPENSES AND TAXES; TREATMENT OF REAL PROPERTY AND USE OF LIFE INSURANCE

Item 1. Debts, Expenses, and Taxes. All estate, inheritance, succession and other death taxes of any nature, together with any interest and penalties thereon, which may be levied or assessed by reason of my death by the laws of any state or of the United States with respect to property passing under this Will or any other property shall be considered a

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cost of administration of my estate, and such taxes, together with all debts which I am legally obligated to pay at the time of my death, the expenses of my funeral and last illness and other costs of administration of my estate, shall be paid out of my residuary estate. In the event my residuary estate is insufficient to pay such debts, expenses, costs and taxes, I direct that the amount thereof in excess of my residuary estate shall be paid from other assets in the order provided by law. The payment or non-payment of any mortgages or other liens against any real property I may own, or in which I have an interest, I leave to the discretion of my Personal Representative.

Item 2 Cost of Shipping. The reasonable cost of packing, shipping, storing, insuring, and otherwise maintaining, caring for, and delivering any of my personal property to any beneficiary, shall be charged as an administrative expense and be paid by my estate.

ARTICLE II
DISTRIBUTION OF TANGIBLE PERSONAL PROPERTY

Item 1. Handwritten List. I may leave a handwritten list, signed by me, which may be probated with my Will, under which certain items of my tangible personal property shall be distributed. If this writing is not found and identified by my Personal Representative within thirty (30) days after the probate of my Will, then all of my tangible personal property shall be distributed according to Item 2 of this Article.

Item 2. Remaining Tangible Personal Property. I do hereby give and bequeath my remaining tangible personal property and household or personal effects, in equal shares, to my children. In making such distributions, my Personal Representative, after taking into consideration any wishes expressed by my children, shall determine the particular item or items which each child shall receive and such determination shall be conclusive. Any items not selected for my children may be sold and the proceeds, if any, shall become part of my residuary estate.

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Item 3. Excluded Property. This article of my will is not to be construed as bequeathing funds, bank accounts, securities, stocks, accounts receivable, or other evidences of debt, or any other property used by me in my profession or in connection with any trade or business in which I may be interested at the time of my death.

ARTICLE III
DISPOSITION OF RESIDUARY ESTATE

Item 1. Distribution of Residuary Estate. All the rest, residue and remainder of my property and estate of whatsoever kind and nature and wheresoever situated and found, real, personal or mixed, I do hereby give, devise and bequeath, in equal shares, to my children, GREGORY WAYMON PATTERSON and LISA CLAIRE PATTERSON WOODS, or their issue, per stirpes, if they predeceased me. If a child of mine predeceases me leaving no issue, then his or her share shall be distributed to my surviving child, or their issue, per stirpes, if they have predeceased me.

Item 2. Distribution To A Beneficiary Under Twenty-five (25). Notwithstanding the foregoing provisions, in the event a person entitled to receive a share of my residuary estate pursuant to this Article shall not at the time of my death have attained the age of twenty-five (25) years, then, though the share of such person in my residuary estate shall be deemed then to have vested in such person, such share shall be held in a Uniform Transfer To Minor Act Account (UTMA) and my Personal Representative shall appoint a Custodian of such account for him or her until he or she attains the age of twenty-five (25) years, using and applying for his or her health, maintenance, support and education, such part of the net income and/or principal from his or her share of my residuary estate as such Custodian determines to be necessary for such purposes.

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ARTICLE IV
GENDER AND NUMBER

All words in this Will referring to the masculine, feminine, or the neuter shall include all genders, and all words used in the singular or the plural shall include the singular or the plural, unless the context therein specifically requires otherwise.

ARTICLE V
APPOINTMENT OF A PERSONAL REPRESENTATIVE AND POWERS OF THE PERSONAL REPRESENTATIVE

Item 1. Appointment of Personal Representative and Substitute Personal Representative. I do hereby nominate and appoint my son, GREGORY WAYMON PATTERSON, as Personal Representative of this my Last Will and Testament and he shall not be required to give bond or other security for the faithful performance of his duties as such. If my son is unable or unwilling to serve as Personal Representative, then I appoint my daughter, LISA CLAIRE PATTERSON WOODS, as alternate Personal Representative, without bond.

Item 2. Powers of the Personal Representative/Waiver of Inventory and Accountings. I direct that my Personal Representative shall not be required to file an inventory, accounting or appraisal of my estate in any court. During the administration of my estate, I hereby vest in my Personal Representative full power to sell, convey, exchange, lease for a period beyond the termination of the administration of my estate, or for a lesser period, improve, borrow on the security of, encumber, or otherwise dispose of all or any part of my estate, including any real property, in such manner and upon such terms and conditions as my Personal Representative may approve and to invest (without the requirement of an appraisal or court approval) and reinvest my estate and the proceeds of sale or any portion thereof, in such loans, securities, or other property, real or personal, as she may consider suitable, and to change such investments, and to make such new investments from time to time as to her may seem necessary or desirable without the joinder, consent or approval of any heir, legatee, beneficiary, court or other person,

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provided that in exercising such powers my Personal Representative shall be acting in a fiduciary, not an individual, capacity. In making distributions from my estate according to the terms of this Will, my Personal Representative shall not be required to liquidate the assets of my estate but may make distributions in kind if my Personal Representative, in her sole discretion, determines this to be in the best interest of the beneficiaries named herein.

Item 3. Release From Liability. I intend that my Personal Representative shall manage and administer my estate and carry out the duties of such office in good faith and with both diligence and reasonable care; however, I relieve my Personal Representative from any liability resulting from an honest mistake of judgment.

Item 4. Incorporation of Statutory Power. In addition, I incorporate herein by reference all of the fiduciary powers contained in Section 35-50-110, Tennessee Code Annotated, as fully as if set out verbatim herein, except as may be specifically indicated otherwise by the terms of this Will.

Item 5. Ancillary Administration. In the event it is deemed necessary to have administration upon my estate in any state other than Tennessee, then I direct that my Personal Representative as named in this ARTICLE V of my Will, shall serve as such ancillary Personal Representative, without bond, to the extent she may be able to qualify as such.

Item 6. Tax Elections. My Personal Representative shall have the right to elect (a) whether any item of expense connected with the administration of my estate shall be claimed as a deduction for federal income tax purposes, or whether the same shall be claimed instead as a deduction for federal estate tax purposes, (b) to allocate the unused portion, if any, of my GST exemption-as hereinafter defined, to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this Will), or (c) to value my gross estate as of a date that causes larger death taxes to be payable than would have been payable if my Personal

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Representative had elected another date. I hereby authorize my Personal Representative to exercise any such right of election in any such manner as he may, in his absolute discretion, determine to be advisable, even though the manner in which any such election is exercised may result in an advantage or disadvantage to any beneficiary or beneficiaries thereunder. I further direct that no compensating adjustments between income and principal shall be required or made as a result of any such election. Any election made by my Personal Representative hereunder shall be binding and conclusive on all persons. As used herein, the term "GST Exemption" shall refer to that exemption from generation-skipping tax set forth in Section 2631(a) of the Internal Revenue Code of 1986, as amended.

Item 8. Employment of Agents. My Personal Representative may employ agents, custodians, depositaries, and legal, tax and investment counsel and pay them, from the estate, reasonable compensation for their services to the estate.

ARTICLE VI
CAPTIONS

The captions contained in this Will are inserted solely as a matter of convenience, and in no way define, limit, or describe the scope of any provision of this Will or the intent thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this the 4 day of September, 2008.

Billie June Smartt Patterson
BILLIE JUNE SMARTT PATTERSON

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SIGNED, PUBLISHED and DECLARED by the above-named testatrix, BILLIE JUNE SMARTT PATTERSON, and as for her Last Will and Testament, in our sight and presence, who signified to us, the attesting witnesses, that the foregoing instrument is her Last Will and Testament, consisting of seven (7) pages, including this page; and we have hereunto affixed our signatures, as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other.

Witness

Witness

Copy

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Shelia J. Griggs and Patricia A. Ward,

being first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named testatrix, BILLIE JUNE SMARTT PATTERSON, as and for her Last Will and Testament, in our sight and presence and who signified to us, the attesting witnesses, that the foregoing instrument is her Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the testatrix was of sound mind and disposing memory and signed the said will as her free and voluntary act.

Witness

7302 Crowe Brooks Cv
Address
Franklin, TN 37067

Patricia A. Ward
Witness

305 Fielding Crest
Address
Brentwood, TN 37027

Sworn to and subscribed before me this 4th day of September, 2008.

Notary Public

My commission expires: May 8, 2012

SUSAN S. WEISS
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON CO.

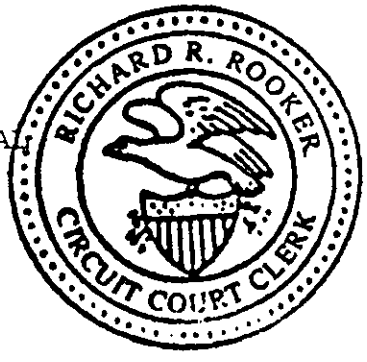
STATE OF TENNESSEE

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 08 day of MARCH , 2012 , in Case Number 12P386 between PATTERSON, GREGORY WAYMON Petitioner, and PATTERSON, BILLIE JUNE SMARTT 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 13 day of MARCH 2012

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk