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RICHARD R. ROOKER, Clerk
By [illegible] Deputy

LAST WILL AND TESTAMENT
OF
ELSIE GOODWIN

12P 1836

I, **Elsie Goodwin**, a resident of Nashville, 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 any and all wills and codicils heretofore made by me.

ARTICLE I

INTRODUCTORY PROVISIONS

1.1 I nominate and appoint Tammy Goodwin as Executrix of this my Last Will and Testament. If Tammy Goodwin should predecease me or be unable or unwilling to serve as Executrix of my Estate, then I nominate and appoint Carolyn Tune as Executrix of this my Last Will and Testament. If Tammy Goodwin or Carolyn Tune should predecease me or be unable or unwilling to serve as Executrix of my Estate, then I nominate and appoint Roy Tune as Executor of this my Last Will and Testament. I direct that no bond shall be required of my Executor or Executrix.

1.2 Whenever the terms "Executor", "Executrix", "Trustee", or "Co-Trustee" are used herein, they 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.

1.3 I currently have the following Children: Tammy Hope Goodwin, Ralph Forrester Goodwin, Jr., Faith Jo Ray, and Ronny Dale Wilson.

1.4. For reasons known to me, I make bequests, as set forth herein, to Tammy Hope Goodwin and Ralph Forrester Goodwin, Jr. and make no bequests to Faith Jo Ray and Ronny Dale Wilson or any other children or family members.

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ARTICLE II

PAYMENT OF DEBTS, EXPENSES AND TAXES

2.1 I direct that all of my just and enforceable debts, (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my Executrix), including funeral and testamentary expenses and expenses of my last illness, be paid as soon as may be convenient after my death. I further direct that all estate, inheritance and other taxes of the same nature (except any generation-skipping taxes imposed by the Internal Revenue Code or by any state) 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 as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. No part of said debts, expenses and taxes shall be charged against or paid out of any part of my estate so as to render taxable any amounts which otherwise qualify for the marital deduction.

2.2 My Executrix is specifically authorized, in my Executrix's sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying debts, expenses of administration and taxes, notwithstanding the provisions of any state law to the contrary; provided, however, that this provision shall not be construed so as to make the proceeds of any insurance subject to debts, taxes or expenses, or to waive the exemption as provided in Tennessee Code Annotated Section 56-7-201, or successor provisions.

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ARTICLE III

BEQUEST OF PERSONAL EFFECTS

3.1 I devise all items of tangible personal property, personal effects, household contents, real estate, and automobiles as I own at the time of my death to Tammy Hope Goodwin and Ralph Forrester Goodwin, Jr., in shares of substantially equal value, upon the terms specified herein. The Executrix may retain such property in safekeeping for future distribution, or may sell such property and add the proceeds to my residuary estate.

ARTICLE IV

BEQUEST OF RESIDUARY ESTATE

4.1 I hereby give, devise and bequeath all the rest, residue and remainder of my property, real, personal, and mixed, tangible and intangible, of whatever kind and character, and wheresoever located, including the proceeds of any insurance policies payable to my estate or my Executrix (collectively referred to herein as my "Residuary Estate") to be divided between Tammy Hope Goodwin and Ralph Forrester Goodwin, Jr., in shares of substantially equal value, upon the terms specified herein. Should Tammy Hope Goodwin not survive me, then her share shall be divided equally among her surviving issue, with her issue to take her share, per stirpes. Should Ralph Forrester Goodwin, Jr. not survive me, his bequest shall lapse and any of his share shall be devised to Tammy Hope Goodwin.

4.2 The share of Tammy Hope Goodwin shall be distributed outright and free and clear of any trust.

4.3 The share of Ralph Forrester Goodwin, Jr. shall be held in trust for his benefit (the "Trust"), with the trustee (the "Trustee") of the Trust to pay to him amounts in the sole discretion of the Trustee until the amount bequeathed to him has been exhausted. In paying out such amounts, it

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is my hope and intention that payments and disbursements from the Trust will not disqualify him from receiving disability benefits he is currently receiving or may be eligible for in the future. The Trustee of the Trust under this paragraph shall be Tammy Hope Goodwin. Upon the death of the Trustee, the trust shall terminate and the corpus, and any undistributed income, shall be distributed outright to such beneficiary. Should Ralph Forrester Goodwin, Jr. decease prior to receiving all of his share under the Trust, then the remainder of his bequest shall lapse, and his share shall pass to Tammy Hope Goodwin. Should no person survive to take any share as above provided in this Article, then such share shall pass as though I had died intestate, a resident of Tennessee, possessed of such share, immediately after the death of the last such beneficiary.

4.4 Whenever the Trustee makes any distribution of the corpus of this Trust, or a Trust share, the Trustee shall be authorized to withhold distribution of an amount of property sufficient, in the Trustee's judgment, to cover any liability that may be imposed on the Trustee for estate taxes, for any taxes imposed on any transfer deemed a generation-skipping transfer under the provisions of the Internal Revenue Code of 1986, as amended, or for other taxes, until such liability has been finally determined.

4.5 In addition to the other powers granted herein, the Trustee of any Trust or Trust share created under this Article, in such Trustee's discretion, shall have the following rights:

(i) the Trustee may elect to combine such Trust or Trust share with another trust for the same beneficiaries, having similar terms and provisions, whether such combination is for administrative purposes, investment purposes or in total; and,

(ii) so long as the Trustee is not the then income beneficiary, the Trustee may elect to terminate the Trust, or any Trust share thereof, and distribute the remaining corpus and

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income to the then income beneficiary or beneficiaries, should the Trustee determine that continuing to maintain the Trust or Trust share in existence is no longer economic or appropriate.

4.6 The powers to distribute or accumulate income and to encroach upon principal granted under this Article shall not constitute a general power of appointment. No Trustee shall have the right to participate in any decision to distribute or accumulate income or to encroach for the benefit of such Trustee, the creditors of such Trustee, the estate of such Trustee, the creditors of the estate of such Trustee or to satisfy the legal obligations of such Trustee. Further, no Trustee shall participate in any decision to distribute or accumulate income, or to encroach, for the benefit of, or to satisfy the legal obligations of support, of such Trustee.

4.7 Whenever in a Trust or Trust share created herein income or principal is required to, or may, be paid to a beneficiary or whenever the Trustee encroaches upon the income or principal of a Trust for the benefit of a beneficiary, then such income or principal may be paid to such beneficiary directly or to anyone else for the use or benefit of such beneficiary (including the guardian if such person be a minor), irrespective of the age or mental competency of such beneficiary, as the Trustee deems proper, and the receipt of the person to whom the payments are made shall be a sufficient acquittance for the Trustee. Such payments by the Trustee may be made without the intervention of any Guardian or the approval of any Court. Neither income or principal which is required to, or may, be paid to a beneficiary, nor payments when the Trustee encroaches upon the income or principal of a Trust for the benefit of a beneficiary, whether during the term of the Trust or at termination, shall be considered a mandatory distribution of income or principal as that term is used in Tennessee Code Annotated, Section 35-15-506.

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ARTICLE V

ALLOCATIONS BY FIDUCIARY

5.1 At any time when it shall become necessary to divide assets between any of the beneficiaries herein named, or within any Trust or Trust share created herein, or to distribute any of said assets, such division or distribution shall be made in such manner as the Executrix or Trustee, as the case may be, deems proper and may be made in cash or in kind, or partly in cash and partly in kind. The judgment of the Executrix or Trustee, as the case may be, on the relative value of assets shall be binding and conclusive on all parties interested. Further, in making distribution of assets the Executrix or Trustee, as the case may be, shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Executrix or Trustee, as the case may be, may make division and distribution of assets without regard to the basis of such assets for Federal or State income tax purposes.

ARTICLE VI

PROVISIONS FOR COMMON DISASTER

6.1 In the event any legatee, devisee or other beneficiary under this Will and I shall die simultaneously or under circumstances which make it difficult to determine which of us died first, I direct that such beneficiary shall be deemed to have predeceased me for the purposes of this Will, and I direct further that the provisions of this Will 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.

ARTICLE VII

POWERS OF FIDUCIARIES

7.1 My Executrix and Trustee shall have all the powers enumerated in Section 35-50-110,

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Tennessee Code Annotated, and the introductory paragraph and all subparagraphs thereof, which to the extent not inconsistent with the express provisions hereof are hereby incorporated herein by reference as fully as though copied herein verbatim, except that subparagraphs 1 through 4 of such Section shall apply only to my Executrix.

7.2 Notwithstanding the foregoing, the beneficiaries of any Trust or Trust share (or their guardians in the case of minor beneficiaries) shall have the power to require the Trustee to convert property which is unproductive of income to income-producing property within a reasonable time.

7.3 I hereby authorize my Executrix, in such Executrix's discretion, within nine (9) months after the date of the transfer which created an interest in me, to disclaim in whole or in part any bequest or devise or any interest in any bequest, or any Trust provided for my benefit under the Will of any person or under any trust established for my benefit at any time.

7.4 I hereby authorize my Executrix or my Trustee to create accounts to administer my estate or the Trust.

7.5 I recognize that my Executrix or Trustee may deem it advisable to purchase policies of life insurance on one or more persons, and I expressly grant my Executrix or Trustee the authority to purchase, own, transfer and manage in all ways any such life insurance. I further waive any requirements on the Executrix or Trustee as to diversification of investments to the extent that they may elect to deal with one, or a few, life insurance companies, or that a significant portion of assets may consist of life insurance.

7.6 The fiduciaries shall be authorized to maintain funds on deposit, whether as checking or savings accounts, certificates of deposit, money market accounts, or otherwise, in any banking institution, the deposits of which are insured by the Federal Deposit Insurance Corporation, or similar government sponsored insurance in the future, regardless of whether the amount of such

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funds so deposited may exceed the amount of such insurance available at such banking institution.

7.7 The fiduciaries shall have the right, consistent with the provisions of Tennessee Code Annotated, Section 35-3-117, and regardless of any other provisions of this Will or of any law, now or hereafter in effect, to invest in any form of assets or investments, including, but not limited to, stocks, bonds, mutual funds, money market accounts and real and personal property. The Trustee shall have the right to retain any assets, including without limitation real property, notes, deeds of trust or mortgages, distributed into the Trust or arising from such assets distributed into the Trust, regardless of whether such assets would otherwise fit the criteria for inclusion in a trust.

7.8 If I am engaged in any business activity as of the date of my death, I expressly grant my Executrix or Trustee the authority to continue, expand, contract, sell or close such business in such fiduciary's reasonable discretion, and to take all actions reasonable or necessary to do so. I further waive any requirements on the Executrix or Trustee as to diversification of investments to the extent that they may elect to continue any such business.

7.9 I recognize that my Executrix or a Trustee may not be a professional fiduciary and in order to induce such person to serve in such capacity, I hereby direct that the assets of the Estate, and any Trust of which such person is a Trustee, be used to indemnify and hold my Executrix, or such Trustee, harmless with respect to any and all acts, except for fraud or bad faith of such person, in connection with: (i) the administration of my Estate, or any Trust or Trust share held hereunder or (ii) the investment of the assets with respect to my Estate, or any Trust or Trust share.

7.10 My Executrix and any Trustee shall have the power to hire persons, including accountants, attorneys, auditors, investment advisors, or other agents, even if they are associated or affiliated with my Executrix or a Trustee to advise or assist my Executrix or a Trustee in the performance of administrative duties. This power shall include, but not be limited to, attorneys,

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accountants or other professionals who may be partners of or associates with my Executrix or a Trustee in the practice of law, accounting or other professions.

7.11 It is my intention that my fiduciaries shall be properly compensated for their service. Any corporate fiduciary shall be entitled to charge for fees and expenses in amounts consistent with those generally charged by reputable corporate fiduciaries for such services in the area where such corporate fiduciary is located. Any individual fiduciary shall be entitled to charge for fees and expenses in amounts consistent with those generally charged by reputable corporate fiduciaries in the area where such individual fiduciary's office is located.

7.12 Whenever under this Will, any fiduciary, including, but not limited to an Executrix or Trustee, is granted the right to take action in such fiduciary's "discretion", then such "discretion" shall mean the discretion of such fiduciary, except as limited by the specific language of this document and specific provisions of law applicable to such decisions. It is my intention that the term "discretion" as used herein shall be interpreted as broadly as possible, except as limited by the specific language of this document and specific provisions of law applicable to such decisions.

7.13 The powers granted to an Executrix or Trustee under this Will, including without limitation powers to distribute or accumulate income and to encroach upon principal, shall not constitute a general power of appointment. The powers granted to an Executrix or Trustee under this Will, including without limitation powers to distribute or accumulate income and to encroach upon principal, shall not include any power which would cause the inclusion of any of such income or corpus in the gross estate of such Executrix or Trustee pursuant to Sections 2036, 2037, 2038 or 2041 of the Internal Revenue Code of 1986, or its successor provisions. No Executrix or Trustee shall have the right under this Will to participate in any decision to distribute or accumulate income or to encroach for the benefit of such Executrix or Trustee, the creditors of such Executrix or

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Trustee, the estate of such Executrix or Trustee, the creditors of the estate of such Executrix or Trustee or to satisfy the legal obligations of such Executrix or Trustee. Further, no Executrix or Trustee shall participate in any decision to distribute or accumulate income, or to encroach, for the benefit, or to satisfy the legal obligations of support, of such Executrix or Trustee.

7.14 The Trustee shall not be required to provide notice as to any Trust created herein to any present or contingent beneficiary, any provision of law to the contrary notwithstanding.

7.15 If at any time any fiduciary is uncertain as to the interpretation of this document, as to such fiduciary's authority under this document, as to the appropriate actions to take or any other matter arising in such fiduciary's administration (whether or not involving the fiduciary's discretion), the fiduciary shall have the authority to file appropriate pleadings in the court having jurisdiction of such estates or trusts to obtain a decision by such court as to any such matter.

ARTICLE VIII

SPENDTHRIFT TRUST

8.1 Any Trust or Trust share herein created shall be a spendthrift trust to the full possible extent allowed by law. I direct that no part of any Trust or Trust share herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, nor any part thereof, by assignment or otherwise. Likewise, no fiduciary hereunder shall be required to exercise any discretion herein granted to satisfy any obligation of any beneficiary to any third party.

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ARTICLE IX

WAIVER OF FILINGS

9.1 I hereby waive the requirement that my Executrix file an inventory or accounting of my estate with the court having probate jurisdiction over my estate. This waiver shall include, but not be limited to, the inventory as required by Tennessee Code Annotated Section 30-2-301, and the accounting as required by Tennessee Code Annotated Section 30-2-601, or any amendments or successors to such sections.

ARTICLE X

ADMINISTRATION OF REAL PROPERTY

10.1 I direct pursuant to Tenn. Code Ann. §31-2-103 that any interests in real property which I may own at my death be administered as part of my estate subject to the control of my personal representative, who shall have full power to grant, bargain, sell, convey, lease, encumber, manage, and otherwise deal in any lawful manner with said real property at any time during the administration of the estate, in the sole discretion of my personal representative, without the approval or joinder of any beneficiary and without the necessity of any person or entity looking to the application of any proceeds that may or might result from any acts of my personal representative in the premises; provided, however, that the provisions of this Article shall not have the effect of revoking or varying any written agreement entered into during my lifetime as to the ownership, use, descent or rights in or to, any real property.

ARTICLE XI

DISCLAIMERS

11.1 Any beneficiary, or such beneficiary's personal representative, if such beneficiary

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shall fail to survive me for the time period granted for disclaimers by Tennessee Code Annotated Section 31-1-103, is hereby authorized to disclaim all or any part of such beneficiary's interest in my estate under this Will or otherwise. After any disclaimer or release, the interest disclaimed shall pass as provided in this Will and shall be held, administered and distributed according to the terms and conditions as set forth therein.

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IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of December, 2010, to this my Last Will and Testament at the bottom of this page for the purpose of identification.

Elsie Goodwin, as signed by
Elsie Goodwin Kenneth Scott Newman
as directed by Elsie
Goodwin.

Signed, published and declared by **Elsie Goodwin**, being of sound mind and disposing memory, as and for her Last Will and Testament in the presence and sight of us, present at the same time, who at her request, in her 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 written above.

WITNESS:	ADDRESS:
Name: William K. Norton	221 S. 11th St. Nashville, TN 37206
Name: Nicole E. Jumper	3733 Meadowbrook Ave Nashville, TN 37205

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

William K. Norton and Nicole E. Jumper being

severally duly sworn, depose and say that:

We are acquainted with **Elsie Goodwin**, who directed Kenneth Scott Newman to execute this annexed Last Will and Testament, consisting of 13 typewritten pages, dated the 15th day of December, 2010, on that date, in Nashville, Tennessee, by directing Kenneth Scott Newman to subscribe her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, **Elsie Goodwin** declared the instrument so directed to be subscribed to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, **Elsie Goodwin** was over the age of eighteen (18) years and in our opinion was of sound mind, memory and understanding and not under restraint or in any respect incompetent to make a Last Will and Testament.

This Affidavit is made at the request of **Elsie Goodwin**.

Witness: _____

Witness: _____

SWORN AND SUBSCRIBED BEFORE ME, THIS THE 15th DAY OF DECEMBER, 2010.

Beth A. Campbell
NOTARY PUBLIC

My Commission Expires: 5/08/12

BETH CAMPBELL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

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 13 day of DECEMBER , 2012 , in Case Number 12P1836 between GOODWIN, TAMMY Petitioner, and GOODWIN, ELSIE J 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 17 day of DECEMBER 2012

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL

