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RICHARD R. ROOKER, CLERK

Hayden D.C.

LAST WILL AND TESTAMENT

OF

EDNA LOUISE THRELKELD SCALES

I, EDNA LOUISE THRELKELD SCALES, of Davidson County, Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills or codicils to wills heretofore made by me.

ARTICLE I
Payment of Debts and Taxes

I direct that all debts that shall be legally owing by me, my funeral expenses and the expense of the administration of my estate, be paid by my Personal Representative as soon as possible. Notwithstanding this direction, if, at the time of my death, I have any debt which is secured by real estate, whether by mortgage or by other security instrument, my Personal Representative may pay such debt or permit such real estate to pass subject to such debt. I further direct my Personal Representative to pay all estate, inheritance and death taxes that shall be imposed by reason of my death, including any such taxes on the proceeds of insurance on my life, whether or not the property transfer or proceeds with respect to which said taxes are levied are part of my testamentary estate at my death.

ARTICLE II
My Family

My family consists of my son, THOMAS WALTER SCALES, and my daughter, LISABETH CLARE SCALES NUGENT. My son, Thomas, has a disability and therefore, I have provided for his interests through a trust which I hereby declare to be irrevocable, which is contained within this Will. However, the trust shall only come into effect under this Will document in the event that Thomas does survive me.

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ARTICLE III
Distribution of Personal Property

It is my intention that certain items of my personal property be given to specific individuals. I intend to make a list of the items of property which I wish to give, identifying the persons who are to receive them. This list will be written entirely in my handwriting and will be signed by me. My plan is to store this list with my Will. I ask my personal representative to look for this list and, if it is found, distribute the items listed to the persons indicated. I direct that this distribution, if it occurs, not be supervised by any court and that any property items distributed in accordance with the list not be required to be included in any inventory of my estate, except as may be required for the purposes of estate or inheritance taxes. I also direct that my personal representative have absolute discretion as to whether or not to make distribution of such property without the interference of any court or beneficiary or the representative of any beneficiary.

ARTICLE IV
Provision for my Children

In the event that my son, Thomas Walter Scales survives me, I direct that my Personal Representative divide my net Estate into two equal shares. One half, I give to the Trustee of the Thomas Walter Scales Special Needs Trust hereinafter created in this Will for the benefit of my son. The other half share, I give outright to my daughter, Lisabeth Clare Scales Nugent, or if she does not survive me, her children, per stirpes

In the event Thomas predeceases me, I give the assets intended to fund the Trust to my daughter, Lisabeth, or if she does not survive me, her children, per stirpes.

At the death of Thomas, if the Trust contained in this Will has gone into effect, the Trustee shall, after payment of any final expenses and funeral costs for Thomas terminate the Trust and pay over any remaining balance of the corpus to my daughter, Lisabeth Clare Scales Nugent, in accordance with the provisions of this Article.

ARTICLE V
Thomas Walter Scales Special Needs Trust

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In the event that my son, Thomas Walter Scales, does survive me, I direct that my personal representative pay over to the Trustee of this Trust, to be held, IN TRUST, the share intended for Thomas, excluding those items of personal property disposed of in Article II of this Will. These assets are intended to be the corpus of the Trust for my son. This Trust is declared to be irrevocable.

A. The Trustee shall receive all of the other assets comprising the trust estate and shall, insofar as is practicable, create a Trust Account, which shall bear interest but which shall be readily available for disbursements in accordance with the purposes of this Trust. The Trustee may, but is not required to liquidate any non-liquid assets. The Trustee may invest all or a part of the funds received in accordance with the statutory rules for investments contained in Tennessee Code Annotated but shall be guided, at all times, by the admonition that the assets of the Trust must be readily available for payment for the purposes set out in this document. In making the directions contained in this Article, it is my intention that my Trustee be afforded wide discretion in the management of the Trust and not be subject to the scrutiny of any court unless the beneficiary or someone acting on his behalf charges that trust funds have been inappropriately diverted to the benefit of the Trustee. My Trustee shall not be entitled to fees for services performed in his/her fiduciary capacity but shall be entitled to reimbursement for all of her reasonable expenses without the prior approval of any court.

B. The interests of the beneficiary under this Trust shall not be grantable, transferable, or otherwise assignable by anticipation, except as specifically provided herein, nor shall such interests be subject to the claims of creditors of the beneficiary. Except as provided in this paragraph, the Trustee shall continue to pay such income and principal, as the case may be, directly to or for such beneficiary notwithstanding any transfer, assignment, conveyance or action by creditors. No spouse or person claiming to be a spouse of the beneficiary of the Trust shall have any right or claim to the principal or income of any part of this Trust. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or Trustee's process. In the event that such process shall be served upon the Trustee, the right of the beneficiary in respect of whose interest such process is attempted, to receive either income or principal shall terminate until such process shall be

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released or discharged. Notwithstanding other provisions contained in the paragraph, the Trustee may make advances permitted under the Trust for the support, maintenance, health, education and training of such beneficiary as the Trustee, in her sole discretion, deems advisable.

ARTICLE VI
Trust Provisions

The Trustee shall pay to or for the benefit of Thomas, so much of the Trust as shall be reasonably necessary to provide adequately for his health, education, maintenance and support. Such payments shall be made first from the income of the Trust and then from principal but any such payment or expenditure shall be subject to the further provisions hereinafter made.

a. If any individual or organization, other than the organization which is contractually obligated to provide care, housing and maintenance of Thomas, provides care and/or supervision of him, the Trustee may pay to them reasonable compensation for the services actually rendered, including, but not by way of limitation, the value of meals, lodging and other similar services furnished to him, together with reimbursement for any other reasonable expenses incurred. Such payments shall have priority over all other purposes for which this trust is established, subject only to reasonable expenses for the administration of, and all taxes levied against, this Trust. Any taxes levied against the Trust shall be paid first from the income earned by the trust and, only if such income is insufficient for such purposes, from the Trust principal.

b. The express purpose of this Trust, which is in limitation of the language hereinabove, is to provide for the extra and supplemental care, maintenance, support and education of Thomas and shall be considered in addition to and over and above all benefits that he may otherwise receive. This includes but is not limited to benefits which he may receive or to which he may be entitled from any local, state or federal agency, or from any private agency, and I expressly declare that it is my intent that the Trustee use the corpus and income of the Trust only to supplement such other benefits to which Thomas may be entitled. In this respect, the Trustee shall be authorized but not required to make

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arrangements for him to have vacation and recreation trips away from his place of residence and I direct that the reimbursement of not only his expenses but also the expenses, if requested, of the person or persons taking or accompanying him on such trips shall be considered as proper expenditures from this trust estate. I further direct, without limiting the use of the funds thereby, that all funds spent for medicine, dentistry and medical care, which are in excess of insurance or other contractual coverages, and all funds spent for clothing, recreation, entertainment and "treats" for Thomas, shall be deemed proper expenditures from this trust estate, subject only to the express limitations herein provided.

c. The Trustee, in cooperation with others, shall apply to appropriate federal, state, local and private agencies and departments for the payment of such disability awards to which Thomas may be entitled by reason of the disability which he has, the same having been diagnosed and established by competent personnel and the records of which shall be made available to the Trustee.

d. The interest in this Trust to which Thomas is entitled shall not be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by him, nor shall his interest in this Trust be in any manner subject or liable in the hands of the Trustee for any debts, contracts, or engagements of the beneficiary, or be subject to any assignment, or any voluntary or involuntary alienation or disposition thereof, or to any legal process, bankruptcy proceedings or the interferences or control of creditors or others and if, for any reason, any such interest shall, or except for this provision would, vest in or be enjoyed by any person, firm or corporation other than Thomas, specifically including the federal government, any state or local government, or any private agency, the trust herein expressed concerning such interest shall cease as to him and thereafter the Trustee may pay to the beneficiary or expend for his benefit out of any trust funds only such sums as the Trustee, in her absolute discretion, shall deem proper. Any income of the Trust which is not expended for the benefit of Thomas or for any other purpose authorized herein shall be incorporated into the principal of the Trust estate at least annually.

e. In the event that the assets available for the creation of the this Trust do not exceed the amount of two thousand dollars ($ 2,000.00), my personal representative may, but is not required, to distribute all of the assets intended to

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comprise the Corpus of the Trust in accordance with the provisions of Article VI of my Will and, in this event, the Thomas Walter Scales Special Needs Trust shall not be created.

f. I hereby authorize and empower the Trustee, in her sole and absolute discretion, at any time and from time to time, to disburse from the principal of the Trust, even to the point of completely exhausting the Trust, such amounts as she may deem advisable to provide adequately and properly for the care, health, education, maintenance and support of Thomas, including, but not by way of limitation, expenses incurred by reasons of illness and disability. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income, property or entitlements (including insurance coverages) which he may have from any other source and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. I impose as a restriction on the power and authority herein conferred that the Trustee shall not be authorized or empowered to make any such disbursement of Trust funds if such power or authority would, or could, constitute, or be deemed to constitute, a benefit to the beneficiary which would, or could, result in a denial to him of any benefit from any federal, state, local or private agency, department or program, specifically including, but not by way of limitation, benefits which may otherwise be available to him under the Supplemental Security Income Program, the Medicaid Program or any other program, whether or not similar, and whether administered by a federal, state, local or private agency.

ARTICLE VII
Appointment of Fiduciaries

a. I nominate and appoint Lisabeth Clare Scales Nugent, as Personal Representative of my estate. In the event that she is unable or unwilling to serve in that capacity, I ask the court to appoint a substitute personal representative to serve in her place.

b. I appoint Lisabeth Clare Scales Nugent, as Trustee of the Thomas Walter

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Scales Special Needs Trust. In the event that she is unable or unwilling to serve as trustee, I ask the court to appoint a Trustee to serve in her place and stead, which may be either an individual or a corporate fiduciary.

c. I direct that the fiduciaries originally appointed by this article be permitted to serve without the necessity of posting bond for the faithful performance of their duties. I further direct that the court not require the filing of any accounting or other report, including an inventory, of any kind by these fiduciaries. In the event that substitute fiduciaries are required, I leave the matters of bond, inventory and accountings to the discretion of the court. The Trustee appointed herein is directed to furnish to the beneficiary of the Trust she administers, an annual account of the balance of the Trust, together with a listing of the expenditures made by the Trustee during the year. It is my intention by this provision to eliminate, insofar as is possible and permitted by law, any reporting requirements for my Personal Representative and Trustee to any court.

ARTICLE VIII
Fiduciary Powers

My fiduciaries shall have each power, duty and discretion currently permissible by law, as well as any duty, power or discretion which later is imposed or conferred on them by law, including each fiduciary power contained in T.C.A. 35-50-110 which is incorporated in the Will by reference. Notwithstanding the inclusion by reference indicated in this Article, I direct that all matters which are permitted to be waived pursuant to the Tennessee Uniform Trust Code, be waived.

ARTICLE IX
Fiduciary Discretion

I want my fiduciaries to exercise their discretion without fear of incurring liability or unnecessary expense. Therefore, unless any of them act capriciously or arbitrarily, my Estate or Trust may indemnify the Fiduciary for each monetary expense, (including attorney fees), incurred, expended or arising from the exercise of such discretion.

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This Will consists of nine Articles, I through IX inclusive. I now sign this as my Last Will on the 11- day of March, 2010, pursuant to T.C.A. 32-2-110, and I request the attesting witnesses to make the affidavit which is attached to this Will.

Edna Louise Threlkeld Scales
TESTATRIX

ATTEST TO EXECUTION OF WILL:

The foregoing instrument, consisting of this and seven preceding pages, was signed published and declared by Edna Louise Threlkeld Scales, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other have subscribed our names as witnesses, this 11th day of March, 2010.

Brandon R Walker Residing at 1008 Castle Place
Brandon R Walker Nashville, TN 37211
(Print Name)

Elizabeth A. Martin Residing at 6812 Walnut Hills Dr.
Elizabeth A. Martin Brentwood, Tn 37027
(Print Name)

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STATE OF TENNESSEE }
}
COUNTY OF DAVIDSON }

AFFIDAVIT OF ATTESTING WITNESSES

The undersigned, being first duly sworn, make oath that they are the attesting witnesses to the Last Will and Testament of Edna Louise Threlkeld Scales, dated the 11th day of March, 2010; that the document was signed by Edna Louise Threlkeld Scales, as and for and at the time acknowledged, published and declared by her to be her Last Will and Testament, in the sight and presence of us; and we, in the sight and presence of the Testatrix and of each other have subscribed our names as attesting witnesses on the same day and date above noted and we further make oath that the Testatrix was of sound mind and disposing memory, and not acting under fraud or the menace of undue influence of any person, and was more than eighteen years of age; and that each of the attesting witnesses is more than eighteen years of age.

This Affidavit is executed at the request of the Testatrix; and the undersigned have been informed that the Affidavit may be introduced in evidence in the probate of said instrument.

Sworn and subscribed before me this 11th day of March 2010.

JAMES E. MAURER
STATE OF TENNESSEE
NOTARY PUBLIC
MONTGOMERY COUNTY

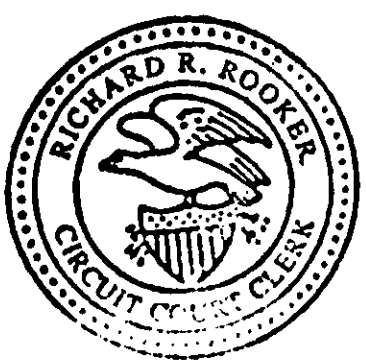
My Commission Expires: 3/11/13

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 MAY , 2013 , in Case Number 13P807 between NUGENT, LISABETH CLARE SCALES ET.AL Petitioner, and SCALES, EDNA LOUISE THRELKELD 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 10 day of MAY 2013

RICHARD R. ROOKER, Clerk,

SEAL 

By _____
Deputy Clerk