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RICHARD E. ROOKER, Clerk
By [illegible] Deputy

LAST WILL AND TESTAMENT

OF

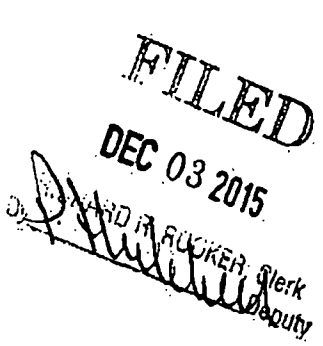
FRED D. THOMPSON

BILL GARRETT, Davidson County
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LAW OFFICES
WALLER, LANSDEN, DORTCH & DAVIS
A PROFESSIONAL LIMITED LIABILITY COMPANY
511 UNION STREET
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NASHVILLE, TENNESSEE 37219
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Last Will and Testament of FRED D. THOMPSON

I, FRED D. THOMPSON, a resident of Nashville, Davidson County, Tennessee, revoke any prior wills and codicils made by me and declare this to be my will.

Article One
Family Information

I am married to JERI KEHN THOMPSON. Any reference in my will to my wife is to JERI KEHN THOMPSON. We are expecting a daughter to be born in September of 2003.

I have two other children. Their names are FRED DALTON THOMPSON, II and DANIEL LINDSEY THOMPSON.

Article Two
Specific and General Gifts

Section 2.01 Disposition of Tangible Personal Property

I give all my tangible personal property, together with any insurance policies covering such property and claims under such policies to my wife, if she survives me. If she does not survive me, I give such property to my then living children, in shares of substantially equal value, to be divided among my children as they shall agree.

Section 2.02 Definition of Tangible Personal Property

For purposes of this Article, my tangible personal property shall include but not be limited to my household furnishings, appliances and fixtures, works of art, motor vehicles, pictures, collectibles, personal wearing apparel and jewelry, books, sporting goods, and hobby paraphernalia. Tangible personal property shall not include any tangible property that my Executor, in its sole discretion, determines to be part of any business or business interest that I own at my death.

Section 2.03 Specific Distribution to my mother, RUTH BRADLEY THOMPSON if my wife does not survive me.

If my wife does not survive me, my Executor shall distribute $100,000 to my mother, RUTH BRADLEY THOMPSON. If RUTH BRADLEY THOMPSON should predecease me, this distribution shall lapse and the property subject to this distribution shall instead be distributed

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under the other provisions of this agreement. Property passing under this Section shall pass free of any administrative expenses or death taxes.

Section 2.04 Specific Distribution to my son, FRED DALTON THOMPSON, II

Upon my death, my Executor shall distribute $50,000 to my son, FRED DALTON THOMPSON, II. If FRED DALTON THOMPSON, II should predecease me, this distribution shall be distributed to his then living descendants, per stirpes. Property passing under this Section shall pass free of any administrative expenses or death taxes.

Section 2.05 Specific Distribution to my son, DANIEL LINDSEY THOMPSON

Upon my death, my Executor shall distribute $50,000 to my son, DANIEL LINDSEY THOMPSON. If DANIEL LINDSEY THOMPSON should predecease me, this distribution shall be distributed to his then living descendants, per stirpes. Property passing under this Section shall pass free of any administrative expenses or death taxes. .

Section 2.06 Specific Distribution to my son-in-law, RON PANICI

Upon my death, my Executor shall distribute $50,000 to my son-in-law, RON PANICI. It is my desire that RON use this bequest to assist my grandson, ANTONIO, with his educational expenses. If RON PANICI should predecease me, this distribution shall be distributed to my grandson, ANTONIO. Property passing under this Section shall pass free of any administrative expenses or death taxes.

Article Three
My Residuary Estate

Section 3.01 Disposition of My Residuary Estate

All the remainder of my estate, including property referred to above that is not effectively disposed of, shall be referred to in my will as my "residuary estate." I give my residuary estate to my wife, if my wife survives me. If my wife does not survive me, my Executor shall divide my residuary estate into shares as follows:

Name	Relationship	Share
FRED DALTON THOMPSON, II	SON	50%
DANIEL LINDSEY THOMPSON	SON	50%

My Executor shall distribute the share of each beneficiary as provided in the Sections that follow.

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Section 3.02 Distribution of the Share for FRED DALTON THOMPSON, II

My Executor shall distribute the share set aside for FRED DALTON THOMPSON, II to FRED DALTON THOMPSON, II outright, free of trust. If my son, Fred, does not survive me, then his share shall be distributed to his then living descendants, per stirpes, or if he has no then living descendants, such property shall be distributed to my son, Daniel, in accordance with the provisions of Section 3.03.

Section 3.03 Distribution of the Share for DANIEL LINDSEY THOMPSON

My Executor shall distribute the share set aside for DANIEL LINDSEY THOMPSON to DANIEL LINDSEY THOMPSON outright, free of trust. If my son, Daniel, does not survive me, then his share shall be distributed to his then living descendants, per stirpes, or if he has no then living descendants, such property shall be distributed to my son, Fred, in accordance with the provisions of Section 3.02.

Article Four
Remote Contingent Distribution

If, at any time, there is no person or entity qualified to receive final distribution of my estate or any part of it, then any such portion of my estate with respect to which such failure of qualified recipients has occurred shall be distributed to those persons who would inherit it had I then died intestate owning such property, as determined and in the proportions provided by the laws of Tennessee then in effect.

Article Five
Designation of Fiduciaries

Section 5.01 Executor.

I nominate my wife as my Executor. If my wife fails or ceases to serve as Executor, then my sons, FRED DALTON THOMPSON, II and DANIEL LINDSEY THOMPSON, shall serve as co-Executors. If one of my sons fails or ceases to serve, then my remaining son shall serve as sole Executor.

Section 5.02 Ancillary Administration

In the event ancillary administration shall be required or desired and my domiciliary Executor is unable or unwilling to act as an ancillary fiduciary, my domiciliary Executor shall have the power to designate, compensate, and remove the ancillary fiduciary. The ancillary fiduciary may either be a natural person or a corporation. My domiciliary Executor may delegate to such ancillary fiduciary such powers granted to my original Executor as my Executor may deem

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proper, including the right to serve without bond or surety on bond. The net proceeds of the ancillary estate shall be paid over to the domiciliary Executor.

Article Six
Powers of My Fiduciaries

Section 6.01 Grant of Powers

My fiduciaries may perform every act reasonably necessary to administer my estate and any trust established under my will. Specifically, my fiduciaries may exercise the following powers:

They may hold, retain, invest, reinvest and manage real or personal property, including interests in any form of business entity including but not limited to, limited partnerships and limited liability companies, and policies of life, health and disability insurance, without diversification as to kind, amount or risk of non-productivity and without limitation by statute or rule of law.

They may partition, sell, exchange, grant, convey, deliver, assign, transfer, lease, option, mortgage, pledge, abandon, borrow, loan, contract, distribute in cash or kind or partly in each at fair market value on the date of distribution, without requiring pro rata distribution of specific assets and without requiring pro rata allocation of the tax bases of such assets.

They may hold in nominee form, continue businesses, carry out agreements, and deal with themselves, other fiduciaries and business organizations in which my fiduciaries may have an interest.

They may establish reserves, release powers, and abandon, settle or contest claims.

They may employ attorneys, accountants, custodians of the trust assets, and other agents or assistants as deemed advisable to act with or without discretionary powers and compensate them and pay their expenses from income or principal of both.

Section 6.02 Fiduciaries' Powers Act

In addition to all of the above powers, my fiduciaries may, without prior authority from any court, exercise all powers conferred by my will or by common law or by any fiduciary powers act or other statute of the State of Tennessee or any other jurisdiction whose law applies to my will. The powers set forth in T.C.A. §35-50-110 are specifically incorporated into this will. My Executor shall have absolute discretion in exercising these powers. Except as specifically limited by my will, these powers shall extend to all property held by my fiduciaries until the actual distribution of the property.

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Section 6.03 Alternative Distribution Methods

My fiduciaries may make any payment provided for under my will or under the terms of any trust established under my will as follows:

Directly to the beneficiary;

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

To the beneficiary's guardian, conservator, agent under a durable power of attorney or caregiver for the benefit of the beneficiary; or

By direct payment of the beneficiary's expenses, made in a manner consistent with the proper exercise of the fiduciary's duties hereunder. A receipt by the recipient for any such distribution shall fully discharge the fiduciary.

To persons, corporations, or other entities for the use and benefit of the beneficiary;

To an account in a commercial bank, brokerage or savings institution in the name of the beneficiary, or in a form reserving the title, management, and custody of the account to a suitable person, corporation, or other entity for the use and benefit of the beneficiary;

To invest in or contribute to a qualified Code Section 529 plan as an account owner on behalf of a beneficiary and exercise any options under such account consistent with the purposes set forth herein.

Article Seven
Administrative Provisions

Section 7.01 No Bond

I direct that no fiduciary be required to give any bond in any jurisdiction, and if, notwithstanding this direction, any law, statute, or rule of court requires any bond, no sureties be required.

Section 7.02 Distributions to Incapacitated Persons and Persons Under Twenty-One Years of Age

If my Executor is directed to distribute any share of my probate estate to any beneficiary who is under the age of 21 years or is in the opinion of my Executor, under any form of incapacity that renders such beneficiary unable to administer distributions properly when the distribution is to be made, my Executor may, in my Executor's discretion, continue to hold such beneficiary's share as a separate trust until the beneficiary reaches the age of 21 or overcomes the incapacity. My

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Executor may either serve as Trustee of such trust or designate another Trustee. My Trustee shall then distribute such beneficiary's trust to him or her when he or she reaches the age of 21.

While any trust is being held under this Section, the Trustee shall pay to the beneficiary for whom the trust is held such amounts of the net income and principal as the fiduciary determines to be necessary or advisable for the beneficiary's health, education, maintenance and support.

Upon the death of the beneficiary before that time, the trust property shall be distributed to the beneficiary's estate.

Whenever the Trustee is directed to pay or use trust property to or for the benefit of a minor or any person suffering under any legal disability, the trustee shall not required to seek the appointment of a guardian but such payment may be made in accordance with Section 6.03.

Section 7.03 Representative of a Beneficiary

The guardian of the person of a beneficiary may act for such beneficiary for all purposes under my will or may receive information on behalf of such beneficiary.

Section 7.04 Administration of Real Property.

I direct that all real property which I may own at the time of my death be administered as a part of my probate estate subject to the control of my Executor, as authorized by T.C.A. § 31-2-103(a). It is my intention that my Executor have possession and control of my real property during the period of administration, including the power to sell, lease, encumber and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court. Any commissions or other expenses arising out of the sale of any such property by my Executor shall be deemed to be a proper expense of administering my estate.

Article Eight
Payment of Debts and Taxes

I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate be paid as soon as may be convenient after my death, except that any property that is encumbered by a debt secured by a mortgage may be paid off without right of contribution from my wife or retained in the discretion of my Executor and such property shall pass subject to such mortgage. I further direct that all transfer, estate, inheritance and other death taxes which are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate, as an expense of administration, without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. I authorize my Executor, in its sole discretion,

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to use the proceeds of any life insurance payable to my estate or to my Executor for the payment of my debts or taxes of my estate.

Article Nine
Definitions and General Provisions

Section 9.01 Definitions

For purposes of my will and for the purposes of any trust established under my will, the following definitions shall apply:

(a) Adopted and Afterborn Persons

A legally adopted person in any generation and his or her descendants, including adopted descendants, shall have the same rights and be treated in the same manner under my will as natural children of the adopting parent, provided such person is legally adopted prior to attaining the age of 18 years. A person shall be deemed to be legally adopted if the adoption was legal in the jurisdiction in which it occurred at the time that it occurred.

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

(b) Descendants

The term "descendants" shall include a person's lineal descendants of all generations.

(c) Per Stirpes

Whenever a distribution is to be made to a person's descendants *per stirpes*, the distribution shall be divided into as many shares as there are then living children of such person and deceased children of such person who left then living descendants. Each then living child shall receive one share and the share of each deceased child shall be divided among such child's then living descendants in the same manner.

Section 9.02 Survivorship Presumption

If my wife and I die under circumstances in which the order of our deaths cannot be established, I shall be deemed to have survived my wife. If any other beneficiary shall be living at my death, but die within 90 days thereafter, then such beneficiary shall be deemed to have predeceased me for all purposes of my will.

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Section 9.03 General Provisions

The following general provisions and rules of construction shall apply to my will:

(a) Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the contest requires or permits.

(b) Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within my will are included solely for the convenience and reference of the reader. They shall have no significance in the interpretation or construction of my will.

(c) Governing State Law

My will shall be governed, construed and administered according to the laws of Tennessee as from time to time amended.

(d) Severability

The invalidity or unenforceability of any provision of my will shall not affect the validity or enforceability of any other provision of my will. If a court of competent jurisdiction determines that any provision is invalid, the remaining provisions of my will shall be interpreted and construed as if any invalid provision had never been included in my will.

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IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on July 17, 2003.

FRED D. THOMPSON

The foregoing Will was, on the day and year written above, published and declared by FRED D. THOMPSON in our presence to be his Will. We, in his presence and at his request, and in the presence of each other, have attested the same and have signed our names as attesting witnesses.

WITNESSES:

Bryan Howard ADDRESS: 511 Union St.
Nashville TN 37219

Bobbie N. Murphy ADDRESS: 4815 Wayside Dr.
Old Hickory, TN 37138

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AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

We, the witnesses, whose names are signed to the foregoing Will and printed below, having been sworn, declared to the undersigned officer that FRED D. THOMPSON, in the presence of both witnesses, signed the instrument declaring it to be his last Will, and that each of the witnesses, in the presence of FRED D. THOMPSON and in the presence of each other, signed the Will as a witness.

We declare that at the time of our attestation of this Will, FRED D. THOMPSON was, according to our best knowledge and belief, over the age of eighteen, under no undue duress or constraint, of sound and disposing mind, memory and understanding, and in all respects competent to make a Will.

Bryan Howard
WITNESS

Bryan Howard
(Printed name)

Bobbie N. Murphy
WITNESS

Bobbie N. Murphy
(Printed name)

SWORN TO AND SUBSCRIBED before me, July 17, 2003.

Cynthia L Collins
NOTARY PUBLIC

My Commission Expires: March 28, 2005

THIS INSTRUMENT PREPARED BY:
WALLER LANSDEN DORTCH & DAVIS
A Professional Limited Liability Company
511 Union Street, Suite 2100
Nashville, Tennessee 37219-1760
July 17, 2003

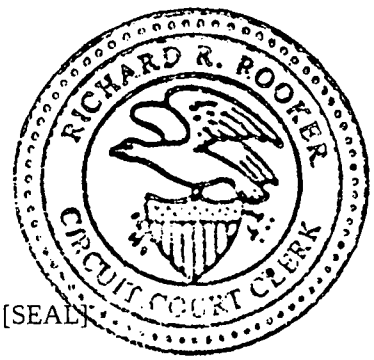
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STATE OF TENNESSEE

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 03 day of DECEMBER, 2015, in Docket Number 15P1903, IN RE: THOMPSON, FRED D. ET.AL, 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 26 day of JANUARY in the year 2017 and in the 240 year of American Independence.

RICHARD R. ROOKER, Clerk,



[SEAL]

By: _____

Deputy Clerk