BILL GARRETT, Davidson County
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20140828-0078851

Last Will and Testament

OF

PAUL EDWARD GOODWIN

FILED
AUG 21 2014
RICHARD R. ROOKER, Clerk
By _____ Deputy

I, Paul Edward Goodwin, presently residing in Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I

DEBTS, ADMINISTRATION EXPENSES AND TAXES

I direct that all of my just debts, funeral expenses and expenses in connection with the administration of my estate, are to be paid as soon as practicable after my death. I Direct that my Executor pay all federal and state inheritance, estate, succession, transfer or other death taxes which may be assessed against my estate or against any beneficiary (including any estate or inheritance tax assessed on account of any life insurance proceeds or other property which shall be included in my estate for the purposes of such taxes, whether or not included in my estate for probate purposes) out of my gross estate.

ARTICLE II

TANGIBLE AND PERSONAL PROPERTY BEQUESTS

I bequeath to my spouse, Emma Jean Goodwin, if my spouse survives me, all of my clothing, jewelry, personal effects, automobiles and all of my other tangible personal property. If my spouse does not survive me, this devisee shall lapse and all my tangible and personal property shall become part of my residuary estate.

Paul Edward Goodwin

Paul Edward Goodwin

ARTICLE III
RESIDUARY ESTATE

A. *Outright to Spouse if Spouse Survives Me.* I bequeath all the rest of the property that I own at my death to my spouse, Emma Jean Goodwin, if my spouse survives me, outright and free of trust.

B. *Spouse Does Not Survive Me; Outright Distribution to my great-grandson, Ethan Taylor Goodwin If he is thirty-five (35) years old.* If my spouse does not survive me and Ethan Taylor Goodwin is age thirty-five (35) or older, I bequeath all the rest of the property I own at my death to Ethan Taylor Goodwin.

C. *Spouse Does Not Survive Me; Trust For Ethan Taylor Goodwin if he is under* 35. If my spouse does not survive me and Ethan Taylor Goodwin is under age 35, I bequeath all the rest of the property I own at my death to the Trustee, in trust, in accordance with the remaining provisions of this Section. I do not intend that any trust created herein, be under any court supervision.

1. Discretionary Payment of Trust Income Until Ethan Taylor Goodwin is 25. Until Ethan Taylor Goodwin is age 25, the Trustee shall pay to Ethan Taylor Goodwin or for his benefit any amount or amounts of the income of the trust or all of the income of the trust, payable at any time and from time to time, which the Trustee, in the Trustee's reasonable discretion, determines necessary for the health, education, support or maintenance of Ethan Taylor Goodwin. Any undistributed income shall be incorporated annually into the principal of the trust.

2. Mandatory Payment of Trust Income to Ethan Taylor Goodwin After Age 25. When the Ethan Taylor Goodwin is age 25 and until the trust terminates, the Trustee shall pay to Ethan Taylor Goodwin all the income of the trust, payable in regular installments at

Paul Edward Goodwin

least quarter-annually.

3. Discretionary Payment of Trust Principal Until Ethan Taylor Goodwin Is 35 and issue of Ethan Taylor Goodwin. Until Ethan Taylor Goodwin is age 35, the Trustee shall pay to Ethan Taylor Goodwin and any issue of the Ethan Taylor Goodwin, any amount or amounts of the trust principal, payable at any time and from time to time, which the Trustee, in the Trustee's reasonable discretion, determines necessary for the health, education, support or maintenance or emergency needs of Ethan Taylor Goodwin or his issue.

4. Guidelines for Trustee. The term education, wherever it is used in this Will, means formal instruction at an established educational institution at any level and includes the cost of tuition, room, board, fees, books, supplies and any other expense or allowance which the Trustee, in the Trustee's reasonable discretion, determines necessary for the educational pursuit in question. The Trustee shall give priority to the needs of Ethan Taylor Goodwin over the needs of any issue of Ethan Taylor Goodwin. The term emergency, wherever it is used in this Will, means an unusual or nonrecurring need, such as an extended illness, a disabling injury, or a down payment on the purchase of a home. The Trustee shall determine, in the Trustee's reasonable discretion, whether an emergency exists and the amount properly payable in the event of the emergency.

5. *Mandatory Distributions of Trust Principal to Ethan Taylor Goodwin Ages 25 and 30; Termination of Trust When Ethan Taylor Goodwin Is Age 35.* When Ethan Taylor Goodwin is age 25, the Trustee shall distribute one-third (1/3) of the then-existing principal of the trust to the child outright and free of trust. When the child is age 30, the Trustee shall distribute one-half (1/2) of the then-existing principal of the trust to the child outright and free of trust. When the child is age 35, the trust shall terminate and the Trustee shall distribute the balance or the trust to the Ethan Taylor Goodwin outright and free of trust. If *Ethan Taylor Goodwin* has attained any of these ages when the trust is to

be established for his benefit, the Trustee shall distribute to him, outright, and free of trust, the part or all of the trust directed to be distributed to him upon attaining these ages.

6. *Distribution of Trust Assets if Ethan Taylor Goodwin Dies Prematurely.* If Ethan Taylor Goodwin dies prior to the termination of the trust, then the assets of the trust shall first be utilized to pay the expenses of the proper funeral and burial of his body and legal fees of administering his estate, as the Trustee, exercising an absolute discretion, considers appropriate. Then all remaining assets of the trust shall be distributed to the issue outright and free of trust, unless the issue is under age 25, in which event the provisions of Section E below shall apply. If Ethan Taylor Goodwin is not survived by issue, the Trustee shall distribute the remaining assets to Kevin Goodwin and Daniel Goodwin, absolutely and in fee simple in equal shares, per stirpes.

7. *Lack of Beneficiaries.* If, in the absence of this Section, I otherwise would die intestate or any trust otherwise would fail for lack of a beneficiary, then I devise and bequeath the assets thereby affected as follows: one-half (1/2) to my heirs; and one-half (1/2) to my spouse's heirs. If either my spouse or I have no heirs, then all to the heirs of the other of us. Our heirs are the persons who would take the property of an intestate under the laws of Tennessee in effect at my death.

8. *Distribution to Persons Under Age* 25. If any issue of Ethan Taylor Goodwin or any person receiving assets is under age 25 when an outright distribution of estate or trust principal is to be made to such person (the "beneficiary"), then such principal shall be retained in trust by the Trustee as a separate trust for the beneficiary until he or she attains age 25. The Trustee shall pay to the beneficiary, until age 25 is reached, any amounts of income and principal of the trust, payable at any time and from time to time, which the Trustee, in the Trustee's reasonable discretion, determines necessary for the beneficiary's health, education, support or maintenance. If any beneficiary should die prior to attaining age 25, then the assets of the beneficiary's trust shall first be utilized to

pay the expenses of the proper funeral and burial of the beneficiary's body and legal expenses of administering the estate, as the Trustee, exercising an absolute discretion, considers appropriate; then all remaining assets held by the Trustee for the beneficiary shall be distributed to the then-living issue of the beneficiary, but if the beneficiary leaves no issue then-living, then the remaining trust assets shall be distributed by the Trustee to those persons and in such manner as such assets would have otherwise been disposed of under the provisions of Number 7 above.

9. Termination of Trust if balance falls below Thirty Thousand Dollars. If the value of the corpus falls below Thirty Thousand ($30,000.00), the trust shall terminate and the balance of the corpus shall be distributed to the beneficiary(ies) as set out above.

ARTICLE IV
FIDUCIARIES

Executor. I appoint the following persons to serve as the Executor of this Will, with such persons to act successively, in the order named:

1. My spouse, Emma Jean Goodwin.
2. My nieces, Sandra Kay Flynn and Deborah Jean Boyett, acting jointly, but if either one of them is unable to serve as Executrix for any reason, then the other one of them shall serve alone as Executrix.

To the extent permitted by applicable law, no Executor shall be required to furnish bond, file any inventory or file any accountings with respect to the performance of the Executor's duties and the decision and action of the same shall be final.

Trustee. I appoint the following persons to serve as the Co-Trustees of any trust created herein, with such persons to act jointly, but if either one of them is unable to serve as Trustee for any reason, then the other one of them shall serve alone as Trustee and the decision and action of the same shall be final. I direct that no bond be required of any Trustee.

Paul Edward Goodwin

ARTICLE V

POWERS OF THE EXECUTOR AND TRUSTEE

In addition to the powers and other related provisions aforementioned in this my last will and testament and the trust created herein, the Executor and the Co-Trustees, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate and administering the trust herein created, may exercise any and all of the powers set forth in Tennessee Code Annotated, § 35-50-110, not-withstanding that said Statute may be amended hereafter or repealed at or before the time of death.

In Testimony Whereof, I have here unto subscribed my name to this my Last Will and Testament, and said Last Will and Testament consisting of six (6) pages and I have signed each page, all in the presence of the persons witnessing it on this the 31st day July 2014.

Paul Edward Goodwin

Paul Edward Goodwin

Signed, sealed, published and declared by the testator, Paul Edward Goodwin, to be his Last Will and Testament in the presence of all of us at one and the same time, and we at his request and in his presence and in the presence of each other have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said testator and to the performance of the aforesaid act of execution on the date hereinabove set out.

Larry D. Cantrell

LARRY D. CANTRELL
Print name

2016 - 8TH AVENUE SOUTH

NASHVILLE, TN 37204-2202
Address

Janice Boone

Janice Boone
Print name

2016 8th Avenue South

Nashville Tenn 37204
Address

Paul Edward Goodwin

Paul Edward Goodwin

AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, after first being duly sworn according to law, make oath that Paul Edward Goodwin on the 31st day of July 2014, declared and signified to us that the foregoing instrument is his Last Will and Testament executed by him on this date, that he signed said instrument in our sight and presence; that at his request and in his sight and presence, in the sight of each other, then subscribed our names hereto as attesting witnesses; that at the time of execution the Testator was of legal age, of sound mind and disposing memory, and did not appear under any undue influence; and the undersigned, each being more than eighteen (18) years of age, make and sign the affidavit at the Testator's request on the day and date above written.

FURTHER AFFIANTS SAITH NOT.

Larry D. Cantrell
Name LARRY D. CANTRELL
Print name

2016 - 8TH AVENUE SOUTH
NASHVILLE, TN 37204-2202
Address

Janice Boone
Name Janice Boone
Print name

2016 8th Avenue South
Nashville, Tenn 37204
Address

Sworn to and subscribed to before me, this 31st July 2014

Susan B. Keaney
Notary Public
My Commission Expires: March 8, 2016

SUSAN B. KEANEY
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

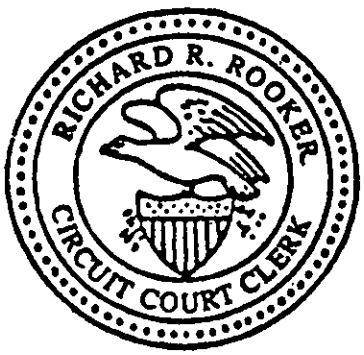
STATE OF TENNESSEE

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 AUGUST , 2014 , in Case Number 14P1326 between GOODWIN, EMMA JEAN Petitioner, and GOODWIN, PAUL EDWARD 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 AUGUST 2014

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk