STATE OF TENNESSEE

BILL GARRETT, Davidson County
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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 09 day of JULY, 2015, in Docket Number 15P1064, IN RE: FAIRCLOTH, GEORGIA G, 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 18 day of DECEMBER in the year 2015 and in the 239 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

RICHARD R. ROOKER
CIRCUIT COURT CLERK

15p1064

Prepared by:
Dennis L. Nordhoff and Associates
Attorney at Law
236 Third Avenue North
Franklin, TN 37064

FILED
JUL -9 2015
RICHARD R. ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

(Pour-Over Will)
Of

Georgia G. Faircloth

I, **GEORGIA G. FAIRCLOTH**, a resident of the City of Nashville, County of Davidson, State of Tennessee, which I declare to be my domicile, do hereby make, publish, and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and Codicils at any time heretofore made by me.

FIRST: Declaration Concerning Family. I declare that I am not married. I have three (3) children, namely: Larry W. Faircloth, Roy C. Faircloth, and Jack N. Faircloth.

SECOND: Nomination and Appointment of Executor. I hereby nominate and appoint Larry W. Faircloth to be my Executor hereunder, to serve without bond. In the event my nominee fails to become or at any time ceases to be the duly appointed and acting Executor hereunder, I nominate Roy C. Faircloth as Executor, to serve without bond. In the event my nominee Roy C. Faircloth fails to become or at any time ceases to be the duly appointed and acting Executor hereunder, I nominate Jack N. Faircloth as Executor, to serve without bond. The term "Executor" as used herein shall apply regardless of gender.

THIRD: Debts, Taxes and Administration Expenses; Powers of Executor. I have provided the payment of all of my debts, expenses of administration of property wherever situated passing under the Last Will and Testament or otherwise, and estate, inheritance, transfer, and succession taxes, other than any tax on a generation-skipping transfer that is not a liability of my Estate (including interest and penalties, if any) that become due by reason of my death, under The Georgia G. Faircloth Revocable Living Trust, signed earlier this day and bearing the same date as this Last Will and Testament, (The "Revocable Trust") or if my husband predeceases me, under the TRUST A created by said Revocable Trust. If the Revocable Trust assets should be insufficient for these purposes, my Executor shall pay any unpaid items from the residue of my Estate passing under this Last Will and Testament, without apportionment or reimbursement. In the alternative, my Executor may demand in writing, addressed to the Trustee of the Trust, an amount necessary to pay all or part of these items, plus claims, pecuniary legacies, and family allowances by court order. I authorize my Executor to receive and retain any of

my property; to sell at public or private sale, encumber or lease any property of my estate without notice, at such prices and upon such terms as he/she deems best, and without the giving of any bond, subject, however, to such confirmation as may be required by law; to hold, manage and operate such property; to continue the operation of any business of my estate, alone or in partnership with others, for such times and in such manner as deemed advisable, or to sell or liquidate such business, and any such operation, sale or liquidation shall be at risk of my estate and without liability on my Executor for any losses resulting therefrom; to invest and reinvest surplus moneys in such investments as he/she deems advisable; to determine what is principal and what is income of my estate and to allocate and charge to either principal or income any debts, taxes and expenses of administration.

FOURTH: Disposition of All Property, Exercise of Power of Appointment. It is my intention by this Last Will and Testament to dispose of my separate property. I do not intend hereby to exercise any power of appointment which I may have arising from that Trust Agreement described in Paragraph SIXTH.

FIFTH: Disposition of Personal Effects. Except as provided in any written instructions to my Executor regarding the disposition of personal effects, I give any interest I have in all personal automobiles, clothing, jewelry, china, silver, books, pictures, and other works of art, household furniture and furnishings and all other items of domestic, household or personal use to the Trustee of that Trust Agreement described in paragraph SIXTH. The bequests made by this paragraph shall be free and clear of estate and inheritance taxes, which I direct my Executor to charge against the residue of my estate.

SIXTH: Disposition of Residue of Estate.

1. All the rest, residue and remainder of my estate, both real and personal and of whatever kind and wherever situated, including all of my separate property, if any, I give, devise and bequeath to the individual or bank then acting as Trustee under the certain Trust Agreement designated as The Georgia G. Faircloth Revocable Living Trust, signed earlier this day and bearing the same date as this Last Will and Testament, of which I am Trustor and Trustee, to be combined with the other assets of the trust and held, administered and distributed as a part of that trust, according to the terms thereof and any amendments made to it prior to my death. It is my intent, if it be permissible, not to create a separate trust by this Last Will and Testament and not to subject, The Georgia G. Faircloth Revocable Living Trust, or property added to it by this Subparagraph (1) to the jurisdiction of probate court.

2. If for any reason the disposition of Subparagraph (1) is not operative or is invalid, or if the trust referred to in Subparagraph (1) fails or has been revoked, the I give the rest, residue and remainder of my estate, including my share of the jointly held property, to the individual(s) or bank which would have been Trustee of such trust had such trust been operative, valid and unrevoked at the time of my death, to be held, administered and distributed under the terms and conditions of The Georgia G. Faircloth Revocable Living Trust, signed earlier this day and bearing the same date as this Last Will and Testament, which trust is incorporated herein by reference.

3. Anything else herein to the contrary notwithstanding, should any portion of such trust be terminable upon my death, the disposition made in this paragraph SIXTH shall be made directly to the beneficiaries for whom the outright disposition from the trust shall be made, and the remainder which will remain in such trust, if any, shall pass into such trust under the provisions of Paragraph SIXTH (1) or (2), as the case may be.

4. Should the Trustee of that Trust described in Paragraph SIXTH (1) or (2) elect not to pay any or all of the estate, gift or inheritance taxes from such trust, then, to the extent they are not so paid, all taxes levied by the United States or any state, district, territory or possession thereof upon or because of any property passing under this Last Will and Testament or any Codicil thereto or by reason of any transfer or gift made by me during my lifetime or at my death, or which may be imposed by reason of my death, or the acquisition of property of any person upon my death by succession, inheritance, survivorship or otherwise, shall be paid out of the residue of my estate as an expense of administration. My Executor is authorized to accept any distributions from the Trustee of that trust described in Paragraph SIXTH (1) or (2) for purposes of such payment.

SEVENTH: Omitted Heirs; Will Contests, Except as otherwise specified in this Will. I have intentionally and with full knowledge omitted to provide for my heirs at the time of my death. If any beneficiary under this Will attacks any of its provisions or the trust described in Paragraph SIXTH herein, directly or indirectly, any share or interest in my estate given to such person under this Will is hereby revoked, and such share or interest shall be distributed in the same manner provided herein as if such person had predeceased me.

EIGHTH: Partial Invalidity. Should any part, clause, provision or condition of this Will be held to be void, invalid or inoperative, then I direct that such invalidity shall not affect any other provision hereof, which shall be effective as though such invalid provisions had not been made.

IN WITNESS WHEREOF, I have signed and subscribed my name to this Will this 18th day of MAY, 2000.

Georgia G. Faircloth

Georgia G. Faircloth

The foregoing instrument, consisting of this and Three (3) preceding typewritten pages was signed, published and declared by Georgia G. Faircloth, the Testatrix, to be her Last Will and Testament in the presence of each of us and all of us together; and the Testatrix, upon declaring this document to be her Last Will and Testament, 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 16 day of MAY, 2000. 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.

Wm. Barry Wood office ~~residing~~ 222 Second Ave No. Ste 326 at Nashville TN 37201

Charles L. Pulley residing 2552 Pulley Rd at

AFFIDAVIT OF ATTESTING WITNESSES

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Georgia G. Faircloth, BARRY WOOD and CHARLES PULLEY depose and say:

(1) That they are, respectively, the Testatrix and the Witnesses whose signatures appear on the attached or foregoing Last Will and Testament;

(2) That, on MAY 18, 2000, in the presence of each of the undersigned Witnesses, Georgia G. Faircloth, signed her name to the attached or foregoing Last Will and Testament at the end thereof and each of the undersigned Witnesses saw the Testatrix sign the Last Will and Testament;

(3) That, at the time she signed the Last Will and Testament, the Testatrix declared the instrument so signed by her to be her Last Will and Testament;

(4) That each of the undersigned Witnesses, at the request of the Testatrix, and in her sight and presence, and in the sight and presence of each other, thereupon signed as a Witness thereto;

(5) That the Testatrix, at the time of the execution of the Last Will and Testament, was at least eighteen (18) years of age;

(6) That, in the opinion of each of the undersigned Witnesses, the Testatrix was, at the time she signed the Last Will and Testament, of sound mind, memory and understanding;

(7) That, in the opinion of each of the undersigned Witnesses, the Testatrix was, at the time she signed the Last Will and Testament, under no restraint or in any respect incompetent to make a Last Will and Testament;

(8) That the Testatrix could read, write and converse in the English language;

(9) That the Testatrix was not suffering from any defect of sight, hearing or speech or from any physical or mental impairment which would affect her capacity to make a valid Last Will and Testament;

(10) That the Testatrix signed only one copy of the Last Will and Testament on such occasion.

(11) That each of the undersigned Witnesses was acquainted with the Testatrix or examined proof of Testatrix's identity at the time the Last Will and Testament was witnessed.

Georgia G. Faircloth
Testatrix

Witness

Charles L. Pulley
Witness

Subscribed, sworn and acknowledged before me by Georgia G. Faircloth, the Testatrix, and by BARRY WOOD, and CHARLES Pulley, Witnesses, this 18 day of MAY, 2000.

Notary Public

My Commission Expires: 6-8-3

RICK J. HAHN
NOTARY PUBLIC AT LARGE
RUTHERFORD COUNTY, TENN.