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EXHIBIT "A"

FILED
JUN 22 2015
JUVENILE COURT
DICKSON COUNTY

WILL

OF

GRACE S. SHERRILL

I, **GRACE S. SHERRILL**, presently of Nashville, Davidson County, Tennessee, which I declare to be my domicile, do hereby make, publish, and declare this to be my will hereby revoking all wills and codicils that I have previously made.

ARTICLE I

FAMILY MEMBERS

I have three (3) adult children now living; their names are **GARY E. SECREST, ROYCE S. LUPLOW** and **NATALIE S. NIXON** (each referred to in this will as "my child" and collectively "my children").

ARTICLE II

PAYMENT OF DEBTS, TAXES AND ADMINISTRATION EXPENSES

A. I direct that all of my just debts (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my personal representative), including funeral expenses and expenses of my last illness, be paid as soon as may be convenient after my death.

B. I further direct that all estate and inheritance taxes (including interest and penalties, if any), payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my

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gross estate by reason of Section 2036 of the Code, and which tax is not otherwise paid or payable.

C. I direct that the proceeds of any life insurance payable to my estate or to my personal representative may be used for the payment of death taxes, administration expenses and debts.

ARTICLE III

GIFT OF TANGIBLE PERSONAL PROPERTY

A. Any furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property (other than cash on hand or on deposit) which I own at the time of my death, I give to **ROYCE S. LUPLOW** and **NATALIE S. NIXON**, in shares of substantially equal value, to be divided in such manner as they shall agree; provided, however, that if either **ROYCE S. LUPLOW** or **NATALIE S. NIXON** does not survive me, then I give all of the above mentioned tangible personal property to my remaining daughter.

B. I may leave a memorandum (which is not to be a part of this will) listing some of the items described in Paragraph A of this Article that I wish certain persons to have and request (but do not require) that my wishes as set forth in the memorandum be observed.

ARTICLE IV

RESIDUARY ESTATE

I give all the rest, residue and remainder of my property, of every kind and nature and wheresoever situated, whether real or personal, but excluding any property over which I have power of appointment (my "residuary estate") in equal shares to **ROYCE S. LUPLOW** and **NATALIE S. NIXON**.

1. In the event **ROYCE S. LUPLOW** fails to survive me, then I give her equal share to her then-living descendants, per stirpes.

2. In the event **NATALIE S. NIXON** fails to survive me, then I give her equal share to the then-living descendants of **ROYCE S. LUPLOW**.

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ARTICLE V

APPOINTMENT OF PERSONAL REPRESENTATIVE

A. I nominate and appoint **ROYCE S. LUPLOW** and **NATALIE S. NIXON** as co-personal representatives of this, my will. In the event **ROYCE S. LUPLOW** or **NATALIE S. NIXON** shall fail to survive me, shall decline to act, or having qualified shall, for any reason thereafter, ceases to act, then I nominate and appoint my remaining daughter as sole personal representative. Whenever the term "personal representative" is used herein, it shall be deemed to apply to the party or parties then acting. No personal representative of this will shall be required to furnish bond or other security as personal representative in any jurisdiction.

B. If the appointment of a personal representative of my estate is necessary or desirable in any jurisdiction in which the personal representative named herein is unable or unwilling to act, I appoint as my personal representative in that jurisdiction such person or corporation as may be designated in an instrument signed by the personal representative named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my personal representative named herein is given with respect to my domiciliary estate (including the power to sell real and personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any Court.

C. I give my personal representative, wherever acting, power:

1. To retain, sell (at public or private sale), exchange, lease for any term (even though commencing in the future or extending beyond the date of final distribution of my estate), mortgage, pledge, or otherwise deal for any purpose with the property, real or personal, from time to time comprising my estate, for such consideration and on such terms (with or without security) as my personal representative shall determine;

2. To invest and reinvest my estate and proceeds of sale of any portion thereof in such loans, stocks, or other securities, mortgages, investment companies or trusts, whether of the open or closed fund types, interests in general, limited or special partnerships, interests as members in limited liability companies, common trust funds

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or other property as my personal representative may consider suitable, whether or not a so-called "legal" investment of trust funds, and to change investments and to make new investments from time to time as my personal representative may deem necessary or desirable;

3. To borrow money at interest rates then prevailing from any individual, bank, or other source, whether or not the lender is then acting as a personal representative;

4. To enter into any transaction authorized by this Article with trustees, personal representatives, or administrators of any other trust or estate, even though a personal representative is also a fiduciary of the other trust or estate;

5. To invest in any property; and to hold any property in the name of a nominee or in bearer form;

6. To compromise or abandon any claims in favor of or against my estate;

7. To disclaim, in whole or in part, any property or interest therein which passed to me or which was created for my benefit, for any reason including, but not limited to, a concern that such property could cause potential liability under any federal, state or local environmental law;

8. To employ accountants, depositaries, investment counsel, attorneys, and agents (in each case with or without discretionary powers);

9. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against my estate and containing provisions excluding personal liability; and

10. To make distributions from my estate in cash or in kind, or partly in each and to value any property for that purpose; and to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries.

D. The powers granted to my personal representative hereunder shall be in addition to all other powers granted by law and shall be exercisable in the discretion of my personal representative and without court order. If, under applicable state law,

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administration of my estate may be conducted without court supervision and approval of accounts, then my personal representative shall so administer my estate. No personal representative shall be required to furnish bond or security.

E. If any portion of my estate is distributable to a beneficiary who is then under the age of twenty-one years, my personal representative may distribute that beneficiary's share, without further responsibility, either directly to that beneficiary, to a qualified individual or trust company designated by my personal representative as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or to the individual having personal custody of that beneficiary (whether or not court-appointed), and the receipt of the distributee shall discharge my personal representative.

ARTICLE VI

WAIVER OF REQUIREMENT OF INVENTORY AND ACCOUNTING

I hereby expressly excuse my personal representative from filing an inventory or an accounting of my estate as would otherwise be required pursuant to applicable law unless such inventory or accounting is specifically requested by any beneficiary of my residuary estate.

ARTICLE VII

INTERPRETIVE RULES

For all purposes of this will:

A. The term "give" throughout the will shall be deemed to include the term "bequeath" or "devise" when appropriate.

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 verse, if the context indicates that such a reading would be appropriate.

C. The article headings used are for convenience only and shall not be resorted to for interpretation of this will.

D. The term "personal representative" means any court-appointed

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fiduciary or fiduciaries of my estate from time to time qualified and acting in any jurisdiction

E. It is not out of a lack of love or affection that I have intentionally omitted my son, **GARY E. SECREST**, from receiving any property under this, my will. I wish to state that I have intentionally omitted him for reasons known only to me.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my will, and have initialed each of the foregoing **FIVE** (5) pages at the bottom thereof for the purpose of identification, on this 5 day of December, 2006, at Nashville, Tennessee.

Grace S. Sherrill

Grace S. Sherrill

The foregoing instrument, consisting of this and **SIX** (6) preceding typewritten pages was signed, published and declared by **GRACE S. SHERRILL**, the testatrix, to be her will in the presence of each of us and all of us together; and the testatrix, upon declaring this document to be her will, requested each of us to sign the same as attesting witnesses; and we thereupon signed our names hereto as such witnesses, in the presence of the testatrix, and in the presence of each other on this 5th day of December, 2006. We further state that each of us believes that, at the time she executed the foregoing instrument, the testatrix was of sound mind and memory, of lawful age, and did so execute it as her own free act and deed and not under the unlawful influence of any person.

Joan Kirk residing at Nashville, TN

Susan O. Bates residing at Nashville, TN.

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Fran Kirk and SUSAN BATES being severally duly sworn, depose and say that:

We are acquainted with **GRACE S. SHERRILL**, who executed this annexed will, consisting of **SEVEN** (7) typewritten pages, dated the 5th day of December, 2006, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing, **GRACE S. SHERRILL**, declared the instrument so subscribed by her to be her Will, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, **GRACE S. SHERRILL** was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will.

This affidavit is made at the request of said **GRACE S. SHERRILL.**

The annexed will was examined by the undersigned witnesses at the time this affidavit was made.

Fran Kirk

Susan Bates

SWORN TO AND SUBSCRIBED before me, this 5th day of December, 2006.

D A. COLE
NOTARY PUBLIC

My Commission Expires:
7/21/07

DAVID A. CHILDRESS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

STATE OF TENNESSEE
DICKSON COUNTY

I, Luanne Cobb, County Clerk of the said County, do hereby certify that the foregoing instrument contains a true and complete copy of
Will
as appears of record on the file in Book B1 Page 476-483
of the records of Dickson County, Tennessee.
Witness my hand and seal this 24 day of Sept. 2015
Luanne Cobb, County Clerk
By: S. Anderson DC