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RICHARD R. ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

OF

VELMA ELIZABETH BRUNSON

Prepared by:

William L. Harbison
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, Tennessee 37219

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LAST WILL AND TESTAMENT

OF

VELMA ELIZABETH BRUNSON

I, Velma Elizabeth Brunson, a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish and declare this to be my Last Will and Testament, hereinafter referred to as my "Will" or "this Will," revoking all former Wills and Codicils made by me. I am a widow, and I have three (3) children who are: Katherine Brunson Whitler, William Davis Brunson, and Nancy Brunson Hooke.

ARTICLE I.
FIDUCIARY APPOINTMENTS

1. Executor.

I appoint my three children, Katherine Brunson Whitler, William Davis Brunson, and Nancy Brunson Hooke, to be the Co-Executors (collectively, Executor) of my estate. If any of my children shall be unwilling or unable to serve for any reason, then the remaining two children shall serve as Co-Executors. I direct that no bond shall be required of my Executor in any jurisdiction.

Should an ancillary administration of my estate be necessary, I authorize my Executor to appoint an ancillary administrator who shall be vested with all of the powers granted to the Executor in my Will and shall also serve without bond, unless any named Executor should determine bond to be desirable.

ARTICLE II.
SPECIFIC BEQUESTS

1. Distribution of Personal Effects by Handwritten Memorandum.

I give and bequeath certain items of my personal and household effects to those persons designated in a separate writing that may be in existence at the time of my death, which will be written entirely in my own handwriting and signed and dated by me, and which will describe the items and the legatees with reasonable certainty. If no separate writing or list is found and properly identified by my Executor within sixty (60) days after my Executor's qualification as such, it shall be presumed that no such separate writing exists, and any subsequently discovered separate writing or list shall be ignored. In the event any person named in such separate writing shall predecease me, then the bequest made to such person shall lapse and become null and void.

2. Distribution of Remaining Personal Effects.

I give and bequeath all of my personal and household effects that are not specifically bequeathed pursuant to this Will or the aforesaid separate writing, including all jewelry and other

articles of personal use, automobiles and their accessories, and any and all interests that I may have in furniture, furnishings, art, and household goods and equipment, together with any insurance policies thereon, to my children, in equal shares. The issue of any deceased child shall take his or her parent's share, *per stirpes*. The property shall be divided among them as they shall agree, or if they shall fail to agree upon the division within six (6) months from the date of my death, then the property shall be divided among them by my Executor, in my Executor's sole and absolute discretion, in as nearly equal portions as may be practicable, having due regard for the personal preferences of my children. If a distributee of any of the aforesaid property is a minor, then the guardian of the minor shall act for the minor with respect to the division and shall take possession of the items for the benefit of the minor. If the guardian has not distributed all of the items to the minor prior to the minor attaining age eighteen (18), then the final distribution shall be made at that time. Any articles not selected by or for my children may be sold either publicly or privately, or otherwise disposed of, as my Executor may elect, in my Executor's sole discretion, and any proceeds shall be added to my residuary estate. The reasonable cost of insuring, packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

ARTICLE III.
DISPOSITION OF RESIDUARY ESTATE

My Executor shall divide all of the rest, residue and remainder of my property, real and personal and of every kind and description, wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have power of disposition or appointment) into as many separate and equal shares as I have children then living and deceased children with issue then living. My Executor shall then distribute one share to each of my children then living, and one share per stirpes among the issue of any deceased child, provided the share of any person who has not attained the age of twenty-five (25) shall be held by my Executor as Trustee under the provisions of ARTICLE IV of this Will.

ARTICLE IV.

TRUSTS FOR BENEFICIARIES UNDER AGE TWENTY-FIVE (25)

Whenever the Trustee is directed to hold any money or property under this Article for a beneficiary who is then under twenty-five (25) years of age, the Trustee shall hold such money or property in trust for that beneficiary until he or she becomes twenty-five (25) years of age and in the meantime use such part of the income and principal of the share of such person as the Trustee may deem necessary to provide for his or her health, education, maintenance and support. When each beneficiary respectively attains age twenty-five (25), the Trustee shall distribute outright to him or her the balance then remaining in his or her share of the trust. If such person should die before becoming twenty-five (25) years of age, the property held in trust shall be distributed *per stirpes* among his or her issue, if any, and if such person leaves no issue, his or her share shall be distributed among the other beneficiaries of this Will as if such person had not survived his or her parent's death.

ARTICLE V.
FAILURE OF BENEFICIARIES

If all of my named or described beneficiaries should predecease me, or if there should at any time be no beneficiaries named or described to take any interest in trust prior to the termination of any trust hereunder, then the property shall be distributed among those persons who would have been entitled thereto under the laws of descent and distribution of the State of Tennessee if I had died intestate at such time owning such property in fee simple. If any property is to be distributed to any beneficiary who is then under twenty-five (25) years of age, such property shall be held in Trust for such beneficiary by the Trustee as provided in ARTICLE IV of this Will.

ARTICLE VI.
DEBTS, ADMINISTRATION EXPENSES AND TAXES

1. Payment of Debts and Administration Expenses.

My Executor, in my Executor's sole discretion, may pay my legal debts, including funeral expenses, the cost of a suitable monument, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate, and I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in my Executor's sole discretion. In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have sole discretion as to whether said indebtedness shall be paid either in whole or in part. I direct that the proceeds of my life insurance payable to my estate or my Executor may, in my Executor's sole discretion, be used for the payment of debts or taxes.

2. Payment of Taxes.

I direct that my Executor pay as an expense of administration, without apportionment against the share of any beneficiary, all transfer, estate, inheritance, succession and other death taxes (excluding GST taxes), together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise (exclusive of any tax imposed as a result of §§2036, 2041 or 2044 of the Code, or a corresponding provision of state law). Any GST tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law, and any tax attributable to property included in my estate under §§2036, 2041 or 2044 of the Code shall be apportioned against and paid by the persons in possession thereof or benefited thereby, in the manner provided by law.

3. Allocation of Non-Deductible Expenses and Taxes.

As herein provided, all administration expenses and all death taxes payable from my estate shall be charged against the principal of my Residuary Estate. Notwithstanding, I

authorize, but do not direct, that administrative expenses of my estate may be paid from the income of the estate and allocated thereto instead of to the principal of the Residuary Estate as provided above so long as such is permitted by then prevailing law.

ARTICLE VII.
POWERS AND DUTIES OF EXECUTOR AND TRUSTEE

I authorize my Executor and Trustee (collectively, "the fiduciaries") in the exercise of all reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all of the powers set forth in T.C.A. §35-50-110 and §35-15-816, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim; provided, however, that the fiduciaries shall not exercise any power in a manner inconsistent with the right to the beneficial enjoyment of the trust property accorded to a beneficiary of a trust under the general principles of the law of trusts. In addition, the powers set forth in the statute on the date of the execution of this Will are granted even if said statute has been amended or repealed at the time of my death. The Trustee of any trust created by this Will shall have and may exercise any and all powers, privileges, immunities and exemptions conferred on my Executor under any Article of this Will, including the waiver of bond. In the administration and distribution of my estate, the fiduciaries, in addition to and not by limitation of the duties and powers provided elsewhere in this Will or by statutory or common law, shall be governed by the following provisions:

1. Authority To Administer Real Property.

My Executor shall have full authority and discretion to convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court, the joinder of any beneficiary, or the disclosure of the identity of any beneficiary of my estate. Furthermore, for purposes of T.C.A. §31-2-103, all such real property shall be deemed to be personal property following my death, subject to sale by my Executor, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of this 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.

2. Power to Allocate Assets.

My Executor shall, in my Executor's sole discretion, make reasonable allocations of the property comprising my estate without apportioning each individual asset in order to satisfy any bequest made herein, to fund any trust created herein, or to divide any trust into separate trusts or shares.

3. Distributions to Incapacitated Beneficiaries.

If, pursuant to this Will, any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability (an "incapacitated beneficiary") my Executor shall have the power, exercisable in my Executor's discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to an incapacitated beneficiary, to a parent, guardian, or conservator of an incapacitated

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beneficiary, to a custodian for an incapacitated beneficiary under a Transfers to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property, on behalf of an incapacitated beneficiary, shall not be required to furnish bond or file any accountings with respect to such property, unless my Executor should direct otherwise; and the receipt of such property by the recipient shall discharge my Executor from any further responsibility or liability with respect to such property. If my Executor shall elect to defer payment of any such property, I authorize my Executor to hold such property as trustee for the benefit of an incapacitated beneficiary, with all the powers given to my Executor in this Will and by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as my Executor shall deem advisable. 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. Administrative Powers and Duties.

(a) Inventories and Accountings.

The Executor shall be relieved of any duty to file any inventory or accountings with any court. However, my Executor, upon the request of one or more residuary beneficiaries of my estate, shall prepare an inventory of estate assets and an accounting of their disposition.

(b) Compensation of Executor.

The Executor shall be entitled to reasonable compensation for services rendered and may be reimbursed for reasonable expenses incurred in carrying out the Executor's duties.

(c) Employment of Agents.

My Executor shall be authorized, in my Executor's discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration and investment decisions for my estate, or to enter into a custodial arrangement with a bank or other financial institution of my Executor's choosing. The fees of any person or institution employed by my Executor in accordance with this paragraph may be paid from the income or principal of my estate.

5. Tax Elections and Consents.

(a) Tax Returns.

I specifically authorize my Executor to execute and file income and gift tax returns for the year in which my death occurs and for any years prior thereto. My Executor shall incur no personal liability for any action taken in good faith in accordance with either of the foregoing authorizations.

(b) Deductions.

I am cognizant of the fact that the provisions of the Code (and other applicable laws) in force at the time of my death, and applicable to my estate, may permit my Executor to elect to claim certain administration and other expenses as deductions, either in the income tax returns of my estate or in the estate tax return. It is my desire that my Executor elect to claim from time to time such expenses as deductions on the particular tax returns which, in my Executor's opinion, should result in the smallest combined taxes being paid, irrespective of whether such expenses shall be payable from income or corpus; and my Executor is directed not to make adjustments between income or principal, or between property interests passing to beneficiaries under my Will which may be substantially affected as a result of any election under this Article. It is my wish that such property interests as may be determined as a result of my Executor's election under this Article shall be the interest such beneficiary shall receive. I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

(c) GST Exemption.

My Executor shall also be authorized, in my Executor's sole discretion and without court approval, to allocate any federal exemptions from the federal GST tax to any property with respect to which I am the transferor for purposes of this tax, regardless of whether such property is included in my probate estate, or to exclude any such property from such allocation. I intend that the property passing under this Will to which an allocation of my Available GST exemption is made shall not be subject to a GST tax. To this end, the duties and powers of the Trustee shall be exercised and exercisable only in a manner consistent with this intention. In this regard, I authorize, but do not direct, the fiduciaries to divide at any time any trust created under my Will into separate trusts in accordance with §2642 of the Code, in order that the federal GST tax inclusion ratio for each such trust shall be either zero or one. Except as may be otherwise provided herein, each separate trust shall have the same beneficiaries, terms and conditions as the trust being divided. The trust having an inclusion ratio of zero (0) shall be designated an "Exempt Trust," and the trust having an inclusion ratio of one (1) shall be designated a "Non-Exempt Trust."

ARTICLE VIII.
MISCELLANEOUS PROVISIONS

1. References and Meaning of Terms.

(a) Code.

Unless specifically provided to the contrary, the term "Code" shall mean the federal Internal Revenue Code of 1986, as from time to time amended, or any successor federal laws thereto, and shall also include the Treasury regulations promulgated thereunder.

(b) Construction.

Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

(c) Education.

The term "education" shall be liberally construed and shall mean all forms of education including, but not limited to, public and private, primary and secondary, college and graduate, business and technical, preparatory, professional, artistic, commercial, and remedial for persons with learning disabilities. Education shall also include a variety of instructive opportunities, such as travel, camp, seminars, and other types of enrichment activities. Payments made for education are not limited to tuition only, but shall also include all reasonable and necessary expenses incident to education, such as books, supplies, housing, meals and travel for a reasonable number of trips between home and the educational institution or activity.

(d) Family.

As used herein, the terms "child," "children" and "issue" are intended to include persons born after the execution of this Will as well as adopted persons. The term "adopted" as used herein shall include any person adopted by me and any minor child adopted by a beneficiary. Unless specifically provided to the contrary, whenever a provision has been made for a child to take his or her deceased parent's share, in the event such child is also deceased, his or her share shall pass to his or her issue, *per stirpes*. 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.

(e) Fiduciaries.

All references in this Will to the "Executor" and "Trustee" shall mean the Executor and Trustee, respectively, named herein or any alternate or successor thereto. The foregoing terms are used for convenience, regardless of the gender or number of parties serving in such capacities, and such terms shall be read as the context shall require.

(f) GST Terms.

The terms "inclusion ratio," "GST tax," and "GST exemption" are to be construed as those terms are defined in Chapter 13 of the Code relating to the generation-skipping transfer tax.

(g) Trust Estate.

The term "Trust Estate" shall mean all of the property that the Trustee of any trust created hereunder, or any separate fund thereof, may own, at the time to which reference to "Trust Estate" is made.

(h) T.C.A.

All references to "T.C.A." shall mean Tennessee Code Annotated, as amended from time to time.

2. Determination of Incapacity.

For purposes of this document, a person, whether a fiduciary or a beneficiary, shall be deemed to be in a state of incapacity if (a) such person is so declared, and a conservator for such person has been appointed, by a court of competent jurisdiction in the county in which such person resides; (b) upon presentation of a certificate executed by two physicians (preferably such person's personal physicians) stating that (i) each of them is unrelated to the person and is licensed and board certified to practice in the State in which such person resides or is hospitalized, (ii) each of them has made a personal mental and physical examination of such person within the preceding thirty (30) days of such certificate, and (iii) each of them is of the opinion that because of accident, illness (including, but not limited to, drug or alcohol abuse), age, mental or physical condition, or other infirmity, such person is unable to handle his or her own affairs; or (c) upon credible evidence, determined to be currently applicable to such person, that such person (i) has disappeared, (ii) is unaccountably absent, or (iii) is incarcerated or otherwise detained under duress so that such person is unable effectively and prudently to handle his or her own affairs. Once determined, such incapacity shall be deemed to continue until such court order, certificate, and/or circumstances have been revoked or become inapplicable. A physician's certificate may be revoked by a similar certificate stating that such person is no longer incapacitated, executed either (a) by the original certifying physicians, or (b) by two other licensed, board certified, unrelated physicians. A fiduciary shall be under no duty to institute an inquiry into a person's incapacity, but the expense of an inquiry reasonably instituted may be paid from the trust estate. Any incapacitated fiduciary shall be deemed to have resigned as of the date of the determination of his or her incapacity.

3. Qualified Disclaimer.

Any person entitled to receive property under the terms of this Will may disclaim all or any part of the property otherwise passing to him or her by complying with the statutory requirements of §2518 of the Code, as amended, and the federal regulations thereunder, and T.C.A. §31-1-103, as amended, or other applicable provisions of law. Unless otherwise provided herein, such disclaimed property shall be distributed pursuant to the terms of this Will as if the disclaiming person had predeceased me.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of nine (9) pages, and on each page I have affixed my initials or my signature for better identification, this 3 day of September, 2009.

Velma Elizabeth Brunson

Velma Elizabeth Brunson

The foregoing instrument was signed, published and declared by Velma Elizabeth Brunson (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, having hereunto subscribed our names as witnesses this 3rd day of September, 2009.

WITNESS:	ADDRESS:
Jerri J Chilcote	3162 Brimstead Drive Franklin TN 37064
Willie L. Harbison	1040 Lynnwood Blvd Nashville, TN 37215

VEB
V.E.B.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

On this day Jerrie J. Chilcote and William L. Harbison personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1. That they are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Velma Elizabeth Brunson (the "Testator"), dated this ____ day of September, 2009 to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in the Testator's presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

5. That at the time they witnessed said Will, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Jerrie J Chilcote

William L Harbison

Subscribed and sworn to before me, this 30 day of September, 2009.

Sarah Gwaltney
NOTARY PUBLIC

My Commission Expires:

SARAH GWALTNEY
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires MAR 20 [illegible]

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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 filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 04 day of DECEMBER, 2014, in Docket Number 14P1911, IN RE: BRUNSON, VELMA ELIZABETH, as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 05 day of DECEMBER in the year 2014 and in the 238 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

