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LAST WILL AND TESTAMENT

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RICHARD R. ROOKER, CLERK
by [illegible] D.C.

OF

JAMES ROBERT TALLEY

I, **JAMES ROBERT TALLEY**, a citizen of the United States, now residing in Davidson County, Tennessee, do make, publish and declare this my Last Will and Testament, hereby revoking all prior Wills and Codicils.

ITEM I

Identifications and Definitions

As used in this Will, the following identifications and definitions shall apply:

A. Family Description. I am married to Katherine L. Talley and we have no children together; however, I have two (2) adult daughters, Alfreda Talley Demonbryen and Sharon Talley Gaddes. The terms "child" or "children" when referring to my children shall only mean the children named herein and any other children born to or adopted by me and these words shall be construed herein in the appropriate number and gender as the context requires.

ITEM II

Payment of Expenses, Claims and Taxes

I direct that all debts that shall be legally owing by me, my funeral expenses, and the expenses of administration of my estate be paid by my Executor as soon as practicable, except that as to any debts secured by real estate, my Executor may pay such debt or permit such real estate to pass subject to such debt whichever my Executor deems to be in the best interest of my estate. I further direct my Executor to pay all estate, inheritance, and death taxes and any interest and penalty thereon, that shall be imposed by reason of my death, including such taxes on proceeds of insurance on my life, whether or not such proceeds are a part of my testamentary estate. Such taxes shall be paid from my residuary estate without proration. I further direct that the proceeds of any life insurance on my life made payable to my Estate may be used by my Executor to pay any debts, claims, taxes or other obligations of my estate.

JRT

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ITEM III.

Real Property

I give and devise a life estate in the real property that I own at 2208 Albion Street, Nashville, Davidson County, Tennessee 37209 to my Wife, **Katherine L. Talley**, if she survives. If **Katherine L. Talley** predeceases me or upon her death if she survives me, then I give and devise the real property to my two (2) daughters in equal shares and in fee simple.

ITEM IV.

Residuary Estate

All the rest, residue and remainder of my property shall be distributed to my Wife, **Katherine L. Talley**. If my Wife does not survive me, then I give and devise the proceeds from my residuary estate to my two (2) daughters, Alfreda Talley Demonbryen and Sharon Talley Gaddes in equal shares. If any of the beneficiaries named herein dies with issue, that beneficiary's share shall go to the issue and if any beneficiary dies without issue, then I direct that my residuary estate be divided into as many shares as there are beneficiaries remaining and distributed to the surviving beneficiaries.

ITEM V.

Bequest of Household Furnishings, Personal Effects, Automobiles, Etc.

The following provisions shall be applicable to the distribution of my tangible personal property:

A. I bequeath my remaining household furnishings, personal effects, automobiles and all other tangible personal property as well as all policies of insurance on such property or connected with its use to my wife, **Katherine L. Talley**. In the event that **Katherine L. Talley** fails to survive me, this bequest shall lapse, and any remaining household furnishings and all personal property herein shall be distributed as part of my residuary estate.

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ITEM VI

Executor Powers

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor shall have the following powers:

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. The provisions dealing with real property shall be applicable to all real property which I own at my death, whether or not the Executor holds legal title to such property. The real property shall be administered as part of my estate subject to the control of the Executor. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed. Notwithstanding anything contained herein to the contrary, if my estate includes insurance policies insuring my Executor's life, my Executor shall not have any powers over such policies that will cause my Executor to possess an incident of ownership with respect to any of the policies. In connection therewith, my Executor shall not have the power to surrender the life insurance policies on the Executor's life and my Executor is prohibited from changing any options relating to the policies on the Executor's life.

B. The power to exercise any power conferred upon my Trustee which would be appropriate for dealing with property to be held in trust following the close of my estate's administration while any such property is instead held in my estate.

C. The power to exercise any election available to my estate with regard to claiming any administration expense of my estate either as a deduction for any death tax or income tax purpose. *Said elections may* be made in such manner as will minimize the total tax burden on my estate and shall not require adjustments as between the income and *principal* accounts of my estate. I hereby relieve my Executor of any liability to any beneficiary by reason of making or failing to make any such election.

D. Any property, or portion thereof, given to the Trustee of a trust identified in this Will, which trust pursuant to its terms would be immediately subjected to final distribution and termination upon receipt of the property, may be distributed by my Executor directly to the beneficiaries of the trust in order to avoid the needless transfer of property to the Trustee as a preliminary step to distribution to the ultimate beneficiaries.

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ITEM VIII

Appointment of Executor

The following provisions shall govern the appointment of the Executor:

A. I appoint my wife, **Katherine L. Talley**, as Executrix of this Will. If **Katherine L. Talley** does not survive me or is unwilling or unable to serve or continue to serve as such Executrix, then I appoint my daughters, to serve as Co-Executors: if either of them is unable or unwilling to serve, the other daughter shall serve as personal representative.

B. I direct that my Executrix shall not be required to give any bond for the performance of her duties. Purchasers from, lenders to and others dealing with them shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of the purchase, loan or other money or property. Written receipts and/or canceled checks retained by my Executor shall be good and sufficient discharges for the sum therein stated to have been received. Transfer agents and other persons dealing with my Executor may deal with them as if they were the sole owner of the property dealt with.

C. The Executrix may from time to time receive reasonable compensation for her services and any expenses incurred to be charged, in the Executor's discretion, to either income or principal. Compensation for a corporate executor shall be based upon its current fee schedule applicable at the time of determination.

D. I direct that no inventory or other court accounting be required of my Executor in accordance with Section 30-2-301 and Section 30-2-601 of the Tennessee Code Annotated (as in force on the date of execution of this Will). The Executor's only responsibility for statements and accountings shall be to furnish a complete final accounting to my children and/or his/her guardian(s), if then living, or if not, then to the beneficiaries of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, this 18 day of March, 2009.

James R Talley
JAMES ROBERT TALLEY

JRT

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The following instrument was signed, published and declared by the said **JAMES ROBERT TALLEY** as and for his Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at his request, in his presence and in the presence of each other, have subscribed our names as witnesses this 18 day of March, 2009.

Shelby Elmore
WITNESS

Brentwood, TN
ADDRESS

Lynda K. Love
WITNESS

Antioch, Tn.
ADDRESS

JRT

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AFFIDAVIT BY WITNESSES TO WILL

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Each of the aforesaid witnesses, being SALLY FLYERS and Lynda K. Howe, subscribed to the foregoing Will of **JAMES ROBERT TALLEY** executed on this 18 day of March, 2009, having been requested by the said **JAMES ROBERT TALLEY** to make and sign this Affidavit, and having first been duly sworn before the *Notary Public* whose name appears below, hereby state that the said **JAMES ROBERT TALLEY** was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in his presence, at his request, and in the presence of each other, subscribed our names as witnesses on the said 18 day of March, 2009.

Sally Flyers
WITNESS

Lynda K. Howe
WITNESS

Sworn to and subscribed to before me,
this 18th day of March, 2009.

R. FRANCINE KENNEDY
NOTARY PUBLIC
WILLIAMSON COUNTY, TENN.

NOTARY PUBLIC

My Commission Expires: May 14, 2012

JRT

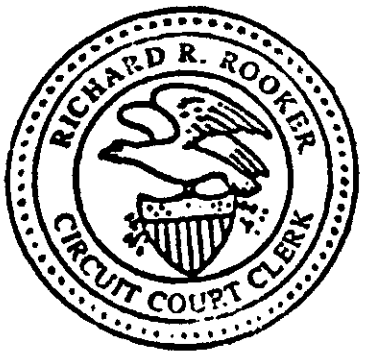
STATE OF TENNESSEE

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 19 day of JULY , 2012 , in Case Number 12P1116 between TALLEY, KATHERINE Petitioner, and TALLEY, JAMES ROBERT 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 JULY 2012

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk