RECEIVED DEC 0 9 2014

LAST WILL AND TESTAMENT

OF

EMMA JEAN DYE

Dated: November 22, 2005

Prepared by:

Kelly & Smith Law Office
125 Public Square
Gallatin, TN 37066-2841
615-452-2000

BILL GARRETT, Davidson County
Trans:T20140092377 WILL
Recvd: 12/10/14 12:31 5 pgs
Fees:27.00 Taxes:0.00
20141210-0113100

LAST WILL AND TESTAMENT

OF

EMMA JEAN DYE

I, EMMA JEAN DYE, a resident of and domiciled in the State of Tennessee, make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me.

FIRST: I direct that the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid out of my residuary estate, without apportionment and with no right of reimbursement from any recipient of any such property (including reimbursement under Section 2207B of the Internal Revenue Code).

SECOND: I suggest and recommend that all my real estate shall be sold by my Executor, and all expenses in connection with such sale shall be paid as expenses of administering my estate, and the proceeds of such sale shall be paid and distributed as hereinafter provided in this will.

THIRD: I give all tangible personal property owned by me at the time of my death, including without limitation personal effects, clothing, jewelry, furniture, furnishings, household goods, automobiles and other vehicles, together with all insurance policies relating thereto, to my husband LAWRENCE D. DYE, if he survives me, or if he does not survive me, to those of my children KEVIN L. DYE and FRANKLIN T. DYE who survive me, in substantially equal shares, to be divided between them as they shall agree, or if they cannot agree, as my Executor shall determine.

FOURTH: I give all the rest, residue and remainder of my property and estate, both real and personal, of whatever kind and wherever located, that I own or to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate"), as follows:

(a) If my husband LAWRENCE D. DYE survives me, to my husband outright.

(b) If my husband does not survive me, then to those of my children who survive me and to the issue who survive me of those of my children who predecease me, per stirpes.

(c) If my husband does not survive me and there shall be no issue of mine then living, I give my residuary estate to those who would take from me as if I were then

to die without a will, unmarried and the absolute owner of my residuary estate, and a resident of the State of Tennessee.

FIFTH: If any property of my estate vests in absolute ownership in a minor or incompetent, my Executor, at any time and without court authorization, may: distribute the whole or any part of such property to the beneficiary; or use the whole or any part for the health, education, maintenance and support of the beneficiary; or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary under any gifts to minors or transfers to minors act, or to the person or persons with whom the beneficiary resides. Evidence of any such distribution or the receipt therefor executed by the person to whom the distribution is made shall be a full discharge of my Executor from any liability with respect thereto, even though my Executor may be such person. If such beneficiary is a minor, my Executor may defer the distribution of the whole or any part of such property until the beneficiary attains the age of eighteen (18) years, and may hold the same as a separate fund for the beneficiary with all of the powers described in Article SEVENTH hereof. If the beneficiary dies before attaining said age, any balance shall be paid and distributed to the estate of the beneficiary.

SIXTH: I appoint my husband LAWRENCE D. DYE to be my Executor. I direct that no Executor shall be required to file or furnish any bond, surety or other security in any jurisdiction. No Executor shall be required to file or furnish any inventory or to file or furnish any account of their proceedings or of the property which may come into their possession. Nothing herein, however, shall be construed as limiting the right of my Executor to seek a judicial settlement of any account.

SEVENTH: I grant to my Executor all powers conferred on executors under Tennessee Code Annotated Section 35-50-110, as amended, or any successor thereto, and all powers conferred upon executors wherever my Executor may act. I also grant to my Executor power to retain, sell at public or private sale, exchange, grant options on, invest and reinvest, and otherwise deal with any kind of property, real or personal, for cash or on credit; to hold, manage, insure, repair, improve, demolish, divide, and otherwise deal with and dispose of any property; to borrow money and mortgage, encumber or pledge any property to secure loans; to pay any legacy or distribute, divide or partition property in cash or in kind, or partly in kind, and to allocate different kinds of property, disproportionate amounts of property and undivided interests in property among any parts, funds or shares, and to determine the fair valuation of the property so allocated, with or without regard to tax basis; to determine what property shall receive basis increases pursuant to Section 1022(b) and (c) of the Internal Revenue Code and the amount of such increases and to make such determinations without regard to any duty of impartiality as between different beneficiaries; to exercise all powers of an absolute owner of property; to compromise and release claims with or without consideration; and to employ attorneys, accountants and other persons for services or advice. The term "Executor" wherever used herein shall mean the executors, executor, executrix or administrator in office from time to time.

EIGHTH: If any beneficiary under this will and I die in a common accident or under circumstances in which it is difficult or impractical to determine who survived the other, such beneficiary shall be deemed to have predeceased me.

IN WITNESS WHEREOF, I, EMMA JEAN DYE, sign, seal, publish and declare this instrument as my last will and testament this 22nd day of November, 2005.

Emma Jean Dye
EMMA JEAN DYE

The foregoing instrument was signed, sealed, published and declared by EMMA JEAN DYE, the above-named Testatrix, to be her last will and testament in our presence, all being present at the same time, and we, at her request and in her presence and in the presence of each other, have subscribed our names as witnesses on the date above written.

Philip C. Kelly

residing at:
125 Public Square
Gallatin, TN 37066-2841

Ann G. Talbert

Ann G. Talbert

residing at:
125 Public Square
Gallatin, TN 37066-2841

AFFIDAVIT

STATE OF TENNESSEE, COUNTY OF SUMNER, ss.

We, Philip C. Kelly and Ann G. Talbert, the undersigned, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix, EMMA JEAN DYE, signed and executed said instrument as her last will and testament in the presence and hearing of the witnesses, and that she had signed willingly, and that she executed it as her free and voluntary act and deed for the purposes therein expressed, and that each of the witnesses at the request of the Testatrix, in the presence and hearing of the Testatrix and each other, signed the will as witness, and that to the best of his or her knowledge the Testatrix was at the time at least eighteen years of age, of sound mind and under no constraint, duress, fraud or undue influence.

Emma Jean Dye
EMMA JEAN DYE
Testatrix

Kelly
Philip C. Kelly
Witness

Ann G. Talbert
Ann G. Talbert
Witness

Subscribed, sworn to and acknowledged before me by the said EMMA JEAN DYE, Testatrix, and subscribed and sworn to before me by the said Philip C. Kelly and Ann G. Talbert as witnesses, this 22nd day of November, 2005.

Joyce Lillard
Notary Public
My commission expires on

JOYCE LILLARD
STATE OF TENNESSEE NOTARY PUBLIC
SUMNER COUNTY
My Comm. Exp. April 7, 2009

STATE OF TENNESSEE
SUMNER COUNTY
I, Darlene D. Daughtry, Clerk & Master of said County, do hereby certify that the foregoing instrument contains a true and complete copy of Emma Jean Dye's last will & testament as same appears of record or on the file in Book 294 PR Page 402 of the records of the Chancery Court of Sumner County, Tennessee.
Given under my hand and seal this 9th day of December 20 05

CHANCERY COURT
GALLATIN, TN

DARLENE D. DAUGHTRY, Clerk & Master
By Darlene D. Daughtry / Deputy Clerk