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JUL 10 2014

RICHARD R. ROOKER, Clerk
By _____ Deputy

BILL GARRETT, Davidson County
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Last Will and Testament of Jack P. Gunter

I, Jack P. Gunter, a resident of Nashville, Tennessee, revoke any prior Wills and codicils made by me and declare this to be my Last Will and Testament (*Will*).

Article One
Family Information

I have two children. They are:

Kelly Gunter and

Kyle Haley.

All references in my Will to "my children" are references to these children, as well as to any children subsequently born to me or adopted by me in a legal proceeding valid in the jurisdiction (domestic or foreign) in which it occurred.

References to "my descendants" are to my children and their descendants, including descendants of any deceased child.

Article Two
Distribution of My Property

Section 2.01 Distribution of the Residue of My Estate

I give, devise, and bequeath the residue of my estate outright and free of trust to my descendants, *per stirpes*.

Section 2.02 Alternate Disposition

If at any time no person or entity is qualified to receive final distribution of any part of my residuary estate, I give, devise, and bequeath that portion of my residuary estate to

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those persons who would inherit it had I then died intestate owning the property, as determined and proportioned under the laws of Tennessee then in effect.

Article Three
Designation and Succession of Fiduciaries

Section 3.01 Personal Representative

I nominate Kelly Gunter as my Personal Representative. If Kelly Gunter fails or ceases to act as my Personal Representative, I nominate Kyle Haley as my successor Personal Representative.

Article Four
Powers of Fiduciaries

Section 4.01 Grant of Powers

My Personal Representative may perform every act reasonably necessary to administer my estate and any trust established under my Will. In addition to this general grant of powers, my Personal Representative is specifically authorized to:

> hold, retain, invest, reinvest, sell, and manage any real or personal property, including interests in any form of business entity including limited partnerships and limited liability companies, and life, health, and disability insurance policies, without diversification as to kind, amount, or risk of non-productivity and without limitation by statute or rule of law;
>
> partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan, and contract;
>
> distribute assets of my estate in cash or in kind, or partly in each, at fair market value on the distribution date, without requiring *pro rata* distribution of specific assets and without requiring *pro rata* allocation of the tax bases of those assets;

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hold any interest in nominee form, continue businesses, carry out agreements, and deal with itself, other fiduciaries, and business organizations in which my Personal Representative may have an interest;

establish reserves, release powers, and abandon, settle, or contest claims: and

employ attorneys, accountants, custodians for trust assets, and other agents or assistants as my Personal Representative deems advisable to act with or without discretionary powers, and compensate them and pay their expenses from income or principal.

Section 4.02 Powers Granted by State Law

In addition to the above powers, Personal Representative may, without prior authority from any court, exercise all powers conferred by my Will by common law, or by the Tennessee Fiduciary Powers Act or other Tennessee statute or any other jurisdiction whose law applies to my Will. My fiduciaries have absolute discretion in exercising these powers. Except as specifically limited by my Will these powers extend to all property held by my Personal Representative until the actual distribution of the property.

Section 4.03 Distribution Alternatives

My Personal Representative may make any payments under my Will:

directly to a beneficiary;

in any form allowed by applicable state law for gifts or transfers to minors or persons under disability;

to a beneficiary's guardian, conservator, or caregiver for the beneficiary's benefit; or

by direct payment of the beneficiary's expenses.

A receipt by the recipient for any distribution will fully discharge my Personal Representative if the distribution is consistent with the proper exercise of my Personal Representative's duties under my Will .

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Article Five
Administrative Provisions

Section 5.01 Bond

To the extent permissible by law, my Personal Representative is not required to give any bond, surety, or security to any court.

Section 5.02 Compensation and Reimbursement

My Personal Representative is entitled to reasonable compensation commensurate with services actually performed. In addition, my Personal Representative is entitled to reimbursement for reasonable expenses incurred.

Section 5.03 Ancillary Personal Representative

If any ancillary administration is required or desired, and my domiciliary Personal Representative is unable or unwilling to act as an Ancillary Personal Representative, my domiciliary Personal Representative may have power to designate, compensate, direct, and remove an Ancillary Personal Representative. The Ancillary Personal Representative may either be a person or a corporation. My domiciliary Personal Representative may delegate to the Ancillary Personal Representative any powers granted to my domiciliary Personal Representative as my domiciliary Personal Representative considers to be proper, including the right to serve without bond or without surety on bond. The net proceeds of the ancillary estate will be paid over to the domiciliary Personal Representative.

Article Six
Taxes, Claims, and Expenses

I direct that my Personal Representative pay the expenses of my last illness and funeral, the expenses of the administration of my estate from my residuary estate. My Personal Representative shall pay all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under my Will, and any interest or penalties, from my residuary estate without apportionment and with no right of reimbursement from any recipient of any estate property.

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Article Seven
General Provisions

Section 7.01 Adopted and Afterborn Persons

A legally adopted person in any generation and that person's descendants, including adopted descendants, have the same rights and will be treated in the same manner under this Will as natural children of the adopting parent if the person is legally adopted before turning 18 years old. If an adoption was legal in the jurisdiction it occurred in at that time, then the adoption is considered legal.

A fetus *in utero* that is later born alive will be considered a person in being during the period of gestation.

Section 7.02 Maximum Term for Trusts

Notwithstanding any other provision of my Will to the contrary, unless terminated earlier under other provisions of my Will, each trust created under my Will will terminate upon the expiration of the longest period that property may be held in trust under my Will without violating the applicable rule against perpetuities.

If the applicable rule against perpetuities for trusts is determined by reference to the death of the last to die among a group of individuals living on the date of my death, the group of individuals will consist of the descendants of my maternal and paternal grandparents, who are living at the time of my death.

At that time, the remaining trust property will vest in and be distributed to the persons entitled to receive mandatory distributions of net income of the trust and in the same proportions. If no beneficiary is entitled to mandatory distributions of net income, the remaining trust property will vest in and be distributed to the beneficiaries entitled to receive discretionary distributions of net income of the trust, in equal shares *per stirpes*.

Section 7.03 Spendthrift Provision

No beneficiary of any trust created under this Will may assign, anticipate, encumber, alienate, or otherwise voluntarily transfer the income or principal of any trust created under this trust. In addition, neither the income nor the principal of any trust created under this trust is subject to attachment, bankruptcy proceedings or any other legal process, the interference or control of creditors or others, or any involuntary transfer.

This Section does not restrict a beneficiary's right to disclaim any interest or exercise of any power of appointment granted in this trust.

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Section 7.04 Contest Provision

If any person directly or indirectly attempts to contest or oppose the validity of my Will, (including any codicil to my Will), or commences, continues, or prosecutes any legal proceedings to set my Will aside, then that person will forfeit his or her share, cease to have any right or interest in my estate, and will, for purposes of my Will, be deemed to have predeceased me.

Section 7.05 Survivorship Presumption

If any beneficiary is living at my death, but dies within 30 days after my death, then the beneficiary will be considered to have predeceased me for this trust's purposes.

Section 7.06 Applicable Law

The validity and construction of my Will will be determined by the laws of the State of Tennessee.

Section 7.07 No Contract to Make Will

I have not entered into any contract, actual or implied, to make a Will.

Section 7.08 Construction

Unless the context requires otherwise, words denoting the singular may denote the plural, and words indicating the plural may denote the singular. As the context requires, words of one gender may denote another gender.

Section 7.09 Headings and Titles

The headings and paragraph titles are for reference only.

Section 7.10 Internal Revenue Code, IRC, or Code

References to the Internal Revenue Code, the IRC or the Code refer to the Internal Revenue Code of the United States. References to specific sections of the Code apply to any sections of similar import that replace the specific sections due to changes to the Internal Revenue Code made after the date of my Will.

Section 7.11 Other Definitions

Except as otherwise provided in my Will, terms will be interpreted as defined in the Tennessee Probate Code as amended after the date of my Will and after my death.

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Section 7.12 Severability

If any part of this instrument is determined to be void or invalid, the remaining provisions will continue in full force and effect.

I, Jack P. Gunter, the Testator sign my name to this instrument consisting of 8 pages on Feb. 28th, 2014, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and testament, that I sign it willingly (or willingly direct another to sign for me), that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Jack P. Gunter, Testator

WITNESS

WITNESS

Sarah Fremont + Helen Ellison
4220 Harding Rd Saint Thomas Hospital
Nashville, TN 37205

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We, Sarah Fremont and Helen Ellison, the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that Jack P. Gunter signs and executes this instrument as his last will and testament and that he signs it willingly (or willingly directs another to sign for him) and that each of us, in the presence and hearing of the Testator, hereby signs this will as witness to the Testator's signing, and that to the best of our knowledge the Testator is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Jack P. Gunter, Testator

Sarah R Fremont
Witness

Helen Ellison
Witness

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

Subscribed, sworn to, and acknowledged before me by Jack P. Gunter, Testator, and subscribed and sworn to before me by Sarah Fremont and Helen Ellison, witnesses, on 28 day of ~~March~~, 2014.

28th of Feb~~ruary~~, 2014

Notary Public

My commission expires: 9-11-17

MARSHALL W. BUTLER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires 09-11-2017

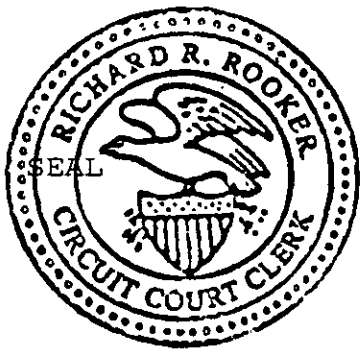
STATE OF TENNESSEE

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 10 day of JULY , 2014 , in Case Number 14P934 between GUNTER, KELLY Petitioner, and GUNTER, JACK P. 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 25 day of AUGUST 2014

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk