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RICHARD R. ROOKER, CLERK

Last Will and Testament

OF

MARY KELTON SMITH

I, MARY KELTON SMITH, a resident of Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all other Wills and Codicils by me at any time heretofore made.

I.

I authorize and direct my Executor hereinafter named to pay all of my just and legal debts, including my funeral expenses and the costs of the administration of my estate, as soon after my death as practicable.

II.

I hereby nominate and appoint my husband, James W. Smith, as Executor of this my Last Will and Testament. I direct that no bond be required for the faithful performance of his duties as Executor and that he shall not be required to make reports to any court.

III.

I may have a handwritten letter signed by me attached to this my Last Will and Testament asking that certain items of personal property be given to certain of my family and friends. It is my desire that my Executor hereinabove named see that these items of personal property are received by the person to whom said bequest is made.

IV.

I give, devise and bequeath all the rest and residue of my estate, real, personal and mixed, of whatever kind and wheresoever situated, to my husband, James W. Smith, to be his absolutely, in fee simple.

V.

In the event my husband, James W. Smith, should predecease me or our deaths should occur simultaneously or approximately so, I give, devise and bequeath all the rest and residue of my estate, real, personal and mixed, of whatever kind and wheresoever situated to my son, James W. Smith, II. In the event, however, my child is under twenty-one (21) years of age, his share of my estate shall be distributed to Tory Dale, in trust, as Trustee of the Mary Kelton Smith Child's Trust, as hereinafter set forth.

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VI.

The Mary Kelton Smith Child's Trust shall be held, administered and disposed of as follows:

Until the termination of the Child's Trust, my Trustee shall distribute to or for the benefit of my child, James W. Smith, II, and any children hereinafter born, so much or all of the income and corpus of this trust, as in the discretion of my Trustee may be necessary or advisable for their health, education, support and maintenance. All income not so distributed shall be accumulated and added to the corpus of said trust.

My Trustee shall pay the net income of said trust to or for the benefit of my beneficiaries or to the issue of any beneficiary who is deceased, in such shares and amounts as he/she deems advisable for their benefit or he/she may accumulate any income not needed by them. In the event a child of mine dies during the existence of this trust, leaving issue, his share of income shall be distributed to said issue. In the event a child of mine dies during the existence of this trust without issue surviving him, his share of the income shall be paid to my surviving child(ren), the issue of any child of mine who is deceased to take their parent's share.

The corpus and accumulated income of this trust shall be paid to my child, James W. Smith, II, and any children hereinafter born, equally, share and share alike, when my youngest child attains twenty-one (21) years of age.

Should any child of mine die before the complete distribution of this trust, his share of said trust shall be distributed to his issue, per stirpes, or should he die without issue, his share of said trust estate shall be paid to my surviving child(ren), the issue of any child of mine who is deceased to take their parent's share, per stirpes, whose identity and respective shares shall be determined at that time:

(i) Provided, however, that any portion otherwise distributable to a descendant of mine for whom any property is then being held in trust hereunder shall be added thereto; and

(ii) Provided further, that if any portion shall become distributable to a beneficiary under twenty-one (21) years of age for whom no property is then being held in trust hereunder, then such portion shall immediately vest in such beneficiary, but my Trustee shall retain possession thereof until such beneficiary becomes twenty-one (21) years of age, and in the meantime my Trustee shall use and expend so much of the income and corpus of such retained portion as he/she shall deem necessary or advisable for the health, education, support and maintenance of such beneficiary. Any income not so expended shall be added to the corpus. My Trustee shall have, with respect to each such retained portion, all of the powers and discretion

Mary Kelton Smith

he/she has with respect to the Child's Trust generally.

Any income or discretionary principal payment due any beneficiary hereunder which the Trustee determines the beneficiary is unable to properly administer shall be made in any one or more of the following ways: (a) to the legal guardian or conservator of the beneficiary; (b) to a relative or friend of the beneficiary, to be expended for the beneficiary; (c) to a custodian for a minor beneficiary under any Uniform Gifts to Minors Act; or (d) by making direct expenditures for the beneficiary.

The Trustee shall consolidate and hold as a single trust property held hereunder and property held under another trust if the beneficiary and the terms of both are the same or very similar.

VII.

In the event my husband, James W. Smith, does not survive me, then I designate Tory Dale as guardian of the person and estate of each minor child of mine. I direct that no security on the guardian's bond be required of said guardian.

VIII.

POWERS AND DUTIES

My Executor and Trustee are authorized in their sole and absolute discretion, with respect to any property, real or personal, at any time held under any provision of this my Last Will and Testament, and without authorization by any court, and in addition to any other rights, powers, authority and privileges granted by any other provision hereof, or by statute or general rules of law:

(1) To retain any property or undivided interest in property owned by me at the time of my death, including residential property, regardless of any lack of diversification, risk, or non-productivity, as long as they deem advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange, although said property represents a large percentage of the total property of my estate, or the trust estate, or even the entirety thereof.

(2) To invest and reinvest all or any part of my estate, or the trust estate, in any property and undivided interest in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trusts, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled trust funds, insurance contracts on the life of

any beneficiary or annuity contracts for any beneficiary, without being limited by any statute or rule of law concerning investments by fiduciaries.

(3) To sell or dispose of or grant options to purchase any property, real or personal, constituting a part of my estate or the trust estate for cash or upon credit and/or to exchange any property of my estate or the trust estate for other property, at such times and upon such terms and conditions as they may deem best, and no person dealing with them shall be bound to see to the application of any monies paid.

(4) To hold any securities or other property in their own names, in their own names as Executor or Trustee, in the name of a nominee (with or without disclosure of any fiduciary relationship), or in bearer form.

(5) To sell, or exercise stock subscription, or conversion rights.

(6) To refrain from voting, or to vote shares of stock owned by my estate or the trust estate at shareholders' meetings in person, or by special, limited or general proxy and in general to exercise all the rights, powers and privileges of an owner in respect to any securities constituting a part of my estate, or the trust estate.

(7) To participate in any plan or reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of my estate or the trust estate, and to deposit such stock or other securities under any plan or reorganization with any protective committee, and to delegate to such committee discretionary power with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan, to accept and retain new securities received by my Executor and Trustee pursuant to any such plan, to exercise all conversion, subscription, voting and other rights of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as they may deem advisable in connection therewith.

(8) To borrow money and to encumber, mortgage or pledge any asset of my estate or the trust estate for a term within or extending beyond the term of any trust created herein, in connection with the exercise of any power vested in my Executor or Trustee.

(9) To enter for any purpose into a lease as lessor or lessee, with or without option to purchase or renew, for a term within or extending beyond the term of the estate's anticipated administration, or any trust created herein.

(10) To subdivide, develop, or dedicate real property to public use, or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or position by giving or receiving consideration, and to dedicate easements to public use without

consideration.

(11) To make ordinary or extraordinary repairs or alterations in buildings or other structures, or demolish any improvements, to raze existing or erect new party walls or buildings.

(12) To continue and operate any business owned by me at my death, and to do any and all things deemed needful or appropriate by my Executor or Trustee.

(13) To collect, receive, and receipt for rents, issues, profits, and income of my estate or the trust estate.

(14) To insure the assets of my estate or the trust estate against damage or loss, and my Executor and Trustee against liability with respect to third persons.

(15) In buying and selling assets, in lending and borrowing money and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with themselves in their separate, or any fiduciary capacity.

(16) To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor or against my estate or the trust estate as my Executor or Trustee shall deem best.

(17) To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors, and other assistants and advisers deemed by my Executor or Trustee needful for the proper administration of my estate or the trust estate.

(18) To determine, irrespective of statute or rule of law, what shall be fairly and equitably charged or credited to income and what to principal, notwithstanding any determination by the courts or by any custom or statute, and whether or not to establish depreciation reserves.

(19) To hold and retain the principal of my estate, or the trust estates undivided until actual division shall become necessary in order to make distributions; to hold, manage, invest and account for the several shares or parts thereof by appropriate entries on my Executor or Trustee books of account; and to allocate to each share or part of a share its proportionate part of all receipts and expenses; provided, however, the carrying of several trusts as one shall not defer the vesting in title or in possession of any share or part of a share thereof.

(20) To make payments in cash or in kind, or partly in cash and partly in kind, upon any division or distribution of my estate or the trust estates (including the satisfaction of any pecuniary distribution) without regard to the income tax basis of any specific property allocated to any beneficiary and to value and appraised value.

(21) To exercise any power herein granted with reference to the control,

management, investment or disposition of my estate or the trust estates either as Executor or Trustee without having to declare in which capacity they are acting.

(22) In general, to exercise all powers in the management of my estate or the trust estate which any individual could exercise in his own right, upon such terms and conditions as they may deem best, and to do all acts which they deem necessary or proper to carry out the purpose of this my Last Will and Testament.

(23) Unless otherwise provided in this Will, the Executor and Trustee shall have all those powers specified in Tennessee Code Annotated, Section 35-50-110, which are incorporated by reference into this Will as fully as if copied herein verbatim. 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.

(24) The Trustee shall not be required to furnish bond, qualify in or make reports to any Court. However, he/she shall render at least annually to each income beneficiary a report showing all transactions pertaining to the administration of the trust, unless said beneficiary is a minor, in which case said reports shall be made to the legal guardian of said minor.

IX.

MISCELLANEOUS PROVISIONS

(1) Spendthrift Provision: No right of any beneficiary or any beneficiary of any trust created hereunder to income or principal shall be subject to assignment, alienation or anticipation, or liable for any debts or obligations of any beneficiary, or subject to attachment or any other order, decree or process of court on account of or for the purpose of collecting any such debt or obligation.

(2) Removal or Resignation of Trustee: A majority of the adult beneficiaries of any trust created hereunder may remove the then Trustee and appoint a Successor Trustee which shall be a bank or trust company having assets then under management in a fiduciary capacity of at least $20,000,000.00 or more. Such appointment and removal may be made by written notice to the Trustee and the Successor Trustee. The change may be effective thirty (30) days after acceptance by the Successor. No action of any court shall be required. The Successor shall have all of those rights, powers and duties herein granted to the Original Trustee. The Trustee, at anytime, may resign by giving written notice to the adult beneficiaries of any trust created hereunder who shall have the right to appoint a Successor in the same manner as above. No Successor shall have the obligation to examine the accounts, records and acts of any prior Trustee and no Successor shall be responsible for any act or omission of the prior Trustee. The approval

of the final accounting of the Trustee by the party electing to remove it, or who designates a Successor in case of its resignation, shall be a complete and final discharge of it from further liability.

(3) Power to Disclaim: Any beneficiary of my estate may disclaim or renounce his or her interest, in whole or in part, at any time within six (6) months after my death and before accepting any benefits from the property or interest disclaimed by giving written notice to the Executor.

(4) The Trustee of any trust created hereunder may specifically retain any investments which I own at the time of my death, including, should said Trustee be a corporation, its own stock or the stock or any controlling company or affiliate which may own the trust company and she may acquire additional interest in such investment by purchase, exercise of rights, stock dividends, or otherwise. Stock of the Trustee or of any controlling holding company or affiliate shall be voted by a majority of the then living adult beneficiaries of the trust holding such stock.

X.

Anything in this Last Will and Testament to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts shall terminate and the assets thereof shall be distributed outright to those parties (and in the same proportions) as are then receiving the income therefrom.

XI.

I am cognizant that provisions of the Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect to claim certain administration and other expenses as deductions either in the Federal income tax returns of my estate or in the Federal estate tax return. I authorize my Executor to elect to claim such expenses as deductions on the particular tax return or returns as he in his sole and absolute discretion, deems advisable, irrespective of whether such expenses may be payable from income or principal.

XII.

Throughout this Last Will and Testament, the masculine gender shall be deemed to include the feminine, and vice versa, and the singular shall include the plural, and vice versa.

XIII.

Any income taxes imposed upon or chargeable to the income of my estate shall be

apportioned to and deducted from the shares of all beneficiaries having an interest in such income, in such equitable manner as my Executor shall determine. Any such determination shall be conclusive as to all persons interested in my estate.

XIV.

I specifically authorize and empower my Executor to execute and file a joint income tax return with my husband for the year in which my death occurs, and for any years prior thereto. I also authorize and empower my Executor to execute and file joint gift tax returns with my husband if any gift tax return is required of either of us for the year in which my death occurs or for any year prior thereto. My Executor shall incur no personal liability for any action taken by him in good faith in accordance with either of the foregoing authorizations.

XV.

Notwithstanding anything contained herein or hereafter and notwithstanding any powers granted herein or hereinafter, my husband shall have the right to require my Executor to convert any non-income producing property in my estate into income producing property. Upon instructions by my said husband, my Executor shall convert such property into such other assets as will be productive of income.

IN WITNESS WHEREOF, I have hereunto set my hand this 30 day of December, 2011, and do publish and declare this as my Last Will and Testament, consisting of nine (9) pages, in the presence of each and all of the subscribing witnesses whom I have requested to act as such by signing the Attestation Clause and Affidavit below pursuant to the provisions of T.C.A. 32-2-110.

MARY KELTON SMITH

ATTESTATION CLAUSE AND AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF RUTHERFORD

We, the undersigned, being first duly sworn, make oath that MARY KELTON SMITH, on the day and date above written, declared and signified to us that the foregoing instrument was her Last Will and Testament; that she then signed said 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, then subscribed 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 under any 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 and date above written.

Sworn to and subscribed before me,
this 30th day of Dec., 2011.

Janice M. Smith
Notary Public

My commission expires: 9-23-2014

JANICE M. SMITH
STATE OF TENNESSEE
NOTARY PUBLIC
RUTHERFORD COUNTY, TENN.

This is Page 9 of My
Last Will and Testament

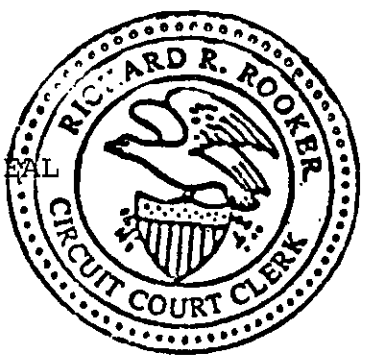
STATE OF TENNESSEE

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 ATTACHED EXHIBITS heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 30 day of AUGUST , 2013 , in Case Number 13P1452 between SMITH, JAMES W. Petitioner, and SMITH, MARY KELTON 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 13 day of SEPTEMBER 2013

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy ~~Clerk~~

SEVENTH CIRCUIT COURT OF DAVIDSON COUNTY, TENNESSEE

LETTERS TESTAMENTARY

13P1452

To JAMES W. SMITH :

It appearing to the Court that MARY KELTON SMITH has died leaving a written will, in which you are appointed Executor, which has been duly approved by the Court; and you having been qualified according to law, and it having been ordered by said Court that Letters Testamentary issue to you.

These are, therefore, to empower you, the said JAMES W. SMITH to enter upon the execution of said will, and take into your possession all of the property, and to make, within sixty days from this date, a perfect inventory thereof, and make due collection for all debts, and after paying all the just demands against the Testator, and settling up the business according to law, you will pay over and deliver the property and effects that may remain in your hands, and do all other things that may be required, according to the provisions of the said will and the laws of the land.

Witness, Richard R. Rooker, Clerk of the Probate Court, at office, this September 13, 2013 .

Richard R. Rooker, Clerk

D. C.

RICHARD R. ROOKER CIRCUIT COURT CLERK

STATE OF TENNESSEE
DAVIDSON COUNTY

I, Richard R. Rooker, Clerk of the Probate Court of said County, do hereby certify that the foregoing is a true and perfect copy of LETTERS TESTAMENTARY, issued to JAMES W. SMITH, Executor of the estate of MARY KELTON SMITH deceased, and I do further certify that JAMES W. SMITH is still acting Executor of the estate of MARY KELTON SMITH, and acts as such are entitled to full faith and credit, as appears from the records in my office at Nashville, Tennessee.

Witness my hand and official seal, at this office, this the 13th day of September, 2013.

Richard R. Rooker, Clerk

D. C.

RICHARD R. ROOKER CIRCUIT COURT CLERK