THIS AFFIDAVIT OF HEIRSHIP PREPARED BY:

PAUL A. GONTAREK, ESQ.
Howard Mobley Hayes & Gontarek, PLLC
2319 Crestmoor Road
Nashville, Tennessee 37215
(615) 627-4444

BILL GARRETT, Davidson County
Trans:T20140003179 AFFIDAVITH
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20140115-0003965

AFFIDAVIT OF HEIRSHIP

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Pursuant to Tenn. Code Ann. Section 30-2-712, I, LARRY MULLINS, being duly sworn, hereby state as follows:

1. My name is LARRY MULLINS.

2. I have personal knowledge of the matters stated in this Affidavit.

3. ARTHUR E. WAIR, JR. (the "Decedent") died on June 28, 2012, as evidenced by the Certificate of Death attached hereto as Exhibit A.

4. At the time of the Decedent's death, the Decedent owned a one-half (1/2) undivided interest in a parcel of real property located at Barnes Road in Davidson County, Tennessee (the "Property"). A full legal description of the Property is attached hereto as Exhibit B.

5. The Decedent died testate, leaving a Last Will and Testament dated February 8, 2012 (the "Will"), which is attached hereto as Exhibit C.

6. The Will does not contain a specific provision directing that the Decedent's real property be administered as part of his estate subject to the control of his personal representative; therefore, the Property vested immediately upon the Decedent's death in the beneficiaries named in the Will as provided in Tenn. Code Ann. Section 31-2-103.

7. I am the sole beneficiary named in the Decedent's Will.

8. This Affidavit will confirm that title to the Decedent's one-half (1/2) undivided interest in the Property vested in me immediately following the Decedent's death.

Further, Affiant saith not.

SIGNED this the 2ND day of JANUARY, 2014.

LARRY MULLINS

Sworn to and subscribed before me
on this the 2ND day of JANUARY, 2014.

Notary Public

My Commission Expires: 11-3-2015

JERRY D. MAYES
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

EXHIBIT A

Certificate of Death of Arthur Edward Wair, Jr.

(Attached)

STATE OF TENNESSEE
Office of Vital Records

120384 0

TENNESSEE DEPARTMENT OF HEALTH
CERTIFICATE OF DEATH
STATE FILE NUMBER

DECEDENT

1. DECEDENT'S LEGAL NAME (First, Middle, Last, Suffix): Arthur Edward Wair, Jr.
2. SEX: Male
3. DATE OF DEATH (Month, Day, Year): June 28, 2012
4. TIME OF DEATH (Approx.): 9:08 pm
5a. AGE-Last Birthday (Years): 76
5b. UNDER 1 YEAR: Months / Days
5c. UNDER 1 DAY: Hours / Minutes
6. DATE OF BIRTH (Month, Day, Year): December 12, 1935
7. BIRTHPLACE (City and State or Foreign Country): Antioch, TN

TYPE/PRINT IN PERMANENT BLACK INK

8a. PLACE OF DEATH (Check only one)
IF DEATH OCCURRED IN A HOSPITAL: ☐ Inpatient ☐ ER/Outpatient ☐ DOA
IF DEATH OCCURRED SOMEWHERE OTHER THAN A HOSPITAL: ☒ Hospice facility ☐ Nursing home/Long term care facility ☐ Decedent's home ☐ Other residence ☐ Other (Specify)

8b. FACILITY NAME (If not institution, give street and number): Alive Hospice at Skyline Madison
8c. CITY OR TOWN: Madison
8d. COUNTY OF DEATH: Davidson

NAME OF DECEDENT (For use by Physician or Institution)

9. MARITAL STATUS: ☐ Married ☐ Married, but separated ☐ Widowed ☒ Divorced ☐ Never married ☐ Unknown
10. SURVIVING SPOUSE (If wife, give name prior to first marriage)
11a. DECEDENT'S USUAL OCCUPATION: Truck Driver
11b. KIND OF BUSINESS/INDUSTRY: Transportation
12. SOCIAL SECURITY NUMBER: [redacted]-2136
13a. RESIDENCE-STATE OR FOREIGN COUNTRY: Tennessee
13b. COUNTY: Davidson
13c. CITY OR TOWN: Antioch
13d. STREET AND NUMBER: 984 Barnes Road
13e. INSIDE CITY LIMITS: ☒ Yes ☐ No
13f. ZIP CODE: 37013
14. WAS DECEDENT EVER IN US ARMED FORCES? ☒ Yes ☐ No

15. DECEDENT'S EDUCATION (Check the box that best describes the highest degree or level of school completed at the time of death)
☐ 8th grade or less
☐ 9th – 12th grade; no diploma
☒ High school graduate or GED completed
☐ Some college credit, but no degree
☐ Associate degree (e.g., AA, AS)
☐ Bachelor's degree (e.g., BA, AB, BS)
☐ Master's degree (e.g., MA,MS,MEng,MEd,MSW,MBA)
☐ Doctorate (e.g., PhD, EdD) or Professional degree (e.g., MD, DDS, DVM, LLB, JD)
☐ Unknown

16. DECEDENT OF HISPANIC ORIGIN? (Check the box that best describes whether the decedent is Spanish/Hispanic/Latino. Check the "No" box if decedent is not Spanish/Hispanic/Latino)
☒ No, not Spanish/Hispanic/Latino
☐ Yes, Mexican, Mexican American, Chicano
☐ Yes, Puerto Rican
☐ Yes, Cuban
☐ Yes, other Spanish/Hispanic/Latino (Specify)
☐ Unknown

17. DECEDENT'S RACE (Check one or more races to indicate what the decedent considered himself or herself to be)
☒ White
☐ Black or African American
☐ American Indian or Alaska Native (Name of the enrolled or principal tribe)
☐ Asian Indian
☐ Chinese
☐ Filipino
☐ Japanese
☐ Korean
☐ Vietnamese
☐ Other Asian (Specify)
☐ Native Hawaiian
☐ Guamanian or Chamorro
☐ Samoan
☐ Other Pacific Islander (Specify)
☐ Other (Specify)
☐ Unknown

PARENTS

18. FATHER'S NAME (First, Middle, Last): Arthur Edward Wair, Sr.
19. MOTHER'S NAME PRIOR TO FIRST MARRIAGE (First, Middle, Last): Veatrice Campbell

DISPOSITION

20a. INFORMANT'S NAME: Juanita Jackson
20b. RELATIONSHIP TO DECEDENT: Sister
20c. MAILING ADDRESS (Street and Number, City, State, Zip Code): 6007 Cloverland Dr., Brentwood, TN 37027
21a. METHOD OF DISPOSITION: ☒ Burial ☐ Cremation ☐ Donation ☐ Entombment ☐ Removal from State ☐ Other (Specify)
21b. PLACE OF DISPOSITION (Name of cemetery, crematory, other place): Wair Cemetery
21c. LOCATION - City or Town and State: Antioch, TN
22a. SIGNATURE OF FUNERAL DIRECTOR: ▶ William R. Appleton
22b. LICENSE NUMBER: 2700
22c. SIGNATURE OF EMBALMER: ▶ Nickless LaFayette Keith, Jr.
22d. LICENSE NUMBER: 6544
23a. NAME AND ADDRESS OF FUNERAL HOME: Woodbine Funeral Home, Hickory Chapel, 5852 Nolensville Rd., Nashville, TN 37211
23b. LICENSE NUMBER OF FUNERAL HOME: 760

REGISTRAR

24. REGISTRAR'S SIGNATURE: ▶ Tonya Y. Foreman Dr
25. DATE FILED (Month, Day, Year): July 3, 2012

CERTIFIER

26. CERTIFIER (Check only one):
26a. ☒ PHYSICIAN - To the best of my knowledge, death occurred at the date and place, and due to the cause(s) and manner stated.
26b. ☐ MEDICAL EXAMINER - On the basis of examination, and/or investigation, in my opinion, death occurred at the date, and place, and due to the cause(s) and manner stated.

PHYSICIAN OR MEDICAL EXAMINER EXECUTING CAUSE OF DEATH MUST COMPLETE AND SIGN WITHIN 48 HOURS.

27a. SIGNATURE OF CERTIFIER: ▶ [signature]
27b. LICENSE NUMBER: 35964
27c. DATE SIGNED (Month, Day, Year): 7/3/2012
27d. NAME AND ADDRESS: Dr. Martha Leonard 1718 Patterson St., Nashville, TN 37203

MEDICAL CERTIFICATION

28. PART I. Enter the chain of events (diseases, injuries, or complications) that directly caused the death. DO NOT enter terminal events such as cardiac arrest, respiratory arrest, or ventricular fibrillation without showing the etiology. Enter only one cause on a line.
IMMEDIATE CAUSE (Final disease or condition resulting in death) → a. Cholangiocarcinoma — Due to (or as a consequence of)
Sequentially list conditions, if any, leading to the cause listed on line a. Enter the UNDERLYING CAUSE (disease or injury that initiated the events resulting in death) LAST
b. — Due to (or as a consequence of):
c. — Due to (or as a consequence of):
d.
Approximate Interval: Onset to death: a. 3 months

PART II. Other significant conditions contributing to death but not resulting in the underlying cause given in PART I.

29a. WAS AN AUTOPSY PERFORMED? ☐ Yes ☒ No
29b. WERE AUTOPSY FINDINGS AVAILABLE TO COMPLETE THE CAUSE OF DEATH? ☐ Yes ☒ No

30. MANNER OF DEATH: ☒ Natural ☐ Homicide ☐ Accident ☐ Pending Investigation ☐ Suicide ☐ Could not be determined
31. DID TOBACCO USE CONTRIBUTE TO DEATH? ☐ Yes ☐ Probably ☐ No ☒ Unknown
32. IF FEMALE: ☐ Not pregnant within past year ☐ Pregnant at time of death ☐ Not pregnant, but pregnant within 42 days of death ☐ Not pregnant, but pregnant 43 days to 1 year before death ☐ Unknown if pregnant within the past year
33. IF TRANSPORTATION INJURY, SPECIFY: ☐ Driver/Operator ☐ Passenger ☐ Pedestrian ☐ Other (Specify)
34a. DATE OF INJURY (Month, Day, Year)
34b. TIME OF INJURY
34c. INJURY AT WORK? ☐ Yes ☐ No
34d. PLACE OF INJURY – at home, farm, street, factory, office, building, etc. (Specify)
34e. DESCRIBE HOW INJURY OCCURRED
34f. LOCATION OF INJURY (Street and Number, City or Town, State)

PH-1659 (Rev. 10/2011) RDA 1339

ANTI-FRAUD PROTECTION PATENTS 5197756, 5340160

5089706

I hereby certify the above to be a true and correct copy of the original document on file in this department. This certified copy is valid only when printed on security paper showing the red embossed seal of the Department of Health. Alteration or erasure voids this certification.

Tennessee Code Annotated 68-3-101 et seq., Vital Records Act of 1977.

JUL 03 2012

Teresa S. Hendricks
STATE REGISTRAR

Tonya Y. Foreman
Tonya Y Foreman Local Registrar
Davidson County, Tennessee

Date Issued

GREAT SEAL OF THE STATE OF TENNESSEE XVI AGRICULTURE COMMERCE 1796 1936

DEPARTMENT OF HEALTH XVI AGRICULTURE COMMERCE TENNESSEE

CERTIFICATION OF VITAL RECORD

EXHIBIT B

Legal Description of Decedent's Property Located at
Barnes Road in Davidson County, Tennessee

Land in the 5th, formerly 7th, Civil District of Davidson County, Tennessee, described according to a survey made by E.R. Southgate, Surveyor, February 7, 1944, as follows:

Beginning at a stone in the northerly line of the Tom Brooks property, being George W. Wair and wife's southwest corner; thence with said Brooks' northerly line north 83½° west 590 feet to a post at the southeast corner of the T.E. Wair property; thence with said Wair's easterly line north 2½° east 980 feet to a sugar tree; thence north 56° east 767 feet to an elm stump; thence south 3½° west 1450 feet to the beginning, containing 16.52 acres, more or less.

Being the same property conveyed to Sidney W. Wair and Arthur E. Wair, Jr., as tenants in common, their heirs and assigns, by Executor's Quitclaim Deed from Ralph M. Wair, as Executor of the Estate of Veatrice Campbell Wair, dated January 25, 2008, of record as Instrument Number 20080318-0027312 in the Register's Office of Davidson County, Tennessee.

EXHIBIT C

Last Will and Testament of Arthur E. Wair, Jr.

(Attached)

Copy

FILED
AUG 02 2012
RICHARD R. ROOKER, Clerk
By [signature] Deputy

12P 1126

LAST WILL & TESTAMENT

OF

ARTHUR E. WAIR, JR.

Donald R. Barrett, Jr., Esq.
Sidwell, Barrett & Welch, P.C.
121 First Avenue South, Suite 200
Franklin, Tennessee 37064
615-790-8868

Copy

LAST WILL AND TESTAMENT

OF

ARTHUR E. WAIR, JR.

Introductory Clause. I, **ARTHUR E. WAIR, JR.,** a resident of and domiciled in the State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am not married.

I have no children.

I have one (1) sister, Juanita Carmine Jackson and two (2) brothers, Ralph Michael Wair and Sidney Wallace Wair.

ITEM I.

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate.

ITEM II.

Direction to Pay All Taxes from Residuary Estate. I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes.

AEW Jr

Copy

ITEM III.

A. I direct that my household goods and personal effects and other household contents found and contained within the residence in which I am residing at the time of my death be distributed in accordance with the latest memorandum signed and dated by me. Any items not disposed of in such a memorandum, or all items in absence of such memorandum shall be distributed to **Larry Mullins**.

In the event **Larry Mullins** does not survive me, I bequeath all of the aforesaid property in equal shares to **Marcia G. Mullins** and **Susan G. Prespare**. In making a division of my household goods and personal effects, my Executor shall take into consideration the wishes of my devisees, but the decision of my Executor with respect to such division shall be conclusive. My Executor may sell any such items and add the proceeds to my residuary estate.

B. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises), wherever situate and whether acquired before or after the execution of this Will to **Larry Mullins**.

C. If **Larry Mullins** does not survive me, then all the rest residue and remainder of my property of every kind and description wherever situate and whether acquired before or after the execution of this will shall be given to **Marcia G. Mullins** and **Susan G. Prespare** in equal shares, per stirpes.

D. In the introductory paragraph of my will, I listed the names of my sister and brothers. They are mentioned to indicate to all interested parties that I did not forget about their existence but simply to re-iterate that it is my specific desire that they have no part of my estate and that I specifically disinherit them from my estate.

ITEM IV.

Naming the Executor, Executor Succession, Executor's Fees and Other Matters. The provisions for naming the Executor, Executor succession, Executor's fees and other matters are set forth below:

A. **Naming an Individual Executor.** I hereby nominate, constitute, and appoint as Executor of this my Last Will and Testament **Larry Mullins** and direct that he shall serve without the requirement of filing and inventory, an annual accounting or posting bond.

B. **Naming Individual Successor or Substitute Executor.** If my individual Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, the successor or substitute Executor who shall also serve without bond, accounting or inventory shall be **Donald R. Barrett, Jr.**

AEW Jr

Copy

C. **Fee Schedule for Individual Executor.** For its services as Executor, my individual Executor shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ITEM V.

Definition of Executor. Whenever the word "Executor" or any modifying or substituted pronoun therefor are used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon my Executor originally named herein.

ITEM IV.

Powers for Executor My Executor is authorized in its fiduciary discretion (which shall be subject to the standard of reasonableness and good faith to all beneficiaries) with respect to any property, real or personal, at any time held under any provision of this my Will and without authorization by any court and in addition to any other rights, powers, authority and privileges granted by any other provision of this my Will or by statute or general rules of law:

A. To retain any property or undivided interests in property owned by me at the time of my death, including residential property and shares of my Executor's own stock, regardless of any lack of diversification, risk or non-productivity, as long as it deems advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange, although such property represents a large percentage of the total property of my estate.

B. To invest and reinvest all or any part of my Estate in any property and undivided interests in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, limited liability companies or similar entities, 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 of my Executor, 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.

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

AEW Jr

Copy

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

E. To keep, at any time and from time to time, all or any portion of my Estate in cash and un-invested for such period or periods of time as it may deem advisable, without liability for any loss in income by reason thereof.

F. To sell or exercise stock subscription or conversion rights.

G. To refrain from voting or to vote shares of stock owned by my 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.

H. To participate in any plan of reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of my Estate, and to deposit such stock or other securities under any plan of reorganization or 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 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 it may deem advisable in connection therewith.

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

J. 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 trust.

K. 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 partition by giving or receiving consideration, and to dedicate easements to public use without consideration.

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

M. 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, including the power to incorporate the business and to put additional capital into the business, for such time as it shall deem advisable, without liability for loss resulting from the continuance or operation of the

AEWJr

Copy

business except for its own negligence; and to close out, liquidate or sell the business at such time and upon such terms as it shall deem best.

N. To collect, receive, and receipt for rents, issues, profits, and income of my Estate.

O. To insure the assets of my Estate against damage or loss and my Executor or Trustee against liability with respect to third persons.

P. 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 itself in its separate, or any fiduciary, capacity.

Q. To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor of or against my Estate as my Executor shall deem best.

R. To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys- at-law, tax specialists, realtors, and other assistants and advisors deemed by my Executor needful for the proper administration of my Estate, and to do so without liability for any neglect, omission, misconduct, or default of any such agent or professional representative provided such person was selected and retained with reasonable care.

S. To determine what shall be fairly and equitably charged or credited to income and what to principal.

T. To hold and retain the principal of my Estate 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's books of account; and to allocate to each share or part of share its proportionate part of all receipts and expenses.

U. To make payment in cash or in kind, or partly in cash and partly in kind upon any division or distribution of my Estate (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 appraise any asset and to distribute such asset in kind at its appraised value; and when dividing fractional interests in property among several beneficiaries to allocate entire interests in some property to one beneficiary and entire interests in other property to another beneficiary or beneficiaries.

V. To exercise any power herein granted with reference to the control, management, investment or disposition of my Estate as Executor without having to declare in which capacity it is acting.

W. In general, to exercise all powers in the management of my Estate which any individual could exercise in his own right, upon such terms and conditions as it may reasonably

AEW Jr

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deem best, and to do all acts which it may deem reasonably necessary or proper to carry out the purposes of this my Will.

ITEM V.

Provision for Executor to Continue Farming Operation. In addition to any other powers granted to my Executor, my Executor may in its discretion continue any farming operation received by my Executor as a part of my Estate for a period of time as my Executor shall determine and to do any and all things deemed advisable by my Executor in the management and maintenance of such farm and the production and marketing of crops and dairy, poultry, livestock, orchard and forest products including, but not limited to, the following powers:

A. to operate the farm with hired labor, tenants or sharecroppers;

B. to lease or rent the farm for cash, for a share of the crops or for a combination thereof;

C. to purchase or otherwise acquire farm machinery and equipment and livestock;

D. to construct, repair and improve farm buildings of all kinds needed in my Executor's or Trustee's judgment for the operation of the farm;

E. to make and obtain loans or advances at the prevailing rate of interest for farm purposes such as for the construction, repair or improvement of farm buildings or for the purchase of farm machinery or equipment or livestock;

F. to employ approved soil conservation practices to conserve, improve and maintain the fertility and productivity of the soil;

G. to protect, manage and improve the timber and forest on the farm and to sell the timber and forest products when it is in the best interest of the estate or trust;

H. to ditch, dam and drain damp or wet fields and areas of the farm when needed;

I. to engage in the production of livestock, poultry or dairy products and to construct such fences and buildings and to plant such pastures and crops as may be necessary to carry on such operations;

J. to market the products of the farm;

K. to employ, in general, good husbandry in the management of the farm.

AEW Jr

Copy

ITEM VIII.

Executor Has Discretion to Allow Beneficiary or Beneficiaries to Occupy Residential Real Estate. My Executor may in its discretion permit any beneficiary or beneficiaries to occupy rent free any residence constituting a part of the trust assets for such beneficiary or beneficiaries and to pay the real estate taxes thereon, expenses of maintaining the residence in suitable repair and condition and hazard insurance premiums on the residence.

ITEM IX.

Discretion Granted to Executor in Reference to Tax Matters. My Executor as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executor believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executor shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my Executor shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions and shall have the discretion to file a joint income tax return with my wife.

ITEM X.

Appointment of Ancillary Representative. If it becomes necessary for a representative of my estate to qualify in any jurisdiction other than the State of my domicile at the time of my death, then to the extent that I may legally do so, I hereby nominate, constitute, and appoint my Executor named in this Will as my representative in such jurisdiction and direct that such Executor shall serve without bond. If for any reason my Executor is unable or unwilling to serve as such representative or cannot qualify as such representative, then I hereby appoint my Executor named herein to designate (to the extent that it may legally do so) a person or a corporation to serve as my representative and request that such person or corporation shall serve without bond. Any representative named as provided herein (to the extent that it may legally do so) shall have in such jurisdiction all the powers and duties conferred or imposed on my Executor by the provisions of this Will.

AEW Jr

Copy

ITEM XI.

Definition of Words Relating to the Internal Revenue Code. As used herein, the words "gross estate," "adjusted gross estate," "taxable estate," "unified credit" ("unified credit" shall also mean "applicable credit amount"), "state death tax credit," "maximum marital deduction," "marital deduction," "pass," and any other word or words which from the context in which it or they are used refer to the Internal Revenue Code shall have the same meaning as such words have for the purposes of applying the Internal Revenue Code to my estate. For purposes of this Will, my "available generation-skipping transfer exemption" means the generation-skipping transfer tax exemption provided in section 2631 of the Internal Revenue Code of 1986, as amended, in effect at the time of my death reduced by the aggregate of (1) the amount, if any, of my exemption allocated to lifetime transfers of mine by me or by operation of law, and (2) the amount, if any, I have specifically allocated to other property of my gross estate for federal estate tax purposes. For purposes of this Will if at the time of my death I have made gifts with an inclusion ratio of greater than zero for which the gift tax return due date has not expired (including extensions) and I have not yet filed a return, it shall be deemed that my generation-skipping transfer exemption has been allocated to these transfers to the extent necessary (and possible) to exempt the transfer(s) from generation-skipping transfer tax. Reference to sections of the Internal Revenue Code and to the Internal Revenue Code shall refer to the Internal Revenue Code amended to the date of my death.

ITEM XII.

Statement by Testator of Intent Not to Exercise Power of Appointment. I hereby refrain from exercising any power of appointment that I may have at the time of my death.

ITEM XIII.

Simultaneous Death Provision Presuming Beneficiary Predeceases Testator. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me.

ITEM XIV.

Payment of Funeral Expenses and Expenses of Last Illness of Income Beneficiary. On the death of any person entitled to income or support from any Trust hereunder, my Trustee is authorized to pay the funeral expenses and the expenses of the last illness of such person from the principal of the Trust from which such person was entitled to income or support.

AEW Jr

Copy

ITEM XV.

Perpetuities Savings Clause. Notwithstanding anything herein to the contrary, the trusts created hereunder shall terminate not later than Twenty-one (21) years after the death of the last survivor of my wife and issue living on the date of my death (or when this trust becomes irrevocable, if sooner), when my Trustee shall distribute each remaining trust hereunder to the beneficiary or beneficiaries of the current income thereof, and if there is more than one beneficiary, in the proportion in which they are beneficiaries or if no proportion is designated in equal shares to such beneficiaries.

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 8 day of January, 2012.

Arthur E. Wair Jr

ARTHUR E. WAIR, JR.

Copy

Attestation Clause. The foregoing Will bearing on the margin the initials of the Testator, was this 8th day of January, 2012, signed, sealed, published and declared by the Testator as and for his Last Will and Testament in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

M. Kelly Lish, Jr. of Franklin, TN

Dee Walsh of Franklin, TN

_____ of _____

Copy

PROOF OF WILL

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

)
) Self-Proving Affidavit
)

We, **ARTHUR E. WAIR, JR.** and Marvin K Lish, JR, Dee Walker and _____, the Testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testator signed and executed the instrument as his Last Will and that he had signed willingly (or willingly directed another to sign for him), and that he executed it as his free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testator, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testator was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Arthur E Wair Jr
ARTHUR E. WAIR, JR.

Marvin K. Lish, Jr.
Witness

Dee Walker
Witness

_____
Witness

Copy

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Subscribed, sworn to, and acknowledged before me by **ARTHUR E. WAIR, JR.**, the Testator and subscribed and sworn to before me by _____, _____ and _____, witnesses, this 8 day of _____ 2012.

_____
Notary Public for Tennessee

My Commission Expires: 9/28/15

DONALD R. BARRETT JR.
STATE OF TENNESSEE
NOTARY PUBLIC
COUNTY OF WILLIAMSON