Davidson County WILL
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STATE OF TENNESSEE

I, **RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 05 day of MARCH , 2014 , in Case Number 14P298 between CLARK, DONNA SUE PETERS Petitioner, and PETERS, SUEVELYN WADE 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 14 day of MARCH 2014

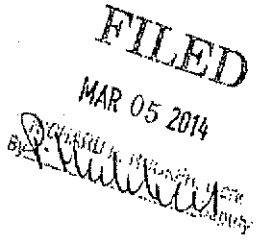
RICHARD R. ROOKER, Clerk,

SEAL

By _____
Deputy Clerk

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LAST WILL AND TESTAMENT OF

SUEVELYN WADE PETERS

14P298

I, SUEVELYN WADE PETERS, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

FIRST

Payments of Debts and Taxes

A. **Payment of Debts**. I direct that all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my fiduciaries, and if paid shall be without right of contribution), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, be paid by my Personal Representative as soon as practical after my death.

B. **Payment of Taxes**. All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this Will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my Personal Representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as amended ("Code"), and which tax is not otherwise paid or payable. Any generation-skipping transfer (hereafter "GST") tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

C. **Real Estate**. All realty is part of my probate estate and shall be treated as personalty for administration purposes.

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SECOND

Specific Bequests

A. **Personal Effects and Household Goods**. I give and bequeath all of my effects of a strictly personal nature for household use, jewelry, automobiles and the like (and all policies of insurance on such property) which I own at the time of my death to my daughter, DONNA SUE PETERS CLARK, if she is then living. If my daughter is not then living, then I hereby give and bequeath all of my said personal property to my then living grandchildren, share and share alike. I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in this paragraph which I wish certain persons to have and request (but do not require) that my wishes as set forth in this memorandum be observed.

B. **Discretion of Personal Representative**. My Personal Representative is authorized to take the joint receipt of my beneficiaries for any bequest to them and my Personal Representative shall not be required to see to the division among them. However, in the event there is no agreement on a division of my personal effects and it becomes necessary to make a division of my personal effects and household and similar items among my beneficiaries, my Personal Representative shall have absolute discretion as to what specific article or articles shall be included in that property, and as to what items thereof each beneficiary shall receive. If any beneficiary is too young to need or is otherwise unable to use the property passing to such beneficiary under this Article, or any part thereof, my Personal Representative may in its absolute discretion:

1. hold all or any part of such property until the beneficiary shall have need or use of it, or

2. deliver all or part to the beneficiary, the beneficiary's guardian, or any person with whom such beneficiary is residing, for the use of said beneficiary, without further responsibility to the Personal Representative, or

3. sell all or any part and give the proceeds to such beneficiary, the beneficiary's guardian, or the person with whom such beneficiary is residing, or add the proceeds to any trust created hereunder for the beneficiary.

The decision of my Personal Representative on these matters shall be binding and conclusive on all beneficiaries.

C. **Expenses**. The reasonable cost of packing, shipping and storing all of my personal effects shall be charged against my estate as an expense of administration.

D. **Specific Cash Bequests**. I hereby will, give and bequeath the following amounts to the following individuals and/or entities:

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1. Five Thousand Dollars ($5,000) to the GIRL SCOUT COUNCIL OF CUMBERLAND VALLEY provided, however, that if the GIRL SCOUT COUNCIL OF CUMBERLAND VALLEY does not then exist, and is not replaced by a successor institution entitled to all the rights and benefits of the named legatee, then, the distribution to such legatee shall lapse and the amount otherwise bequeathed to that legatee shall be added to and held, administered and distributed as a part of the remainder of my residuary estate as hereinafter provided;

2. Five Thousand Dollars ($5,000) to the WEST END UNITED METHODIST CHURCH provided, however, that if the WEST END UNITED METHODIST CHURCH does not then exist, and is not replaced by a successor institution entitled to all the rights and benefits of the named legatee, then, the distribution to such legatee shall lapse and the amount otherwise bequeathed to that legatee shall be added to and held, administered and distributed as a part of the remainder of my residuary estate as hereinafter provided;

3. Fifty Thousand Dollars ($50,000) to my granddaughter, SUSAN WADE WALKER AUGUSTINE;

4. Fifty Thousand Dollars ($50,000) to my granddaughter, SHARON JEANNE WALKER CALVERT;

5. Twenty-Five Thousand Dollars ($25,000) to each of my then living great-grandchildren provided, however, that if at any time, a great-grandchild eligible to receive a bequest under this provision is under legal disability, or in the opinion of the Personal Representative of my estate is incapable of properly managing his/her financial affairs, then the Personal Representative may make this bequest directly to the great-grandchild, to a lawful guardian for the great-grandchild, or to a custodian selected by the Personal Representative for the said great-grandchild under the Tennessee Uniform Transfers to Minors Act or similar applicable law, and all provisions of that Act as they exist at the time of this Will shall apply to the distribution. As used throughout this instrument, the term "lawful guardian" shall mean successfully in the order named (i) the Court appointed guardian of the Estate, (ii) either parent, (iii) the individual having personal custody (whether or not a Court appointed guardian) where no guardian of the Estate has been appointed.

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E. **Specific Devise of Real Property**. If, at the time of my death I own any interest in the Gatlinburg real property which I have owned as a vacation home during my lifetime, then, I will, give, devise and bequeath any such interest equally to my two granddaughters, SUSAN WADE WALKER AUGUSTINE and SHARON JEANNE WALKER CALVERT, or if either of them are not then living, to their issue, *per stirpes*, as tenants-in-common. This bequest shall include either improved or unimproved property which I may then own in Gatlinburg, Tennessee.

THIRD

Discretion to Pay Debts from Insurance

Any insurance on my life or other similar insurance payable to the Personal Representative of my estate, or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my Will; provided, however, that my Personal Representative may in its sole discretion pay my personal debts from the proceeds of such policies, but my Personal Representative shall, in its sole discretion, determine which, if any, of my debts shall be so paid.

FOURTH

Residuary Estate and Family Trust

A. **Creation of Family Trust; Distributions of Income and Principal**. I give, devise and bequeath the rest and residue of my estate of every kind and description to my daughter, DONNA SUE PETERS CLARK, or her issue, *per stirpes*, outright and in fee simple absolute.

FIFTH

Personal Representative

A. **Appointment of Personal Representative and Successor Personal Representative**. I appoint my daughter, DONNA SUE PETERS CLARK, Personal Representative of my Last Will and Testament. I direct that my Personal Representative shall not be required to furnish a bond for the faithful performance of her duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. If DONNA SUE PETERS CLARK is unable or unwilling to serve, then my granddaughter, SHARON JEANNE WALKER CALVERT, shall serve as Personal Representative without bond. My Personal Representative shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any of the residuary distributees or legatees of my estate. Further,

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my Personal Representative shall also be excused from the statutory requirement of making and filing an accounting of the administration of my estate to such court.

B. **Removal of Personal Representative**. My daughter shall be empowered to request and obtain the resignation of any Personal Representative. This power of removal shall be exercised by the delivery of a written request of resignation, accompanied by the written acceptance of the successor Personal Representative. Unless otherwise excused by the successor Personal Representative, the resigning Personal Representative shall, at the expense of the estate, make an accounting of the estate, and deliver all assets and muniments of title thereof to the successor Personal Representative.

C. **Appointment of Successor Personal Representative**. If it becomes necessary to appoint a successor Personal Representative after the resignation or removal of the originally named Personal Representative and successor Personal Representative, my daughter shall appoint either an individual or a corporate fiduciary which shall be a "disinterested Personal Representative." For purposes of this Article, the term "disinterested Personal Representative" shall mean any corporate Personal Representative or any individual Personal Representative (i) who is not, and whose spouse and issue are not, entitled, either of right or in the discretion of any Personal Representative, to present or future distributions (including possible future distributions) of the estate property or any share thereof or any trust created herein, and (ii) who is not a "related or subordinate party" within the meaning of Section 672(c) of the Code, or the corresponding provision of any subsequent federal law.

SIXTH

Personal Representative and Trustee Powers and Duties

My Personal Representative (hereinafter referred to as "fiduciary") shall have the following powers, duties and discretions in addition to those now or hereafter conferred by law:

A. **Incorporation of Statutory Powers**. I incorporate by reference all of the fiduciary powers contained in Section 35-50-110, Tennessee Code Annotated as fully as if set out verbatim herein.

B. **Discretion to Divide and Distribute**. Whenever my fiduciary is required to divide the estate property into separate shares, or to make distribution thereof, it is authorized in its sole discretion to make division or distribution wholly or partly in cash or kind, or assign undivided interests in any property or shares, and to make joint investment of funds belonging to the estate. The judgment of my fiduciary as to the values for such purposes shall be binding and conclusive on everyone.

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C. **Discretion to Retain Assets**. When required to make a distribution or transfer of all or part of the assets of my estate, my fiduciary may retain therefrom assets sufficient in its judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

D. **Tax Elections**. Whenever my Personal Representative shall have the right to elect (1) whether any item of expense connected with the administration of my estate shall be claimed as a deduction for federal income tax purposes, or whether the same shall be claimed instead as a deduction for federal estate tax purposes, or (2) the value of my gross estate as of the date that causes larger death taxes to be payable than would have been payable if my Personal Representative had elected another date, I hereby authorize my Personal Representative to exercise any such right of election in any such manner as it may in its absolute discretion determine to be advisable, even though the manner in which any such election is exercised may result in an advantage or disadvantage to any beneficiary or beneficiaries hereunder. I further direct that no compensating adjustments between income and principal shall be required or made as a result of any such action.

E. **Successor Fiduciaries**. Any successor fiduciary shall be clothed and vested with all duties, rights and powers, whether discretionary or otherwise, as if originally named as such fiduciary. No successor fiduciary shall be liable or responsible in any way for any acts or defaults of any predecessor fiduciary, nor for any loss or expense from or occasioned by anything done or elected to be done by any predecessor fiduciary, but such successor fiduciary shall be liable for his, her or its own acts or default in respect to property actually received by such successor fiduciary. The successor fiduciary may accept the accounts rendered and the assets and property delivered to such successor fiduciary by the predecessor fiduciary as a full and complete discharge to the predecessor fiduciary, and shall incur no liability by reason of so doing.

F. **Duty of Good Faith**. My fiduciary shall be charged with the duty of good faith and reasonable care in the management of the estate or trust, but shall not be responsible for losses, if any, resulting from honest mistakes of judgment.

G. **Early Distributions to Beneficiaries**. My Personal Representative may begin making payment to the beneficiaries of my estate after beginning the administration of my estate and without waiting for the formal establishments of the trusts created herein with the prior written consent of the Trustee. My Personal Representative shall be given credit on its settlement for all disbursements made to the beneficiaries under the provisions of this power.

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H. **Discretion to File Tax Returns**. My fiduciary is authorized to take the following actions in its sole and absolute discretion: to consent, as a shareholder, to any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations; to exercise such elections or options as may be available, as it may deem proper, in the preparation and submission of any federal or other estate or inheritance tax returns, or of any income tax returns for myself, or my estate; and to impose such terms or conditions for the exercise of such consents, elections or options as it deems fit, and to determine in its sole discretion whether any person or persons shall be charged or otherwise compelled to account to any other person for any difference in estate or income or gift taxes resulting from the exercise of such authorities and powers, except that no compensating adjustments between income and shall be required or made as a result of such action.

I. **Discretion Over Business Interests**. I leave to the discretion of the fiduciary hereunder the retention, continuance, sale, liquidation or other disposition of any business or business interests, corporate or otherwise. The fiduciary is specifically empowered to take all steps which it may deem necessary or advisable in connection with any such business or business interests and is to be exempt from any liability for any loss whatsoever for its acts or decisions in good faith relative thereto. The fiduciary is authorized to loan or borrow money to or for such business or business interests or to or for any corporation representing the same and to vote the shares of stock in any such corporation in such manner as the fiduciary may deem advisable, including the power to select or vote for the appointment or election of persons as managers, officers or employees of the fiduciary.

J. **Discretion Over Investments**. My fiduciary shall be empowered to invest, in its discretion, in certificates of deposit, money market and liquid asset funds, bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, currencies, partnership interests (whether general, special or limited), or other securities or property, real or personal, and to employ and terminate the employment of brokers, investment advisors, custodians, managers, and other agents, to pay them reasonable compensation and reimbursement of expenses, and to delegate to such persons or entities the authority to purchase and sell particular investments. In addition, my fiduciary is empowered to retain assets conveyed to the estate or any trust even though retention of such assets results in an overconcentration in one or more similar investments, lack of diversification or lack of current income and though the fiduciary could not properly purchase the property as a trust investment. In addition, my fiduciary shall be empowered to make investments in unproductive property,

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if such investments will enure to the benefit of one or more beneficiaries of the estate or any trust created herein.

K. **Corporate Fiduciary Compensation**. I direct that any corporate fiduciary shall receive compensation for its services in accordance with its regularly adopted Schedule of Compensation in effect and applicable at the time of the performance of such services.

SEVENTH

Miscellaneous

A. **Spendthrift Provision**. Neither the income nor the principal of the bequests created hereunder shall be alienable by any beneficiary thereof either by assignment or by any other method and the same shall not be subject to be taken by such beneficiary's creditors by any process whatsoever.

B. **Perpetuities Savings Provision**. Notwithstanding anything herein to the contrary, the bequests created hereunder shall be terminated not later than any such time after which their continued existence would violate the rule against perpetuities, the rule against suspension of the power of alienation or any other rule of law. At such time, and unless previously terminated, the Trustee shall distribute the entire principal and accumulated income to the respective income beneficiaries thereof.

C. **Definitions**. References to "child" or "children" mean lawful blood descendants in the first degree of the parent designated, and references to "issue" mean lawful blood descendants in the first, second or any other degree of the ancestor designated, provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents and shall not be considered descendants of the adopted child's natural parents, except that where a child is adopted by a spouse of one of his or her natural parents, such child shall be considered to be a descendant of such natural parent as well as a descendant of the adopting parent; whenever distribution is to be made to designated "issue" on a per stirpes basis, the property shall be distributed to the persons and in the proportions that personal property of the named ancestor would be distributed under the laws of the State of Tennessee in force at the time stipulated for distribution if the named ancestor had died intestate at such time, domiciled in such State, not married and survived only by such issue.

D. **Gender**. As used herein, the neuter gender shall be deemed to include the feminine and masculine wherever necessary or appropriate and without distinction, the singular shall include the plural and the masculine shall include the feminine.

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EIGHTH

Governing Law

Except where otherwise specifically stated, this Will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the ninth (9th) page of my Last Will and Testament, consisting of nine (9) typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this 9 day of Oct., 2000, at Nashville, Tennessee.

Suevelyn Wade Peters
SUEVELYN WADE PETERS

SIGNED, PUBLISHED AND DECLARED by the above-named Testatrix, SUEVELYN WADE PETERS, as and for her Last Will and Testament, in the presence of us, who at her request, in her presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the Testatrix to be of sound and disposing mind and memory.

Cynthia Rafferty Boden
WITNESS

Address 2550 Cook Road
Mount Juliet TN 37122

Leiann M. Beaty
WITNESS

Address 141 Neese Dr. Apt. Y483
Nashville, TN 37211

THIS INSTRUMENT
PREPARED BY: T. RICHARD TRAVIS
MANIER & HEROD,
A TENNESSEE PROFESSIONAL CORPORATION
2200 FIRST UNION TOWER
150 FOURTH AVENUE NORTH
NASHVILLE, TENNESSEE 37219

S.W.P.
(Initials)

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AFFIDAVIT BY WITNESSES TO WILL

Cynthia Rafferty-Barber and Leiann Beaty
WITNESS WITNESS

after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by SUEVELYN WADE PETERS as and for, and at that time acknowledged, published and declared by her to be her Last Will and Testament, in the sight and presence of us, the undersigned, who at her request and in her sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 9th day of October, 2000; and we further make oath or affirm that the Testatrix was of sound mind and disposing memory, and not acting under the 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.

Cynthia Rafferty Barber
WITNESS

Leiann M. Beaty
WITNESS

Sworn to and subscribed to before me, Rebekah Warren, this 9th day of October, 2000.

Rebekah Warren
NOTARY PUBLIC

My Commission Expires: 7/24/2004

151138

CERTIFICATE OF AUTHENTICITY

I, Carolyn Schott, do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Carolyn Schott

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Sara Weedman, a Notary Public in and for the County and State aforesaid, personally appeared, Carolyn Schott, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledges this certification of an electronic document is true and correct.

WITNESS my hand and seal at office in Nashville, Tennessee, this 17th day of March, 2014.

SARA WEEDMAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires SEPT. 11, 2017

Sara Weedman
Notary Public

My Commission Expires: _____