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RICHARD R. ROOKER, CLERK
D.C.

This Instrument Prepared By:
Zachary T. Glaser
Attorney at Law
125 S. Water Ave.
Gallatin, TN 37066

LAST WILL AND TESTAMENT

OF

VANGELA JOAN GOOCH

I, VANGELA JOAN GOOCH, a resident of Davidson County, Tennessee, do publish and declare this to be my Last Will and Testament, hereby revoking all prior testamentary instruments.

I. PAYMENT OF DEBTS AND TAXES

I direct that all my matured debts, funeral expenses, expenses of my last illness and for the administration of my estate, and any estate or inheritance taxes that may be imposed by reason of my death, be paid out of my residuary estate by my Executor without proration among the several beneficiaries.

II. REAL PROPERTY

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 Executor, 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

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estate, in the sole discretion of my Executor, 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 Executor in the premises.

III. DEVISE OF TANGIBLE PERSONAL PROPERTY AND RESIDUARY

(a) I give to my Friend, Cheryl Hughey Carter, my Tennessee Titans Personal Seat Licenses;

(b) I give to my brother, William J. Gooch, all of my jewelery; and

(c) I give to my niece, Sarah Katheryn Gooch, all of my remaining property, both real and personal.

IV. POWERS OF EXECUTOR

4.1 Dealing with Executor. No person dealing with my Executor in any capacity is bound to inquire into the capacity to act on the part of my Executor or into the authority for, or propriety of, any act of my Executor or to see to the application or disposition of any money or other property paid, delivered or loaned to my Executor.

4.2 Income During Administration. During the administration of my estate, my Executor is authorized to make distributions of the income of the estate to the same persons, and in the same proportions, as might be made if the administration were completed.

4.3 Disposition of Assets. I authorize my Executor, without the order of any court, to sell any of my property not specifically given by me at public or private sale, without the joinder

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of any beneficiary, in the manner and on the terms and for the price as may seem best; and on each sale of real estate the proceeds are to be treated as forming part of my personal estate.

4.4 Waiver of Inventory Reports and Appraisal. I authorize my Executor to administer and settle my estate without the necessity of filing an inventory or making any report or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate if an appraisal is required by law.

4.5 Discretionary Powers. In addition to and not in limitation of all common law and statutory authority and all powers otherwise granted in this will, my Executor is granted the following specifics discretionary powers, duties and obligations:

(a) Investments. To retain as investments all property which is included in my estate at the time of my death.

(b) Diversification. To acquire and retain all kinds of property without regard to principles of diversification.

(c) Borrowing. To borrow money if my Executor deems it advisable in the administration of my estate on the terms my Executor deems advisable.

(d) Leases. To enter into leases extending beyond the period of administration of my estate.

(e) Distribution. To make distribution in cash or in kind or partly in each, even if shares be composed differently.

(f) Responsibility. To exercise all powers with respect to the property included in my estate, which any individual would exercise in the management of similar

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property owned in his own right, and not to be responsible for losses, if any, resulting from honest mistakes of judgment.

(g) Accounts. The trustees may establish bank and brokerage accounts and may authorize that checks or drafts may be drawn on, or withdrawal made from, any account on the individual signature of any trustee. The accounts so authorized may be established with the commercial side of affiliates of any corporate trustee.

(h) Ancillary Administration. If I own real estate located outside the state of my domicile or if ancillary administration of my estate is needed for any other reason, I appoint my domiciliary executor or any of them who may be permitted to qualify in the other jurisdiction as my executor or any of them who may be permitted to qualify in the other jurisdiction as my executor in the other jurisdiction. If my domiciliary executor or any of them is unable or unwilling to qualify, I appoint as my executor in the other jurisdiction the person or persons selected by my domiciliary executor by an instrument in writing signed by my domiciliary executor and delivered to the person or persons so selected and to the court in the other jurisdiction having the authority over the ancillary probate or my will. The ancillary administrator is not required to post bond, file inventories or make reports to any court and has the same powers as my domiciliary executor. As quickly as the ancillary administrator can complete the ancillary administration, the net assets from the ancillary administration are to be delivered to my domiciliary executor.

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(i) Power to Disclaim. Each person entitled to receive an interest under this instrument may disclaim the interest in whole or in part if the person has not accepted the interest or any of its benefits. The person will not be treated as accepting an interest or any of its benefits if the person takes physical possession of the property solely to protect it against loss or damage and, if the person is not otherwise appointed a fiduciary, I appoint the person a special fiduciary for the purpose of protection the property.

If the recipient of an interest dies or is incapacitated, the decision whether to disclaim and the disclaimer will be made by the recipient's personal representative, guardian or conservator.

To be effective the disclaimer must (a) be in writing (b) be delivered to my Executor on or before the date which is nine (9) months after my death unless the recipient is a minor in which case delivery must be within nine (9) months of the date the recipient attains majority and (c) must describe the property and the interest or part of it being disclaimed.

If an interest is disclaimed, the interest will pass as otherwise directed in this instrument as though the disclaimant predeceased me. If there is no direction, any interest disclaimed by a disclaimant of a more remote degree of relationship to me than a child will pass to the disclaimant's parent who is a descendant of mine. Any interest disclaimed by a disclaimant and by the person who would take by reason of the disclaimer will pass in equal shares, one equal share for each then-living child of the disclaimant.

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No person making a disclaimer is to benefit from or in any way share in or enjoy the property that was the subject of the person's disclaimer.

If there is a disclaimer and a document is needed to evidence passage of title to the recipient of the disclaimer, I direct my Executor to sign the document.

(j) Earnings on specific Gifts. If my will contains a specific gift of shares of stock, bonds, notes, other negotiable securities, specifically identified certificates of deposit or depository accounts or other similar property, the earnings attributable to the property from the date of my death to the date of the distribution belong to the recipient.

If my Will contains a specific gift of a specified sum of money, my Executor has 120 days from the date of my death in which to distribute the gift without the recipient participating in any earnings on the sum. If my Executor does not distribute the gift within 120 days from the date of my death, the recipient will be entitled to receive in addition to the gift a proportionate share of the earnings of my estate from the date of my death to the date such gift is distributed.

(k) No Contest Provision. If any beneficiary contests the probate or validity of this will or any of its provisions, or institutes or joins in any proceeding to contest the validity of this will or to prevent any provision from being carried out in accordance with its terms (regardless of whether or not the proceedings are instituted in good faith and with probable cause) then all benefits provided for the beneficiary are revoked and the benefits pass as if the beneficiary had predeceased me leaving no heirs.

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(l) Stepped Up Basis Allocation. In the absence of unanimous agreement of the beneficiaries, my Executor is to allocate any stepped-up basis proportionally among the assets passing to each specific gift and residuary beneficiary of the descendant's estate.

(m) Distributable Share Calculation. To calculate each residuary beneficiary's share of the estate, including income, appreciation or depreciation, my Executor will divide the single beneficiary's share of the net probate estate by the total net probate estate. Each beneficiary's share is to be used to determine the beneficiary's share of income, loss, appreciation or depreciation at each distribution and shall not change. To calculate the net probate estate, my Executor shall deduct from the gross value of the probate estate, as finally determined for death tax purposes, each legally enforceable debt, administration expense, death tax, income tax charged to principal and specific gift.

(n) Use of Exempt Life Insurance Proceeds. Although it is not my intent to waive any exemption from the claims of my creditors for the proceeds of any life insurance, I authorize my Executor to use part of all of the proceeds of any life insurance payable to my estate or my Executor for the payment of my debts, the expenses of administering my estate of death taxes payable by my estate, but only if and to the extent that my Executor in his/her absolute discretion determines that using the proceeds in that manner is in the best interest of the beneficiaries of my estate.

(o) Rule Against Perpetuities. Notwithstanding any provision in this instrument to the contrary, each trust or any portion of each trust estate is not to be

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continued beyond the date which is twenty-one (21) years after the death of the last survivor of the group composed of my spouse and the descendants of my father living at my death; and on that death, each trust which has not previously been distributed will be distributed, free of trust, to the persons to whom the trust was apportioned or, in the case of a family trust, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is deceased.

(p) No Inventory Requirement. Pursuant to Tennessee Code Annotated Section 30-2-301, I hereby excuse my Executor from the requirements of filing an inventory of my estate with the Probate Court.

V. APPOINTMENT OF EXECUTOR AND TRUSTEE

I appoint my Friend, Cheryl Hughey Carter, to be the Executrix of this my Last Will and Testament. (All reference in this Will to "Executor" shall apply equally to the "Executrix"). If she should for any reason fail or cease to serve as Executrix hereunder, then in such event, I appoint my brother, William J. Gooch, as the Executor of my estate.

I direct that no bond or other security shall be required of any of the above-named fiduciaries for the faithful performance of their respective duties and excuse the above-named fiduciaries from filing any accountings or inventories.

IN WITNESS WHEREOF, I have hereunto set my hand this 24 day of January, 2013, and do publish and declare this to be my Last Will and Testament in the presence of each and all

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of the subscribing witnesses whom I have requested to act as such by signing their names as attesting witnesses in my presence and in the presence of each other, and by signing the Affidavit below pursuant to the provisions of T.C.A. § 32-2-110.

VANGELA JOAN GOOCH

Witnesses:
Cherrie L. Fuller
5093 Citation DR.
Mt. Juliet, TN 37122
Zachary T. Gosser
125 S. Water Ave
Gallatin, TN 37066

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AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF DAVIDSON

We, the undersigned, being first duly sworn, make oath that **VANGELA JOAN GOOCH** on this 24 day of JANUARY, 2013, acknowledged, published, and declared to us this instrument is her **LAST WILL AND TESTAMENT**; that she then signed this instrument in our sight and presence; that we, at her request and in her sight and presence, and in the sight and presence of each other, subscribe our names hereto as attesting witnesses; that at the time of execution the Testatrix was more than 18 years of age, of sound mind and disposing memory, and did not appear to be acting under any fraud or undue influence; and that the undersigned, each being more than 18 years of age, make and sign this Affidavit at the Testatrix's request on the day of date below written.

WITNESS

WITNESS

Sworn to and subscribed before me this 24th day of January, 2013.

Notary Public

My Commission Expires:

8-11-2013

KIRA LAKNER STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY

MY COMM EXP. 8-11-2013

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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 21 day of FEBRUARY , 2013 , in Case Number 13P356 between CARTER, CHERYL H. Petitioner, and GOOCH, VANGELA JOAN 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 29 day of MAY 2013

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL

