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LAST WILL AND TESTAMENT OF ALMA CATHERINE SWEENEY

FILED

JUL 31 2014

I, Alma Catherine Sweeney, 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.

BILL GARRETT, Davidson County
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ITEM I

Identifications and Definitions

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

A. Family Description. I have six (6) children. They are Michael Stephen Sweeney, Carole Lynn Daniel, Susan Patrice Parker, Cynthia Joyce Page, Timothy Scott Sweeney and James Kelly Sweeney. The terms "child" or "children" when referring to my children shall only mean the children 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 Executor is appointed, then reference to the word "Executor" shall be deemed to refer to such successor Executor.

C. 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 had died without leaving surviving issue. Provided, however, for all other purposes, such child's rights shall accrue from the child's date of birth.

ITEM II

Payment of Expenses, Claims and Taxes

I direct that all of my just debts (except secured debts) 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. If the payee of any debt secured by my interest in real property currently located at 5036 Briarwood Drive, Nashville, Tennessee 37211 demands payment of such debt before transferring such real property interest, then such debt shall be paid from the share to be distributed to my son, James Kelly Sweeney, or his issue in accordance with the provisions of Paragraph A of Item IV, but to the extent insufficient, then by the beneficiaries who are inheriting such real property interest. My Executor, in his 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 or for the benefit of qualified heirs for which a deduction is properly claimed pursuant to Section 2057 of the Code, or to any charity which qualifies 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 Executor 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 from 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 Executor, in his sole and absolute discretion, may use the proceeds of any life insurance payable to my estate for the payment of debts or taxes. Notwithstanding anything above to the contrary, to the extent that any property (other than the property passing under my Will and property passing pursuant to a revocable trust) is included in my gross estate, any taxes or other charges payable following my death with respect to the inclusion of such property in my gross estate shall be paid by a charge without interest against the share passing to the beneficiary under this Will who received the benefit of such property to the extent possible, but, if not, then my fiduciary hall seek reimbursement for such taxes from such beneficiary.

ITEM III

Bequest of Household Furnishings, Personal Effects, Automobiles, Etc. and Certain Specific Bequests

The following provisions shall be applicable to the distribution of my tangible personal property and certain specific bequests:

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 Executor 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 Executor 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 D of this Item.

B. I give all of my wedding rings that are not otherwise distributed in accordance with the provisions of Paragraph A above to my daughter, Cynthia Joyce Page, if she is then living, but if not, then this gift shall lapse.

C. I give any and all interest that I may own or hold at the time of my death in real property currently located at 5036 Briarwood Drive, Nashville, Tennessee 37211, including any and all insurance policies insuring such real property, to my son, James Kelly Sweeney, if he is then living, but if not, then this gift shall lapse. It is my desire that this home stay in my family. Therefore, it is my desire that if my son, James Kelly Sweeney or his wife, should she inherit the real property interest from him, or his issue should they inherit such real property interest from him, decide at some future date to sell the real property interest, then in that event, such selling party shall give to my children then living the right to purchase such real property interest for the same price and upon the same terms as any bona fide offer which the seller receives for the real property interest. The notification shall be in writing and upon delivery, the person or persons receiving notification shall have thirty (30) days in which to purchase such real property interest under such terms. If such child or children given notice of right of first refusal elect not to exercise the right of first refusal by submitting a written waiver or otherwise the time period is allowed to lapse, then the seller shall be free to sell the real property interest under the same terms and conditions as received from the potential third party buyer. It is my desire that upon the death of the last of my surviving children, the right of first refusal restriction shall terminate. In addition, upon proper transfer of the real property interest to the third party buyer, the right of first refusal restriction shall terminate. Notification of the right of first refusal shall be submitted by the seller in written form to all of my children then living. Such children shall

agree among themselves which one or more than one of them will purchase such real property interest. Each of my children then living shall have an equal right to purchase such real property interest under such right of first refusal. It is my desire that my son, James Kelly Sweeney, his wife and his issue not transfer by gift or upon death by testamentary devise, the real property testamentary interest to any personal other than James Kelly Sweeney's wife or my issue.

D. I bequeath my remaining household furnishings, personal effects, automobiles, frequent flyer miles, points with any other type of rewards program, 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 son, James Kelly Sweeney, if he survives me, but if he does not survive me, to my other children who survive me, to be divided between or among such children in as nearly equal shares, as to the value thereof, as shall be practicable and in such manner, as to the individual items thereof, as such children shall desire. In the event that such children cannot agree upon such division, then my Executor shall have the power to either divide such property between or among my children or sell the item or items in dispute in any reasonable manner which the Executor may choose, and divide the proceeds from such sale equally among my then living children. Any decision by my Executor shall be conclusive and final.

ITEM IV

Distribution of My Remaining Estate

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

A. All the rest, residue and remainder of my property shall be divided into six (6) separate and equal shares. One (1) such share shall be distributed to Michael Stephen Sweeney, if he is then living; one (1) such share shall be distributed to Carole Lynn Daniel, if she is then living; one (1) such share shall be distributed to Susan Patrice Parker, if she is then living; one (1) such share shall be distributed to Cynthia Joyce Page, if she is then living; one (1) such share shall be distributed to Timothy Scott Sweeney if he is then living, and one (1) such share shall be distributed to James Kelly Sweeney, if he is then living, with the issue then living of a deceased beneficiary named in this sentence taking such deceased beneficiary's share, per stirpes. If a deceased beneficiary named in the previous sentence does not have issue then living, then his/her share shall pass in equal amounts to the other named beneficiaries, if then living or deceased with issue then living, with the then living issue of a deceased beneficiary named herein taking such deceased beneficiary's share, per stirpes. If all of the named beneficiaries and their issue are not then living, then such property shall be distributed to the persons who may then be my heirs-at-law, as determined under the laws of the State of Tennessee then in force as if I had died intestate on such date.

B. Notwithstanding the provisions of Paragraph A of this Item to the contrary, if a distribution is to be made in accordance with the terms of Paragraph A to a beneficiary who has not attained age twenty-one (21) years, then my Executor shall instead distribute such property to the person or persons whom the Executor 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 Executor hereunder. Any decision by my Executor 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 Executor deems proper. The receipt of the distributee shall be a sufficient acquittance for the Executor. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

D. No part of my estate 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

Executor Powers

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor 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. The provisions dealing with real property shall be applicable to all real property which I own at my death, whether or not the Executor holds legal title to such property. The real property shall be administered as part of my estate subject to the control of the Executor. 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. Notwithstanding anything contained herein to the contrary, if my estate includes insurance policies insuring my Executor's life, my Executor shall not have any powers over such policies that will cause my Executor to possess an incident of ownership with respect to any of the policies. In connection therewith, my Executor shall not have the power to surrender the life insurance policies on the Executor's life and my Executor is prohibited from changing any options relating to the policies on the Executor's life.

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 Executor of any liability to any beneficiary by reason of making or failing to make any such election.

ITEM VI

Appointment of Executor

The following provisions shall govern the appointment of the Executor:

A. I appoint James Kelly Sweeney as Executor of this Will. If he does not survive me or is unwilling or unable to serve or continue to serve as such Executor, then I appoint Michael Stephen Sweeney to serve as Successor Executor.

B. I direct that my Executor shall not be required to give any bond for the performance of his duties. Purchasers from, lenders to and others dealing with him 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 Executor shall be good and sufficient discharges for the sum therein stated to have been received. Transfer agents and other persons dealing with my Executor may deal with him as if he were the sole owner of the property dealt with.

C. The Executor may from time to time receive reasonable compensation for his services and such expenses may be charged, in the Executor's discretion, to either income or principal. Compensation for a corporate executor shall be based upon its current fee schedule applicable at the time of determination.

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D. I direct that no inventory or other court accounting be required of my Executor 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 Executor's only responsibility for statements and accountings shall be to furnish a complete final accounting to the beneficiaries of my residuary estate.

ITEM VII

In Terrorem Provision

If any beneficiary under this document in any manner, directly or indirectly, contests or attacks the validity of this document or any disposition under this document by filing suit against my personal representative, then any share or interest given to that beneficiary under the provisions of this document is hereby revoked and shall be disposed of in the same manner as if that contesting beneficiary and all descendants of that contesting beneficiary had predeceased me. My Executor or Trustee is authorized, in their sole and absolute discretion, to request from a beneficiary a release against such actions prior to distributing any property to such beneficiary.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, this 12 day of June, 2001.

Alma Catherine Sweeney
ALMA CATHERINE SWEENEY

The following instrument was signed, published and declared by the said ALMA CATHERINE SWEENEY 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 his request, in his presence and in the presence of each other, have subscribed our names as witnesses this 12 day of June, 2001.

WITNESS — ADDRESS 1059 Gateway Cove Mt. Juliet, TN 37122

WITNESS — ADDRESS 107 Wellington Park Ct. Mt. Juliet, TN 37115

AFFIDAVIT BY WITNESSES TO WILL

STATE OF TENNESSEE
COUNTY OF Davidson

Each of the aforesaid witnesses, being Thomas J. Parker and Mark Miccioli, subscribed to the foregoing Will of **ALMA CATHERINE SWEENEY**, executed on this 12 day of June, 2001, having been requested by the said **ALMA CATHERINE SWEENEY** 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 **ALMA CATHERINE SWEENEY** 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 12 day of June, 2001.

WITNESS

WITNESS

Sworn to and subscribed to before me,
this 12 day of June, 2001.

NOTARY PUBLIC

My Commission Expires: My Commission Expires July 24, 2001

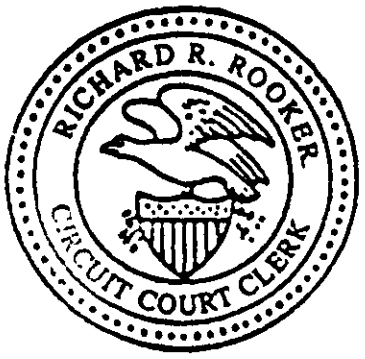
STATE OF TENNESSEE

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 31 day of JULY , 2014 , in Case Number 14P1226 between SWEENEY, JAMES KELLY Petitioner, and SWEENEY, ALMA CATHERINE 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 04 day of AUGUST 2014

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk