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LAST WILL AND TESTAMENT
OF
RUTH N. BEARDEN

FILED
APR 02 2014
RICHARD R. ROOKER, Clerk
By _____ D.C.

I, Ruth N. Bearden, a citizen of the United States residing in Davidson County, Tennessee, do make, publish and declare this my Last Will and Testament, hereby revoking all prior Wills and Codicils.

ITEM I

Identifications and Definitions

As used in this Will, the following identifications and definitions shall apply:

A. Family Description. I have one (1) child. She is Sharon V. Ballinger. The terms "child" or "children" when referring to my children shall only mean the child named herein and these words shall be construed herein in the appropriate number and gender as the context requires.

B. In referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice-versa, if the context indicates that such a reading would be appropriate. If a successor Executrix or Trustee is appointed, then reference to the word "Executrix" or "Trustee" shall be deemed to refer to such successor Executrix or Trustee.

C. Upon the termination or division of any trust created hereunder, the term "issue" is to be interpreted so as to insure that living parents do not share any distributions of income or principal with their issue, but rather the parent would take to the exclusion of his or her issue. In addition, the terms "issue", "child" or "children" shall include adopted persons. A child in gestation, who is later born alive, shall be regarded as a child in being during the period of gestation, in determining whether any person has died without leaving surviving issue, and in determining, on the termination of any trust created hereunder, whether such child is entitled to share in the disposition of the trust's then-remaining principal and undistributed income; provided, however, for all other purposes such child's rights shall accrue from the child's date of birth.

D. The term "education" is to be construed liberally and is to include, but is not necessarily limited to, private pre-school institutions, private grade schools, private college preparatory institutions, undergraduate, as well as post-graduate institutions, institutions for children or adults subject to learning disabilities, vocational schools and trade schools. Provided, however, the term "education" does not include enrollment at institutions which do not maintain a full-time faculty (with the exception of night schools in which case a regularly appointed faculty shall suffice) or one whose primary purpose is to disseminate knowledge necessary to engage in any activity which, as to the interested trust beneficiary, might properly be deemed a diversion, a casual pursuit or a hobby. A determination by the Trustee, in her sole and absolute discretion, that an expense is not incurred for "education" shall be conclusive as to all parties. Expenses incurred for "education" shall be deemed to include all costs charged by such schools or institutions, together with other expenses incident to obtaining such education. Further, whenever a child resides away from home in attendance at an educational institution, such expenses shall include reasonable charges for room and board, transportation expenses for a reasonable number of

I hereby certify that this is a true copy of original instrument filed in my office this 2 day of APR 2014
RICHARD R. ROOKER Clerk
By _____ Deputy Clerk

trips between home and the educational institution and a reasonable monthly allowance for the child.

ITEM II

Payment of Expenses, Claims and Taxes

I direct that all of my just debts (except secured debts, which may be paid off or retained in the discretion of my Executrix) including unpaid charitable pledges, funeral expenses, and the cost of administration of my estate be paid from my residuary estate as soon as may be convenient after my death. My Executrix, in her sole and absolute discretion, may pay from my domiciliary residuary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. Except as otherwise provided herein, I further direct that all estate, inheritance, generation-skipping transfer and other taxes of the same nature that are payable because of my death with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate (after any reductions due to amounts passing to any charity which qualify for an estate tax deduction) as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. Any interest payable with respect to these taxes shall be a charge against the income from my residuary estate. Provided, however, my Executrix shall, to the extent possible and practicable, seek reimbursement for recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I had a qualifying income interest for life, over which I had a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Code from such property which such tax is not otherwise paid or payable. Each portion of my residuary estate with respect to which a federal or state generation-skipping transfer tax, if any, is payable, including any interest or penalties thereon, shall be charged directly with that tax. My Executrix, in her sole and absolute discretion, may use the proceeds of any life insurance payable to my estate for the payment of debts or taxes.

ITEM III

Bequest of Household Furnishings, Personal Effects, Automobiles, Etc.

The following provisions shall be applicable to the distribution of my tangible personal property:

A. I intend to prepare a signed and dated memorandum setting forth my wishes concerning the distribution of certain items of my tangible personal property. It is my desire that my Executrix locate such signed and dated memorandum and distribute such items to the individuals designated as recipients in such memorandum. If, however, no such memorandum is found and identified as such by my Executrix within ninety (90) days after my death, then such memorandum shall be deemed null and void and all of my tangible personal property shall be distributed in the same manner as provided for in Paragraph B of this Item. In addition, any tangible personal property that is not listed on such memorandum or any tangible personal property that is listed on such memorandum and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made, shall be distributed in the same manner as provided for in Paragraph B of this Item.

B. I bequeath my remaining household furnishings, personal effects, automobiles and all other tangible personal property as well as all policies of insurance on such property or connected with its use (except cash on hand or deposit and the property bequeathed under the provisions of Paragraph A of this Item) to my daughter, if she survives me; but if she does not survive me, to my grandson, if he survives me, but if he does not survive me, then to the same beneficiaries who are entitled to received my remaining estate in the same proportions.

ITEM IV

Distribution of My Remaining Estate

All the rest, residue and remainder of my estate shall be distributed as follows:

A. If my daughter survives me, all the rest, residue and remainder of my property shall be distributed outright to her. If my daughter does not survive me, then all the rest, residue and remainder of my property shall be distributed to my grandson, Mark A. Ballinger, if he survives me. If both my daughter and my grandson do not survive me, then all the rest, residue and remainder of my property shall be distributed to Gary W. Ballinger, if he is then living, but if not then to the Nashville Young Women's Christian Association d/b/a YWCA of Nashville and Middle Tennessee - Davidson County Domestic Violence Program.

B. In the event that a distribution under this Item is to be made to a beneficiary who has not attained age twenty-one (21), then my Executrix shall instead distribute such property to the person or persons whom the Executrix believes has custody of such minor beneficiary pursuant to the Tennessee Uniform Transfers to Minors Act then in force (or such other similar Act that is applicable), and the receipt of such person or persons shall constitute complete and final acquittance of my Executrix hereunder. Any decision by my Executrix shall be conclusive and final.

C. Whenever income and/or principal may be distributed to or for the benefit of a beneficiary, such distributions may be made directly to such beneficiary or to others for the use or benefit of such beneficiary, as the Executrix deems proper. The receipt of the distributee shall be a sufficient acquittance for the Executrix. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

D. No part of my estate, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber the same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise.

ITEM V

Executrix Powers

In addition to any powers or duties provided by other provisions in this Will or by law, my Executrix shall have the following powers:

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said

provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. The power to exercise any election available to my estate with regard to claiming any administration expense of my estate either as a deduction for any death tax or income tax purpose. Said elections may be made in such manner as will minimize the total tax burden on my estate and shall not require adjustments as between the income and principal accounts of my estate. I hereby relieve my Executrix of any liability to any beneficiary by reason of making or failing to make any such election.

ITEM VI

Appointment of Executrix

The following provisions shall govern the appointment of the Executrix:

A. I appoint my daughter, Sharon V. Ballinger, as Executrix of this Will. If she does not survive me or is unwilling or unable to serve or continue to serve as such Executrix, then I appoint Gary W. Ballinger as Successor Executor.

B. I direct that my Executrix shall not be required to give any bond for the performance of her duties. Purchasers from, lenders to and others dealing with her shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of the purchase, loan or other money or property. Written receipts and/or canceled checks retained by my Executrix shall be good and sufficient discharges for the sum therein stated to have been received. Transfer agents and other persons dealing with my Executrix may deal with her as if she were the sole owner of the property dealt with.

C. The Executrix may from time to time receive reasonable compensation for her services and such expenses may be charged, in the Executrix's discretion, to either income or principal.

D. I direct that no inventory or other court accounting be required of my Executrix in accordance with Section 30-2-301 and Section 30-2-601 of the Tennessee Code Annotated (as in force on the date of execution of this Will). The Executrix's only responsibility for statements and accountings shall be to furnish a complete final accounting to my daughter, if she is then living, or if not, then to the beneficiaries of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, this 30th day of September, 1998.

Ruth N. Bearden
RUTH N. BEARDEN

The following instrument was signed, published and declared by the said **RUTH N. BEARDEN** as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 30 day of September, 1998.

Joan F. Yeager
WITNESS

Franklin, Tn.
ADDRESS

Charlotte B. Wright
WITNESS

Franklin, TN.
ADDRESS

AFFIDAVIT BY WITNESSES TO WILL

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Each of the aforesaid witnesses, being Joan F. Yeager and Charlotte B. Wright, subscribed to the foregoing Will of **RUTH N. BEARDEN**, executed on this 30 day of September, 1998, having been requested by the said **RUTH N. BEARDEN** to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the said **RUTH N. BEARDEN** was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the said 30 day of September, 1998.

Joan F. Yeager
WITNESS

Charlotte B. Wright
WITNESS

Sworn to and subscribed to before me,
this 30th day of September, 1998.

RNB
NOTARY PUBLIC

My Commission Expires:
11/21/99