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LAST WILL AND TESTAMENT
OF
REUBEN C. STUTTS

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THE CHANCERY COURT OF WILLIAMSON CO. TN SEAL

LAST WILL AND TESTAMENT
OF
REUBEN C. STUTTS

I, REUBEN C. STUTTS, a resident of and domiciled in Williamson County, Tennessee, do hereby make, publish and declare the following to be my Last Will and Testament, hereby revoking all of my prior wills and codicils.

ARTICLE ONE
IDENTIFICATION

I am married to KATHLEEN L. STUTTS, and all references in this instrument to "my spouse" are to said individual.

My only children are my sons, GARY W. STUTTS and JOHN T. STUTTS, and all references in this instrument to "my children" or "a child of mine" are to said individuals.

ARTICLE TWO
DEBTS

I DIRECT that all of my just debts, including taxes, obligations of mine secured by mortgage on, lien against, or pledge of any real property or personal property owned by me individually or jointly, my funeral expenses, including the cost of a suitable cemetery plot, if necessary, and the cost of a suitable monument at my grave, the expenses of my last illness, and the cost of administration of my estate be paid out of the residue of my estate as soon as may be convenient after my death; provided, however, my Personal Representative shall not be required to pay any obligation in advance of its maturity.

ARTICLE THREE
PERSONAL PROPERTY

I GIVE and BEQUEATH certain items of personal property in accordance with the terms and conditions of a written memorandum which I have prepared in my own handwriting, which should be found with this Will. In the event that such memorandum is not found within thirty (30) days after the date of my death, then my Personal Representative may distribute my personal property as if such memorandum was never provided for in this Will. I GIVE and BEQUEATH all other tangible personal property owned by me at the time of my death, including, but not limited to, furniture, furnishings, household items, wearing apparel, sporting equipment, jewelry, boats and automobiles, together with all policies of insurance relating thereto, to my spouse, if my spouse survives me, or, if my spouse does not survive me, to my children who survive me, to be divided between them, as they may agree.

ARTICLE FOUR
RESIDUARY BEQUEST

A. All the rest, residue and remainder of my property and estate, both real and personal, of whatsoever kind and wheresoever situated, of which I shall die seized or

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possessed or of which I shall be entitled to dispose at the time of my death (my "residuary estate"), I GIVE, DEVISE and BEQUEATH to my spouse, if she survives me. However, my spouse shall have the right to disclaim all or any part of my residuary estate. Assets disclaimed by my spouse shall be distributed and administered as part of a separate trust, herein referred to as the "Disclaimer Trust," as provided in Article Five below.

B. If my spouse does not survive me, I GIVE, DEVISE and BEQUEATH my residuary estate to my children who survive me, in equal shares. If a child of mine does not survive me, such deceased child's share shall go to my surviving child.

ARTICLE FIVE
DISCLAIMER TRUST

A. If my spouse makes a disclaimer as described in Article Four above, resulting in the allocation of assets to the Disclaimer Trust, the Trustee shall hold said proceeds, IN TRUST, to manage, invest and reinvest the same, to collect the income thereof, and to pay over the net income to my spouse, or to apply the same for my spouse's benefit, in convenient installments, but at least annually, during my spouse's life. I authorize my Trustee to pay over to my spouse, or to apply for my spouse's benefit such sum or sums from the principal of the Trust as may be necessary for my spouse's maintenance, health, education and support, in my spouse's accustomed standard of living as my Trustee, in my Trustee's sole discretion, shall determine. In determining the amount of principal, if any to be paid to or applied for the benefit of my spouse, I authorize, but do not require my Trustee, in my Trustee's sole discretion, to take into consideration any sources of income available to or assets owned by or held for the use and benefit of my spouse.

B. Upon the death of my spouse, the principal of the Trust, as it shall then be constituted, shall be added to my residuary estate, and shall be transferred, conveyed and paid over to my children who survive me, in equal shares. If a child of mine does not survive me, such deceased child's share shall go to my surviving child.

ARTICLE SIX
FIDUCIARIES

A. I NOMINATE and APPOINT my spouse as my Personal Representative. If she shall fail or cease to act as such Personal Representative, I NOMINATE and APPOINT GARY W. STUTTS and JOHN T. STUTTS, or the survivor of them, as successor Co-Personal Representatives.

If a resident of the state of my domicile is required to serve as Personal Representative under my Will and no resident is serving, I authorize the person or persons named as Personal Representative in this Will to appoint a resident to serve as Co-Personal Representative or alone, as the case may be.

B. I NOMINATE and APPOINT my spouse as Trustee of the Disclaimer Trust described in Article Five above. If she is unavailable to serve as Trustee, I NOMINATE and APPOINT GARY W. STUTTS and JOHN T. STUTTS, or the survivor of them, as successor Co-Trustees.

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C. I DIRECT that no bond or other security shall be given by or required of any person hereinabove named for the faithful performance of such person's fiduciary duties in any capacity hereunder.

D. I AUTHORIZE my Personal Representative to administer and settle my estate without the necessity of filing an inventory or making any report, accounting or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal shall be required by law.

E. During the period of administration of my estate, my Personal Representative shall be 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.

F. I DIRECT that any fiduciary serving hereunder shall be entitled to receive reasonable compensation for his or her services.

ARTICLE SEVEN
FIDUCIARY POWERS

My Fiduciaries, shall without diminution or restriction of the powers vested by law, or elsewhere in this instrument, and subject to all the privileges of this instrument, shall without the necessity of procuring any judicial authorization therefor, or approval thereof, shall be vested with, and in the application and of their best judgment and discretion on behalf of the beneficiaries of this instrument, shall be authorized to exercise the powers and rights set forth in T.C.A. 35-50-110, including any and all acts amendatory thereof, which are included herein by this reference.

ARTICLE EIGHT
TAX

I direct that my Personal Representative pay out of my residuary estate as an administration expense thereof without apportionment, all estate, inheritance, transfer, succession and other similar taxes imposed by any jurisdiction whatsoever by reason of my death (excluding, however, any tax on any "generation-skipping transfer" imposed under Chapter 13 of the Internal Revenue Code or a corresponding provision of state law, [and any tax, including interest and penalties thereon, on any "qualified terminable interest property" to the extent such amounts are recoverable under section 2207A of the Internal Revenue Code [but including any additional estate taxes imposed by section 2032A of the Internal Revenue Code or a corresponding provision of state law]), together with interest and penalties thereon, upon or with respect to any property which passes under the provisions of this Will or imposed upon or with respect to any recipient thereof. All such taxes upon or with respect to any other property passing other than under the provisions of this Will or imposed upon or with respect to any recipient thereof shall be apportioned against and paid by the person in possession thereof or benefited thereby, in the manner provided by law.

My Personal Representative shall, in its absolute discretion, determine whether or

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not to elect to treat any part or all of any property as qualified terminable interest property within the meaning of Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, or any successor thereto (and/or as a qualified domestic trust within the meaning of Section 2056(d) and Section 2056A(a), and any comparable election granted by any other taxing authority. Without intending to limit in any manner the absolute discretion granted to my Personal Representative by the foregoing sentence, I expect that my Personal Representative will aim to minimize the estate taxes payable by my estate upon my death.

I authorize my Personal Representative to make such other elections under the tax laws as it, in its absolute discretion, deems advisable, regardless of the effect thereof on any of the interests under this Will, and I direct that there shall be no adjustment of such interests by reason of any action taken by my Personal Representative pursuant hereto.

The determination by my Personal Representative with respect to all elections referred to in this Article shall be final and conclusive upon all persons.

I authorize and empower my Personal Representative, without duty to give or obtain consideration therefor, to join with my spouse, or my spouse's estate, in the filing of any federal income tax return for any year for which I have not filed such return prior to my death; and also to consent to any gifts made by my spouse as being made half by me for the purpose of the federal gift tax law; and my Personal Representative may take such action even though it may result in additional liabilities for my estate. Any income or gift taxes due on such returns, any deficiencies, interest, or penalties thereon, any payments on account of estimated taxes, and any refunds of taxes based on joint returns shall be allocated in such manner between my estate and my spouse or my spouse's estate, or all to any of them, as my Personal Representative in my Personal Representative's sole discretion shall deem equitable and proper.

ARTICLE NINE
SURVIVORSHIP

My spouse and I should die in a common disaster or under other circumstances so that the order of our deaths cannot be determined, my spouse shall be deemed to have survived me.

ARTICLE TEN
RULE AGAINST PERPETUITIES

Notwithstanding any other provision of my Last Will and Testament, at the end of twenty-one (21) years after the death of the last to die of myself, my spouse, and all descendants of mine who are living at the time of my death, or if longer, and permitted by applicable law, the date that is ninety (90) years after the date of my death, the Trustee of each and every testamentary trust established pursuant to the terms hereof shall distribute the principal and all accrued or undistributed net income of said trust(s) to the beneficiaries of the trust(s).

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ARTICLE ELEVEN
SPENDTHRIFT

A beneficiary's interest in any trust created pursuant to this Will may not be pledged, assigned, sold, transferred, alienated, encumbered or anticipated by such beneficiary in any way; nor shall any such interest in any manner be liable for or subject to the debts, liabilities or obligations of such beneficiary or claims of any sort, including those claims of any beneficiary's spouse against such beneficiary.

ARTICLE TWELVE
SEVERABILITY

If any provision of this Will is unenforceable, the remaining provisions shall nevertheless be carried into effect. The construction and interpretation of this Will shall be in accordance with Tennessee statutory and decisional law in effect as of the date of execution hereof.

IN WITNESS WHEREOF, I have to this my Last Will and Testament contained in five sheets of paper, subscribed my name this 9th day of March, 2011.

Reuben C. Stutts
REUBEN C. STUTTS

SUBSCRIBED by REUBEN C. STUTTS in the presence of us and each of us and at the same time declared by him to us and each of us to be his Last Will and Testament, and thereupon we, at his request and in his presence and in the presence of each other, subscribed our names this 9th day of March, 2011.

[signature] residing at 1107 Murray Creek Lane Franklin TN 37069

[signature] residing at 6647 Cool Springs Rd Thompsons Station TN 37179

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS OFFICE.
ELAINE B. BEELER, Clerk & Master
THIS STATE WILLIAMSON CO.

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STATE OF TENNESSEE)
)
COUNTY OF WILLIAMSON)

We, the undersigned, being duly sworn, say:

1. We witnessed the execution of the foregoing Last Will and Testament, dated the 9th of March, 2011. REUBEN C. STUTTS subscribed said Last Will and Testament at the offices of Yost Robertson Nowak PLLC, Franklin, Tennessee, on the 9th of March, 2011, in our presence. At the time of making such subscription, REUBEN C. STUTTS declared the said instrument so subscribed by him to be his Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument, at the request of REUBEN C. STUTTS and in his presence, and in the presence of each other.

2. In our opinion, REUBEN C. STUTTS, at the time of so executing said instrument was upwards of the age of eighteen (18) years, and was in all respects competent to make a Will.

3. We make this affidavit at the request of REUBEN C. STUTTS.

Carl E. Nowak II

Jean Tolsma

Sworn to and subscribed before me this 9th day of March, 2011.

Cynthia M. McCarville

NOTARY PUBLIC

My Commission Expires: 6/30/13

CYNTHIA M. McCARVILLE STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY

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