FILED
MAY 21 2014
BY RICHARD ROOKER, Clerk
Deputy

LAST WILL AND TESTAMENT

OF

ANN MARIE SUTTON

I, Ann Marie Sutton, residing at 8257 Coley Davis Rd., Nashville, Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me. I am a widow and not currently married. I have two (2) adult children, Bonnie Kay Sutton and Diana Gail Stokes.

ARTICLE I: APPOINTMENT OF EXECUTORS

1. Appointment of Executors. I appoint, my daughters, Bonnie Kay Sutton and Diana Gail Stokes, as Co-Executors of my estate.

Should it become necessary, I authorize my Executors to nominate an individual or corporation which may serve as Executor under Tennessee law to serve as a Co-Executor of my estate; and should an ancillary administration of my estate be necessary, I authorize my Executor to appoint an ancillary administrator. Any Co-Executor or ancillary administrator appointed by any named Executor shall be vested with all of the powers granted to my fiduciaries in my Will (including the power to sell real estate or personal property at public or private sale for any purpose) and shall also serve without bond, unless any named Executor should determine bond to be desirable.

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Any corporate Executor may voluntarily resign upon giving sixty (60) days' written notice to my spouse, who shall be authorized to appoint a successor individual or corporate Executor. Any corporate Executor shall be a corporate institution within the continental United States having combined trust assets under administration of at least Five Hundred Million Dollars ($500,000,000). In addition, my individual Executors may at any time and from time to time, without assigning cause, remove any corporate Executor by delivering to such corporate Executor a signed written instrument discharging the corporate Executor and appointing a successor individual Executor, or a corporate Executor having the qualifications set forth above. In the event of the death or incapacity of either of my individual Executors, any right exercisable by either of my individual Executors under this paragraph may be exercised by a majority of my children, with the natural or legal guardian of the person of any child who is a minor or who is under any other legal disability representing that child's interest.

2. No Bond, Inventory, or Accountings Required of Executors. My Executors and their successors shall serve without bond. Pursuant to Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I excuse the requirements for making and filing an inventory and court accountings of my probate estate. However, my Executors shall compile and furnish an inventory and an accounting of my estate to any residuary beneficiary under my Will, or under any residuary trust created herein, who may so request.

3. Rights and Duties of Successor Executor and Apportionment of Responsibilities. Any successor Executor shall succeed to all of the rights, powers and duties of

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its predecessor, but shall not be accountable for any of the acts or transactions of such predecessor. Further, if there is more than one executor serving, such executors may apportion their respective responsibilities among themselves in any manner they deem advisable. If there are two executors serving in the same capacity, a unanimous vote of the executors shall be required to take any action or exercise any power granted under my Will, unless agreed upon by such executors, or unless otherwise provided in my Will. If there are more than two executors serving, a majority vote of the executors shall be required to take any action or exercise any power granted under my Will, unless otherwise agreed upon by such executors, or unless otherwise provided in my Will.

ARTICLE II: PAYMENT OF DEBTS, EXPENSES AND TAXES

1. Payment of Debts and Expenses. I authorize my Executors to pay my debts (except secured debts, which may be paid off or retained in the discretion of my Executors), funeral expenses, the cost of a suitable monument, and the costs or expenses incurred in the administration of my estate.

2. Payment of Death Taxes. All transfer, estate, inheritance, succession and other death taxes (except generation-skipping transfer taxes), and any interest or penalties thereon, which shall become payable by reason of my death, shall be paid out of my residuary estate without apportionment, and with no right of reimbursement from any recipient or beneficiary of any property passing under my will or otherwise. Any generation-skipping transfer tax resulting from a transfer occurring under my Will shall be charged to the property

constituting the transfer in the manner provided by applicable law.

3. Life Insurance. I specifically do not charge the proceeds of any insurance policies on my life with the payment of any of the debts, expenses, and taxes of my estate. However, my Executors are authorized, in its sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying such debts and expenses.

ARTICLE III: SPECIAL BEQUESTS

1. Bequest of Personal Effects. I intend to leave a handwritten memorandum that is signed by me designating certain articles of my personal effects for various individuals. It is my intention that this memorandum be honored by my Executors, and that my heirs and beneficiaries abide by the bequests set forth therein. If no memorandum is found and properly identified by my Executors within sixty (60) days after my Executors are appointed, it shall be presumed that no such memorandum exists and any subsequently discovered memorandum shall be ignored. In the event that any person named in such memorandum shall predecease me, then the bequest made to such person shall lapse and be distributed as provided under the remaining provisions of this Article.

I give and bequeath all of my personal and household effects not specifically bequeathed under the terms of the preceding memorandum, including furniture, jewelry, clothing, and similar personal effects other than my 2008 Sebring automobile in equal shares per capita,

together with all policies of insurance on such effects to Bonnie Kay Sutton and Diana Gail Stokes. I bequeath the Sebring automobile, subject to the debt thereon, to my Bonnie Kay Sutton.

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

ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

I give and bequeath the entire residue of my estate, including property of every kind which I may own or have an interest in at the time of my death, real, personal, or mixed and wherever situated, together with the proceeds of any policies of insurance on my life which may be payable to my estate to Bonnie Kay Sutton and Diana Gail Stokes in equal shares *per capita.*

3. Alternate Disposition if Children Deceased. In the event neither of Bonnie Kay Sutton and Diana Gail Stokes is living, my Executor shall distribute my estate among such persons, and in such proportions, as would inherit from me if I died intestate, unmarried, and a resident of Tennessee while owning such property.

ARTICLE V: GENERAL WILL PROVISIONS

1. Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any portion of the property otherwise passing to him or her by complying with the statutory requirements of Section 2518 of the Code, and the federal regulations thereunder, and Tennessee Code Annotated Section 31-1-103, as these statutory provisions presently exist or may subsequently be amended. Unless otherwise provided in my

Will, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

ARTICLE VI: GENERAL POWERS OF EXECUTOR AND TRUSTEE

1. Authorization of Executor and Trustee. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to all of the provisions of my Will, I authorize and empower my Executors, without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

2. Incorporation of State Law Powers. Pursuant to Tennessee Code Annotated Section 35-50-109, I authorize my Executors to exercise the powers specifically enumerated in Tennessee Code Annotated Section 35-50-110, including the introductory paragraph thereof and all subparagraphs thereof to the extent applicable. These powers, as set out in this statute on the date of the execution of my Will, are granted and incorporated herein by reference, notwithstanding that this statute may have been amended or repealed at the time of my death.

3. Distributions to Incapacitated Beneficiaries. If, pursuant to my Will, or any trust established herein, any property shall be payable outright to a person who is a minor, or is under any other legal, mental, or physical disability (hereinafter referred to as an "incapacitated beneficiary"), my Executors shall have the power, exercisable in their absolute discretion and without court approval, either to defer payment of such property, or to distribute

such property, in whole or in part, to an incapacitated beneficiary, to the natural or legal guardian or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Transfers or Gifts to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property shall not be required to furnish bond or file any accountings with respect to such property, unless my Executors should direct otherwise; and the receipt of such property by the recipient shall discharge my Executors from any further responsibility or liability with respect to such property. If my Executors shall elect to defer payment of any such property, I authorize my Executors to hold such property as a trustee for the benefit of an incapacitated beneficiary, with all the powers given to my Executors in my Will and by law, and to distribute or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as my Executors shall deem advisable for his or her support in reasonable comfort, and his or her health, maintenance and education, whether public, private, or special. When an incapacitated beneficiary attains capacity, whether legal, mental, or physical, the balance of such property then remaining shall be distributed to him or her. If an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

4. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Executors shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Executors shall deem advisable,

in order to minimize the total federal and state income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes.

5. Employment of Agents. My Executors shall be specifically authorized, in their sole discretion, to employ and to pay the reasonable compensation of such agents, accountants, custodians, experts and counsel, legal, investment, or otherwise, as my Executors shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Reasonable compensation paid for such services, as well as other reasonable administrative expenses and reasonable compensation paid to my Executor for their services, shall be paid out of estate or trust assets in such manner as my Executors shall deem advisable.

6. Administration of Real Property by Executors. All real property in which I may have any interest at the time of my death shall be deemed to be part of my probate estate for purposes of administering my estate and shall be subject to the control of my Executors during the administration of my estate. For purposes of Tennessee Code Annotated Section 31-2-103, such real property shall be deemed to be personal property, subject to sale by my Executors acting without joinder of any beneficiary, unless such real property is specifically bequeathed by me under Article III of my Will, for the purpose of facilitating the distribution of my estate among the beneficiaries of my Will, as well as for the purpose of paying taxes,

administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

ARTICLE VII: MEANING OF TERMS

Throughout my Will, any reference to gender shall be deemed to include the masculine, feminine, and neuter, and the singular shall include the plural, and vice versa. Whenever the word "Code" is used in my Will it shall refer to the Internal Revenue Code of 1986, as amended, unless otherwise indicated.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of ten (10) pages, each of which bears my initials or signature, at Nashville, Tennessee, this 12th of June, 2013.

Ann Marie Sutton

Ann Marie Sutton

Signed, published, and declared by Ann Marie Sutton as and for her Last Will and Testament, in the presence of us, the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Laura Hatcher

Michael Shanklin

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Sandra K. Naples, a Notary Public in and for said State and County, Laura Hatcher and Michael Shanklin to me known, who made oath as follows:

1. That they were requested by the testator, Ann Marie Sutton, to witness his signature to the attached instrument, which purports to be his Last Will and Testament, and they were further requested by the testator to execute this affidavit;

2. That the testator signed said instrument and declared the same to be his Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the testator and of each other;

4. That the testator was at least eighteen (18) years of age and of apparent sound mind at the time of the execution of said instrument, and legally capable of making a Will;

5. That this affidavit is made pursuant to Tennessee Code Annotated, Section 32-2-110.

Laura Hatcher

Michael Blanchard

Subscribed and sworn to before me this 12th day of June, 2013.

Notary Public

My Commission Expires: Oct. 18, 2016

SANDRA K. NAPLES
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires OCT. 18, 2016

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 21 day of MAY , 2014 , in Case Number 14P818 between SUTTON, BONNIE KAY ET.AL Petitioner, and SUTTON, ANN MARIE 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 22 day of MAY 2014

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk