WILL BOOK 160 PAGE 56

BILL GARRETT, Davidson County
Trans:T20130074193 WILL
Recvd: 08/27/13 15:16 16 pgs
Fees:82.00 Taxes:0.00
20130827-0090514

LAST WILL AND TESTAMENT

OF

EDGAR E. HARLIN, JR.

****

SECTION I.

1. I, EDGAR E. HARLIN, JR., of Davidson County, Tennessee, being of sound mind and disposing memory, do make, declare and publish this my Last Will and Testament, hereby revoking all former wills and codicils to wills heretofore made by me.

SECTION II.

1. I desire and direct that all of my just debts (including unpaid charitable pledges whether or not the same are enforceable obligations of my estate) and my funeral expenses (including the cost of a suitable monument at my grave) and taxes be paid as soon as practicable after my death, except that any debts which are payable in installments or are not due until at least one year from the date of my death need not be paid during the administration of my estate but may, if the terms of such debts permit, be continued and paid according to their tenor. My executor, appointed herein, (hereinafter, "Executor") may, in her/his sole discretion, pay from my domiciliary estate, all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. I direct that my funeral arrangements be conducted by Cole and Garrett Funeral Home at its Goodlettsville, Tennessee, location; and, further, that my funeral service be held at my home church.

SECTION III.

1. In the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death, shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship or beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.

SECTION IV.

1. I hereby specifically give and bequeath the stock in the corporation known as Four Lane Auto Salvage, Inc. to my son, EDGAR E. HARLIN, III.

2. I hereby specifically give and bequeath the stock in my corporation known as 31-W Liquors to my daughter, DORA H. TOMCHAK.

3. I hereby specifically give and bequeath the cash sum of One Hundred Thousand Dollars ($100,000.00), which represents my estimation of the value of each of those items specifically bequeathed to my other children in this Item IV., Paragraphs 1. and 2., with said sum to be placed in trust for the sole use and benefit of my daughter, PATRICIA O'SAILE; and the trustees of this specific trust and the provisions therefor shall be the same as hereinafter set forth in Section XII. of this my Last Will and Testament.

SECTION V.

1. All the rest, residue and remainder of my estate, after having paid all obligations as set forth herein, I direct be placed in two trusts. The first trust, which I shall refer to herein as the "Marital Trust" or "Wife's Trust", is for the benefit of my

PREPARED BY:
BBY D. DAVIS
TORNEY AT LAW
NORTH GALLATIN ROAD
SUITE 132
ADISON, TENNESSEE
37115
(615) 851-6697

wife, BESSIE P. HARLIN (hereinafter, "Wife"). The second trust, which I shall refer to herein as the "Residuary Trust", shall be for the benefit of my Wife, BESSIE P. HARLIN, and my three (3) children, EDGAR E. HARLIN, III, DORA H. TOMCHAK and PATRICIA O'SAILE (hereinafter, "Children"). I appoint BOBBY D. DAVIS, Attorney at Law, DORA H. TOMCHAK, my daughter, and REX TURNER, as co-trustees (hereinafter, "Trustee") of any and all trusts described herein unless stipulated otherwise herein. In the event one of my designated co-trustees shall not survive me or shall fail to qualify, die, resign or cease to act for any reason, I direct that the one of them then remaining shall serve as sole trustee.

SECTION VI.

1. General Provisions: My Executor shall pay my lawful inheritance, estate or other death taxes (including interest and penalties) from my residuary estate. My Executor shall not require a beneficiary of my probate or my non-probate estate to pay any amount of these taxes. If my Wife dissents from my Will, the above provisions still apply.

2. Exceptions to General Provisions: To the extent the circumstances described in this paragraph apply, my Executor shall pay my inheritance, estate or other death taxes under the provisions of this paragraph, rather than under the general provisions:

A. If my residuary estate is insufficient to pay all of these taxes, my Executor shall apportion the deficiency according to law against my probate and non-probate beneficiaries who receive property which contributed to the imposition of the taxes. Nevertheless, my Executor cannot apportion these taxes against a beneficiary who received property which:

(i) qualifies as a deduction in computing my taxable estate or

(ii) is not includible in my gross estate.

B. If I have a taxable power of appointment, my Executor shall collect a proportionate amount of these taxes from the recipient of the property subject to the power, rather than paying this portion of the taxes from my residuary estate.

3. Limitation on Use of Property Not Includible in Gross Estate: If the Trustee receives property which is not includible in my gross estate, the Trustee shall segregate this property from my other assets. The Trustee cannot use the property not includible in my gross estate to pay my death taxes, administration expenses or lawful claims.

SECTION VII.

1. Personalty to Wife: If my Wife survives me for thirty (30) days, I give her my effects of a strictly personal nature and household use, my jewelry, my personal automobile, and my other tangible personal property which I use in a personal manner. This gift does not include tangible personalty used in a business.

2. Personalty to Children if Wife Does Not Survive: If my Wife does not survive me for 30 days, I give the property described in Section VII, Paragraph 1. above to my Children to be divided in as nearly equal shares as possible.

3. Discretion of Executor: My Executor may determine the items of personalty included in this gift and the items each beneficiary will receive. If a beneficiary is too young to need or otherwise is unable to use all or part of the property passing to the beneficiary under this Section, my Executor may:

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
1 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

A. Hold all or a part of the property until the beneficiary needs or can use it and pay the storage charges for holding the property from the funds or a trust for the benefit of the beneficiary; or

B. Deliver all or part to the person with whom the beneficiary is residing for the use of the beneficiary without further responsibility to my Executor; or

C. Sell all or a part and give the proceeds to the beneficiary or to the beneficiary's legal representative for the use and benefit of the beneficiary or add the proceeds to a trust created in this Will for the beneficiary.

4. My Executor also may give such part of my furniture and personal effects bequeathed in this Section VII, Paragraph 3. and not wanted by a beneficiary to some worthy charity or individual. The decision of my Executor on these matters is conclusive on each beneficiary.

5. Resolution of Disputes: If my Children do not agree on the division of my tangible personal property, my Executor may sell the disputed portion at public sale or at a private sale at which the bidders are limited to my Children (including a descendant of a deceased child), or my Executor may dispose of the disputed property in any other manner as is agreeable to my Children. An executor-beneficiary may be a purchaser at either the public or private sale authorized in this Section VII. My Executor shall equitably divide the sale proceeds among my Children.

SECTION VIII.

1. If my wife survives me, I give to the Trustee, IN TRUST, an amount equal to the Marital Deduction Amount to establish the **BESSIE P. HARLAN TRUST**, which I refer to in this Will as the "Marital Trust" or "Wife's Trust".

2. Marital Deduction Amount:

A. The Marital Deduction Amount is the larger of my Federal Marital Deduction or my Domiciliary Marital Deduction.

(i) Federal Marital Deduction: My Federal Marital Deduction is the maximum marital deduction allowable under the Internal Revenue Code (herein, the "Code"), minus:

(a) An amount equal to the first portion of my taxable estate which produces federal estate taxes equal to the credit allowable to my estate under Section 2010 of the Code, and

(b) The value of each marital deduction asset which passed or passes to my wife other than under this Wife's Trust.

B. However, if the Generation Skipping tax applies to my estate, then my Executor shall exclude the "generation skipping transfer" from my gross estate for purposes of computing my Federal Marital Deduction.

C. Domiciliary Marital Deduction: My Domiciliary Marital Deduction is the smallest amount of the marital deduction allowable by my domicile which produces the least amount of inheritance, estate or other death taxes imposed by my domicile minus the value of each marital deduction asset which passed or passes to my Wife other than under this Wife's Trust.

3. Allocation and Valuation of Trust Assets: My Executor shall allocate to the Wife's Trust only assets which qualify for the marital deduction and shall value the assets as of their date

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
2021 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

of distribution to the Trustee.

4. Payments from Trust: The Trustee shall pay to or for the sole benefit of my Wife the net income of the trust at least quarter-annually but monthly if my Wife directs the Trustee to do so. In addition, the Trustee may distribute Marital Trust principal (even all of it) to or for the sole benefit of my Wife for her continued comfortable support, welfare and maintenance, including the reasonable luxuries of life. Upon my Wife's death, the Trustee shall pay accrued, but undistributed, Marital Trust income to my Wife's estate.

5. Disposition of Assets Upon Death of Wife: Upon my Wife's death, the Trustee may pay to her executor(s) or for the benefit of her estate her funeral expense and the expenses attributable to her last illness. The Trustee shall pay to the executor(s) of my Wife's estate an amount equal to any increase in her estate, inheritance or other death taxes caused by the inclusion of this Marital Trust in her gross estate unless my Wife specifically directs her executor(s) to pay these taxes. If she specifically directs her executor(s) to pay these taxes, her direction prevails and the Trustee shall not pay any amount to her executor(s) for these taxes. However, a general direction in my Wife's will to pay all death taxes is not a specific direction to the executor(s) to pay the taxes caused by the inclusion of this trust in her estate. I give the balance of the Marital Trust assets to my residuary estate to pass according to the provisions of Section V of my Will.

6. Disposition of Trust if Wife Disclaims: If my Wife disclaims an interest in the Wife's Trust, the disclaimed interest becomes part of my residuary estate.

SECTION IX.

1. I give my residuary estate to the Trustee, IN TRUST, to establish the **HARLIN RESIDUARY TRUST** (hereinafter, the "Residuary Trust") under the following terms and conditions:

A. Beneficiaries: The beneficiaries are my Wife, my Children and my grandchildren, including any grandchild born after my death.

B. Use of Trust Income and Principal: The Trustee may pay all or part of the Residuary Trust income to or for the benefit of the beneficiaries or the Trustee may accumulate all or part of the trust income.

C. The Trustee may distribute Residuary Trust principal (even all of it, if necessary) to or for the benefit of the beneficiaries in such proportions as the Trustee determines (even excluding one or more beneficiaries) without regard to a principle of law requiring impartiality as among beneficiaries of a trust.

D. While my Wife is a beneficiary, I direct the Trustee to see after her needs, comfort and general welfare before using said Trust income or principal to benefit other beneficiaries. I specifically authorize the Trustee to give all or part of said Trust principal to my Wife at any time without having to meet any standards in making this decision. If the Trustee elects to give my Wife all or part of said Trust principal, the other beneficiaries shall have no claim against the Trustee for having done so. My Wife cannot participate in the decision to give Residuary Trust principal to her.

E. I have also named my grandchildren, Sarah Tomchak, Jennifer O'Saile, Kenny O'Saile and Mathew O'Saile, as beneficiaries of the Residuary Trust. I do not expect the Trustee to regularly distribute income to my grandchildren by a living child. However, there may be times when it would be to the overall

PREPARED BY:
OBBY D. DAVIS
TTORNEY AT LAW
1 NORTH GALLATIN ROAD
SUITE 132
ADISON, TENNESSEE
37115
(615) 851-6697

family benefit to have one or more grandchild(ren) by a living child receive income rather than my child. For example, should a child need to provide for the education of my grandchild, my grandchild may be in a lower income tax bracket than my child. The Trustee could exercise the discretion to pay trust income to the grandchild rather than my child, with the intent that my grandchild would use this money to provide for his or her education. However, a grandchild has no claim against the Trustee for not receiving any trust income or principal if the Trustee does not elect to pay income or distribute any principal to the grandchild.

2. Invasion of Principal for Benefit of Wife: I request, but do not direct, the Trustee to invade principal for the benefit of my Wife from the Wife's Trust rather than the Residuary Trust because this will reduce her taxable estate. However, this is a request only and does not limit the Trustee's power to invade the Residuary Trust for the benefit of my Wife.

3. Limitation on a Trustee-Beneficiary: If a beneficiary is a trustee of this trust, such trustee cannot participate in a decision:

A. to distribute income or trust principal to or for the benefit of the trustee as a beneficiary or for the trustee's pecuniary benefit or to discharge a legal obligation of the trustee (including that of support); or

B. to establish or continue a trust for the trustee-beneficiary under the power granted.

4. When Residuary Trust Ends; Disposition of Trust Assets; Disposition of Residuary Estate if Wife Does Not Survive:

A. The Residuary Trust ends with the death of my Wife, unless a power is exercised which would cause said Trust to end at a different time. If my Wife exercises her testamentary power of appointment under this Section, such Trust assets pass as she directs. If my Wife does not exercise her testamentary power of appointment under this Section, then upon my Wife's death the Trustee shall divide the Residuary Trust into as many equal parts as there are my Children who either survive my Wife or who leave a descendant who survives my wife. Similarly, if my Wife does not survive me, the Trustee shall divide my residuary estate into as many equal parts as there are my Children who either survive me or who leave a descendant who survives me.

B. The Trustee shall name a part of the Residuary Trust for each one of my Children and hold the part in trust under the following terms and conditions as well as the other conditions of this Section which are consistent with the following:

(i) The beneficiaries of a trust for a surviving child are the child for whom the trust is named and each descendant of mine by my child. The beneficiaries of a trust for a deceased child of mine are each descendant of the deceased child for whom the trust is named.

(ii) The Trustee may pay all or part of the income to or for the benefit of the beneficiary or may accumulate all or part of the income. The Trustee may distribute trust principal (even all of it, if necessary) to or for the benefit of the beneficiary for the beneficiary's maintenance, support, education, comfortable living, business or professional needs or general welfare. If there is more than one beneficiary, the Trustee may pay income or distribute principal to or for the benefit of the beneficiaries as it determines (even excluding one or more of the beneficiaries) without regard to a principle of law requiring impartiality as among beneficiaries of the trust.

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
2021 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

 Evelyn E. Harlin

(iii) Unless a power is exercised which would cause the trust to end at a different time, the Trustee may distribute the principal to my child-beneficiary between the ages of 25 and 30 and must distribute it no later than age 30, even though the distributions terminate the trust as to my more remote beneficiaries. I have intentionally provided that a grandchild by a living child receives nothing when the trust ends.

(iv) If there is no child-beneficiary and subject to the provisions of the Rule Against Perpetuities, the Trustee shall distribute the principal to the other beneficiary(ies) on the same basis as to my child-beneficiary. I have intentionally provided that a grandchild by a living child receives nothing when the trust ends.

(v) If there is no child-beneficiary and subject to the provisions of the Rule Against Perpetuities, the Trustee shall distribute the principal to the other beneficiary(ies) on the same basis as to my child-beneficiary. If there is more than one beneficiary and subject to the Trustee's power to make unequal distributions between or among beneficiaries, a beneficiary will receive a pro rata share of the principal upon attaining these ages.

(vi) The Trustee will exercise its discretion in the timing and the amount of each distribution under this Section.

5. Power to Withhold Distribution:

A. The Trustee may continue or establish a trust for a beneficiary and not distribute trust assets as required under Section IX, Paragraphs 4. and 6. if the Trustee determines the beneficiary has a physical, mental or emotional condition or that political, financial or personal conditions exist so that it would be to the beneficiary's best interest to withhold these distributions. The Trustee may continue the trust until the time (up to and including the entire life of the beneficiary if necessary) that the beneficiary no longer suffers from the physical, mental or emotional condition or the political, financial or personal conditions no longer exist.

B. As an expense of the trust, the Trustee may obtain a medical opinion from one or more doctors of its choice about the existence of the physical, mental or emotional condition of the beneficiary and the extent of the condition. If the beneficiary refuses to submit to reasonable medical examinations requested by the Trustee, the Trustee may withhold the distribution until the beneficiary submits to these examinations and the Trustee has satisfied itself as to the propriety of the distribution.

C. Similarly, as an expense of the trust, the Trustee may reasonably investigate the existence of the political, financial or personal conditions which caused it to establish or continue the trust. If the beneficiary refuses to cooperate with the Trustee in its investigation, the Trustee may withhold the distribution until the beneficiary does cooperate and the Trustee has satisfied itself as to the propriety of the distribution.

D. Despite these provisions, the Trustee cannot exercise its power under this Section in a manner which violates the Rule Against Perpetuities.

E. If the beneficiary accepts the distribution, the beneficiary releases any claim the beneficiary has against the Trustee for having exercised its power under this Section. The Trustee may recover from the trust the amount of any monetary expenditures it made or incurred by virtue or as a result of having exercised this power.

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
2021 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

F. I intentionally have given the Trustee broad discretionary power to distribute, or withhold distribution of, principal. I request the Court not to disturb the Trustee's action unless it is clearly capricious or arbitrary. As an expense of the trust, the Trustee may seek judicial confirmation of its decision to establish or continue the trust for the beneficiary.

G. If the beneficiary dies while distribution is withheld under this Section, the provisions of Section IX, Paragraphs 7 or 14, as the case may be, apply.

6. When Beneficiary is Entitled to Immediate Distribution: Unless the Trustee exercises its power to continue or establish a trust for the beneficiary, at my Wife's death the Trustee shall distribute the assets to the beneficiary, if a beneficiary has reached the age for final distribution.

7. Premature Death of a Beneficiary: If a beneficiary dies before receiving his or her full interest and leaves a descendant who survives, the trust continues for the descendant under the same terms and conditions. If a beneficiary dies without a descendant, but leaves a sibling, the trust assets pass to the sibling. However, if the sibling is a beneficiary of a trust under this Will, the Trustee shall add the trust assets to and administer them as part of the trust for the sibling rather than distributing these assets to the sibling.

8. Consultation with Beneficiaries: I request the Trustee to discuss the investment of trust assets and the administration of the trust with all beneficiaries who are of sufficient maturity to enter into a meaningful discussion. I especially urge the Trustee to work closely with the beneficiaries when the trust is nearing its end. I believe the beneficiaries will be able to better manage the trust assets on their own by having worked closely with the Trustee.

9. Wife's Limited Power of Appointment:

A. If my Wife complies with the provisions of Section XI herein, my Wife may appoint the principal, or income, or both, of the Residuary Trust to one or more persons who are related to me by blood (including an adopted person) or marriage (including a person who marries a relative after my death). However, my Wife cannot exercise the power, in any capacity, in favor of herself, her creditors or creditors of her estate.

B. My Wife may exercise her power by a document which takes effect while she is alive or by her will. She may exercise her lifetime power as often as she desires and each exercise is revocable unless she expressly declares it irrevocable. She may appoint in further trust and grant a further power to appoint.

C. This power does not apply to Disclaimed Property described in the next Paragraph 10.

10. Disclaimed Property:

A. If the Trustee holds property which would have been part of the Wife's Trust except for a disclaimer filed by my Wife, I designate this as "Disclaimed Property." The Trustee shall make an appropriate record of the Disclaimed Property, the income it earns and the disposition of this income.

B. If my Wife exercises her limited power of appointment, the Trustee shall segregate the Disclaimed Property from the other assets of the Residuary Trust. The Disclaimed Property will pass as if my Wife had not exercised her power of appointment, and the appointed property will pass as directed by my Wife.

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
921 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

C. The Trustee may pay income earned on the Disclaimed Property to my Wife but cannot distribute any of the Disclaimed Property to her.

11. Grandchild's Power of Appointment:

A. By complying with the requirements of Section XI, Paragraph 1., and if my Wife does not exercise her power of appointment under Section IX, Paragraph 9. in a manner which destroys this power, I give each grandchild of mine who is a beneficiary of the trust created after the death of my Wife the power to appoint to his or her estate by will the grandchild's pro rata portion of the "Grandchild Exclusion Share" of the Residuary Trust.

B. If my grandchild is a minor, my grandchild may exercise this power by an instrument in the nature of a will which is executed in substantial conformity with the Wills Act of Tennessee.

C. The "Grandchild Exclusion Share" is the amount of the "grandchild exclusion" available to my grandchild under Chapter 13 of the Code. The Trustee shall determine the grandchild's pro rata share on a per stirpes basis as of the date of death and without regard to a previous distribution made to the grandchild. If my grandchild does not exercise this power, the property subject to the power passes as otherwise provided under my Will the same as if my grandchild did not have this power.

12. "Generation Skipping" Tax: If a "generation skipping" tax is imposed because of a generation skipping distribution from, or termination of, a trust under this Will, the fiduciary shall pay the tax, if required by law, from the property so distributed or passing.

13. Merger of Trust(s):

A. The Trustee may merge a trust under this Section with any trust that I create during my lifetime or with any trust my Wife creates in her lifetime or by her will, so long as the beneficiaries of the other trusts are within the class of beneficiaries of the Residuary Trust under Section IX, Paragraph 1.A. of my Will. However, all of the beneficiaries of the trust under this Section are not required to be beneficiaries of the trust into which the trust under this Section is merged.

B. Despite the preceding paragraph, the Trustee cannot exercise the power so as to destroy the power to appoint by a grandchild who is a beneficiary of a trust created after the death of my Wife.

C. The trustee of a trust under this Section IX may accept the merger of a trust which I create during my life, or which my Wife creates during her life or by her will, into a trust under this Section.

14. Disposition of Residuary Estate or Trust if No Beneficiary:

A. If there is a complete failure of the beneficiaries of my residuary estate or of a trust created in this Section, I give my residuary estate or the trust assets, as the case may be, one-half (1/2) to my heirs and one-half (1/2) to my Wife's heirs. If I have no heirs, I give my entire residuary estate or the trust assets to my Wife's heirs. If my wife has no heirs, I give my entire residuary estate or the trust assets to my heirs.

B. If this Section IX, Paragraph 14.A. applies because a trust does not have a beneficiary, the heirs are to be determined as of the date of the death of the last beneficiary rather than my death.

PREPARED BY:
OBBY D. DAVIS
TTORNEY AT LAW
1 NORTH GALLATIN ROAD
SUITE 132
ADISON, TENNESSEE
37115
(615) 851-6697

SECTION X.

1. Right to Disclaim: Each person (including the person's personal representative) entitled to a benefit (including a power) under this Will may refuse to accept all or part of the benefit.

2. Method Disclaimer: The refusal to accept the benefit must be in writing which meets the requirements of Section 2518 of the Code and the law of my domicile.

3. Effect of Disclaimer: The benefit disclaimed passes as if the disclaimant did not survive the person or event which gave rise to the benefit under this Will except that if my Wife disclaims an interest under Section VIII herein, she may share in the income earned on the Disclaimed Property, as authorized in Section IX, Paragraph 10 above. If the benefit is a power for which no successor has been designated to exercise the power, the power lapses.

SECTION XI.

1. Requirements: Before the exercise of a power of appointment is effective, the holder of a power (the donee) must:

A. specifically refer to the power being exercised and to this Will;

B. expressly declare an intention to exercise the particular power;

C. if a lifetime exercise of the power, acknowledge the instrument of appointment before an officer authorized to take an acknowledgement and deliver the writing to the Trustee before the donee's death;

D. if a testamentary exercise of the power, execute his or her will after my death;

E. comply with the Rule against Perpetuities.

2. Strict Compliance With Requirements Intended: I intend that each donee strictly comply with the requirements for the proper exercise of the power. Unless a donee satisfies each requirement for the effective exercise of a power of appointment, the purported exercise is void. In determining whether a donee has satisfied each requirement, a general reference to all property over which the donee has a power of appointment or to any power of appointment does not specifically refer to the power being exercised and to this Will and does not expressly declare an intention to exercise the particular power.

3. Protection to Fiduciary: My fiduciary may rely on an instrument admitted to probate as the last will of the donee. If my fiduciary does not have written notice of the existence of the donee's will within three (3) months after the donee's death, it may presume the donee died intestate without exercising the power(s) of appointment. However, this presumption does not limit or qualify the power(s) of appointment or the right of the appointee(s) to pursue the assets affected by the exercise, regardless of the time of discovery of the donee's will and the place of its probate. Further, if my fiduciary transfers trust principal or income, or both, because the donee exercised a power and if this transfer is ever set aside, a liability shall not be imposed upon my fiduciary for having made the transfer.

SECTION XII.

1. Appointment of Executor and Trustee:

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
2021 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

A. I appoint BOBBY D. DAVIS, Attorney at Law, DORA H. TOMCHAK, my daughter, and REX TURNER, as co-executors of my Will and co-trustees of the trusts created in my Will, as heretofore stipulated. In the event either of my co-executors shall not survive me or shall fail to qualify, die, resign or cease to act for any reason, I direct the one of them then remaining to serve as sole executor.

B. Except for my Wife, who may serve as sole trustee of the Wife's Trust, a beneficiary shall not serve as sole fiduciary of my estate or a trust in which she or he has an interest. Therefore, the beneficiary must appoint an additional fiduciary within a reasonable time after becoming sole fiduciary. If the fiduciary fails to appoint an additional fiduciary within a reasonable time, the Court having jurisdiction over my estate or the trust shall make the appointment.

C. Before a beneficiary has appointed an additional fiduciary, the beneficiary cannot take either the income or the principal of a trust created in Section IX. herein and income shall accumulate. After the additional fiduciary is appointed, the trustee-beneficiary can receive funds from a trust under said Section IX.

2. Resignation: A fiduciary may resign upon written notice of not less than 30 days to the Court having jurisdiction of my estate or to the adult beneficiaries of a trust, and if none, then to the Court having jurisdiction over the trust. The Court, or the adult beneficiaries, may waive the 30-day notice, but the resignation is not effective until a successor fiduciary is appointed, if it is necessary to have a successor.

3. Removal: With the consent of the Court having jurisdiction of my estate or a trust, my Wife may remove a co-fiduciary from office but must appoint a successor fiduciary, except for the Wife's Trust, and she may serve as sole trustee of the Wife's Trust. The removal must be in a writing which she signs, acknowledges and delivers to the removed fiduciary. To be effective, the writing must also appoint the required successor fiduciary and have the successor's consent to serve attached to the writing. Upon receipt of the notice of removal, the fiduciary shall make an accounting to the Court, unless my Wife or the successor fiduciary excuses it from doing so, and shall deliver the assets under its control and any evidence of title to the assets to the successor fiduciary.

4. I request the Court to honor my Wife's action unless it reasonably appears to the Court that she is acting arbitrarily.

5. Bond: I excuse each fiduciary from making bond.

6. General Provisions Applicable to Fiduciary: The following provisions apply to my fiduciary: (In Paragraph A., the word estate includes a trust estate)

A. My fiduciary may:

(i) Continue any business or other monetary activity that I engaged in either alone or in unincorporated associations with others for as long as my fiduciary considers it to the best interest of my estate and each beneficiary.

(ii) Perform each executory contract to which I am a party and discharge each obligation of my estate arising under or by reason of such a contract.

(iii) At public or private sale, for such consideration and on such terms and conditions as in the judgment of the fiduciary are for the best interests of my estate and each

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
21 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

beneficiary, sell, assign, transfer, convey or exchange the assets of my estate and execute and acknowledge appropriate instruments to accomplish these actions.

(iv) Lease my property for a term which may exceed the duration of the estate.

(v) Borrow money (even for a term which may exceed the duration of the estate), evidence the borrowing by a promissory note or other evidence of indebtedness, and secure a borrowing by assignment, pledge, mortgage or deed of trust or other appropriate instrument imposing a lien on my property, and repay the borrowing.

(vi) Borrow money from the fiduciary in its individual capacity and secure a loan in the same manner as if it were made by a third person.

(vii) Enter into each contract reasonably incident or necessary to the administration of the estate which the fiduciary believes to be for the best interest of the estate.

(viii) Repair and maintain in good condition estate property.

(ix) Invest liquid assets of the estate, being guided by the Prudent Man Rule in making the investments. However, for as long as it considers it proper, the fiduciary may keep all or a part of the estate in uninvested liquid form without liability for loss of income. However, my wife may require the trustee of the Wife's Trust to make unproductive property productive or to convert it into productive property.

(x) Do such other acts and things which in the judgment of the fiduciary are necessary or appropriate for the proper management, investment, and distribution of the assets of the estate and are for the best interest of the estate and the beneficiaries.

B. My fiduciary may:

(i) divide estate or trust property in kind;

(ii) distribute estate or trust property in kind;

(iii) satisfy a gift in cash or in kind;

(iv) assign an undivided interest in property to separate shares, or separate trusts, or both; and

(v) invest assets of separate trusts in another asset and assign undivided interests in the asset to the separate trusts.

C. If my fiduciary must distribute or transfer assets from my estate or a trust, it may retain sufficient assets to protect itself against a contingent liability.

D. My fiduciary may claim an administration expense on either the federal estate tax return or the federal income tax return and may select a valuation date which causes more death taxes to be paid than if it selected another date. My fiduciary's decision is conclusive on the beneficiaries.

E. A successor fiduciary has each duty, right and power given to the fiduciary originally appointed. A successor fiduciary is not liable for an act or default of a predecessor fiduciary nor for a loss or an expense from or occasioned by an act done or neglected to be done by a predecessor fiduciary. The successor fiduciary may accept the account rendered and the assets delivered to it by its predecessor as a complete discharge to the predecessor fiduciary.

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
021 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

F. While my fiduciary must use reasonable care in the management of the estate or trust estate, it is not responsible for a loss resulting from an honest mistake of judgment.

G. In determining whether to distribute income or trust principal to or for the benefit of a beneficiary, my fiduciary may consider the standard of living to which the beneficiary is accustomed, the other income and resources available to the beneficiary and any other factors my fiduciary considers pertinent.

H. I excuse my fiduciary from filing an inventory and making reports to the Court having jurisdiction over my estate or a trust.

I. At least annually my fiduciary shall provide to the income beneficiary of a trust a statement of receipts and disbursements of the trust. The fiduciary will send the statement for a minor beneficiary to the person with whom the minor beneficiary is residing.

J. If my fiduciary is to disburse funds to a beneficiary under a legal disability or to a beneficiary not under a legal disability but who is unable to handle the funds properly because of illness or mental or physical impairment, my fiduciary may disburse the funds in one or more of the following ways:

(i) to a minor beneficiary who, in the opinion of the fiduciary, is mature enough to properly handle the distribution;

(ii) to the legal guardian or conservator of the beneficiary;

(iii) to a custodian for the beneficiary under the Uniform Gifts to Minors Act of Tennessee;

(iv) to an account in the name of the beneficiary in a bank or savings and loan association;

(v) to a relative or friend for the care, support, education and welfare of the beneficiary. The receipt of such person discharges my fiduciary from further responsibility with respect to the funds. A recipient is not required to furnish bond with respect to the funds nor report as to their disposition; or

(vi) my fiduciary may use the funds to directly benefit the beneficiary.

K. A trustee may pay to or for the benefit of the estate of a deceased beneficiary of a trust created in this Will all, or a lesser amount, of the funeral and last illness expense of the deceased beneficiary. However, such trustee cannot use trust assets for these purposes if the assets have been validly appointed by the holder of a power of appointment. Such trustee is not liable to any beneficiary or creditor for making, or refusing to make, a payment under this power.

L. My Executor should provide funds for a trust beneficiary without waiting for the formal funding of the trust. My Executor is to receive full credit on its settlement for disbursements made to or for the benefit of a beneficiary.

M. My fiduciary may purchase, own and pay premiums for life insurance on a beneficiary of a trust or on a person in whom a beneficiary has an insurable interest. The trust may be the owner or beneficiary, or both, of such life insurance. This power does not apply to the Wife's Trust. If a trustee receives proceeds from insurance on the life of a beneficiary and the deceased beneficiary leaves a descendant or other person who succeeds to

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
221 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

the interest of the deceased beneficiary, such trustee shall hold and administer the life insurance proceeds for the exclusive benefit of the descendant or other person. If the trustee receives proceeds upon the death of a person in whom a beneficiary had an insurable interest, the trustee will hold and administer the proceeds for the exclusive benefit of the beneficiary who had the insurable interest. If neither of the two preceding sentences is applicable, the life insurance proceeds become part of the general trust principal.

N. (i) If my fiduciary determines it is uneconomical to continue or establish a trust or that it would be to the best interest of each beneficiary not to continue or establish a trust because of a change in law or economic conditions or if there is another reason satisfactory to it, my fiduciary may terminate, or not establish, the trust and may distribute the trust principal, or property which would have been used to establish the trust, to the then income beneficiaries, per stirpes. If my fiduciary discontinues, or does not establish, the Residuary Trust, it may select one of the following ways to make such distribution:

(a) all to my wife;

(b) all to the other beneficiaries;

(c) among the above beneficiaries in such proportions as the trustee selects.

(ii) If a beneficiary also is a trustee, the limitations of Section IX, Paragraph 3. apply to this power.

O. In distributing assets in kind my Executor can disregard the potential income tax consequences to the beneficiaries and need consider only the fair market value of the assets in determining the proper amount or portions to distribute to each beneficiary. Moreover, my Executor is not liable for an increased income tax liability imposed upon my estate, or a beneficiary, from the disposition of an asset even though the disposition of another asset would have resulted in a lesser amount of income tax.

P. As an administration expense of my estate, my Executor may pay the packing, shipping and storage charges on the personalty I give and may take whatever action is necessary to assure that each beneficiary of the personalty receives it. However, if my fiduciary stores personalty for a beneficiary, it may pay the storage charges from the funds or trust for the beneficiary as provided in Section VII., Paragraph 3., of this Will.

Q. If my estate or a trust has more than two fiduciaries, they may administer my estate or a trust by majority vote. If only two fiduciaries are serving, they must act unanimously. However, if the prohibitions of Section IX, Paragraph 3., prevent a trustee from acting, this trustee is not to be counted in determining whether the trustees are acting unanimously or by majority action.

R. If a fiduciary dissents from the action of the majority of the fiduciaries and signifies its dissent in writing to the majority fiduciaries, the dissenting fiduciary is not liable for an action taken by the majority fiduciaries.

S. If I have more than one fiduciary, they may delegate the administrative duties of the estate and the trusts between or among themselves as they see fit. I recommend they delegate their duties in a writing which each fiduciary signs. If a fiduciary to whom a duty is delegated negligently fails to perform that duty, another fiduciary is not responsible for this negligence unless:

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
2021 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697

 Edgar E. Hardy Jr.

(i) it knows, or in the exercise of due care should have known, of the breach and does not take reasonable steps to remedy the breach; or

(ii) it knowingly participates in, or knowingly undertakes to conceal, an act or omission of the other fiduciary, knowing that such act or omission of the other fiduciary is a breach of that fiduciary's duty.

T. If a corporate fiduciary serves, it shall have sole custody of each security, paper, personal property and the cash comprising my probate or trust estate and solely may perform each ministerial duty.

U. If there is more than one trust under my Will, the fiduciary may administer and invest the assets of the trusts, in whole or in part, in a consolidated fund. If it does this, the trustee shall:

(i) show on its books the shares making up the consolidated fund;

(ii) allocate to each trust its share of consolidated fund principal and income; and

(iii) charge to each trust its share of consolidated fund expenses.

V. A power granted to my fiduciary is void if its exercise would cause my estate to lose all or a part of the tax benefit afforded by the marital deduction under Federal or State law. In distributing assets to the Wife's Trust, my fiduciary cannot use a valuation basis which adversely affects the allowance of the marital deduction.

W. If I own stock in a corporation which is qualified as a small business corporation under Subchapter S of the Code and if my fiduciary determines that it would be to the best interests of the beneficiaries of my estate that it remain a qualified Subchapter S corporation and if distribution of its stock to the beneficiary would maintain the Subchapter S qualification, I authorize my fiduciary to distribute the Subchapter S stock to the beneficiary, even if the distribution is to a minor beneficiary.

X. I authorize my fiduciary to transfer the administration of a trust to a jurisdiction where the beneficiary of the trust is residing. I suggest my fiduciary follow the procedure set forth in Tennessee Code Annotated § 34-710, et seq. (transfer of guardianship) insofar as possible and that the guardian of the person of a minor beneficiary should apply for the appointment of the trustee in the other jurisdiction. However, if the beneficiary is not a minor, the beneficiary may apply for the transfer. I suggest that the successor be a corporate trustee with trust powers in the jurisdiction. The law of the new jurisdiction will govern the administration of the trust after the transfer.

6. Indemnity of Fiduciary: I want my fiduciary to exercise its discretion without fear of incurring a liability or expense. Therefore, unless it acts capriciously or arbitrarily, my estate or a trust must indemnify the fiduciary for each monetary expense (including attorneys' fees) which it incurs or expends, or which arises from the exercise of its discretion.

SECTION XIII.

I incorporate by reference, as fully as if copied verbatim, all the provisions and powers, to the extent applicable, set forth in Tennessee Code Annotated § 35-50-110, which section enumerates the administrative powers that I hereby confer upon my Executor.

PREPARED BY:
OBBY D. DAVIS
TTORNEY AT LAW
1 NORTH GALLATIN ROAD
SUITE 132
ADISON, TENNESSEE
37115
(615) 851-6697

These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

SECTION XIV.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, at Madison, Tennessee, this 22 day of Feb, 1995.

Signed, sealed, published and declared by the testator, EDGAR E. HARLIN, JR., to be his Last Will and Testament, in the presence of all of us at one and the same time, and we at his request and in his presence and the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of the testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

Diane Cathey OF Goodlettsville, TN 37072

Nancy W. Hunter OF Hendersonville, TN 37075

PREPARED BY:
OBBY D. DAVIS
TTORNEY AT LAW
1 NORTH GALLATIN ROAD
SUITE 132
ADISON, TENNESSEE
37115
(615) 851-6697

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Diande Cathey and NANCY W. HUNTER,

after being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by the testator, as and for and at that time acknowledged, published and declared by EDGAR E. HARLIN, JR. to be his Last Will and Testament, in the sight and presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 22nd day of Feb, 1995; and we further make oath or affirm that the testator was of sound mind and disposing memory and not acting under fraud, menace or undue influence of any person and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

Diane Cathey

Nancy W. Hunter

Sworn to and subscribed before me
this 22nd day of Feb.,
1995.

Bobby D. Davis
Notary Public

My Commission Expires: 11-22-97

j.docs\wills\harlin.195

STATE OF TENNESSEE
SUMNER COUNTY

I, Darlene D. Daughtry, Clerk & Master of said County, do hereby certify that the foregoing instrument contains a true and complete copy of Will as same appears of record or on the file in Book 60 Page 56 of the records of the Chancery Court of Sumner County, Tennessee Given under my hand and seal this 09 day of Aug. 2013

DARLENE D. DAUGHTRY, Clerk & Master

By Dot Grissom DC

SUMNER CO. CHANCERY COURT
AGRICULTURE
COMMERCE
GALLATIN, TN

PREPARED BY:
BOBBY D. DAVIS
ATTORNEY AT LAW
1 NORTH GALLATIN ROAD
SUITE 132
MADISON, TENNESSEE
37115
(615) 851-6697