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LAST WILL AND TESTAMENT
OF
AGNES V. WILLIAMS

BOOK 10456 PG 686

I, AGNES V. WILLIAMS, domiciled in and a resident of Davidson County, Tennessee, make, publish and declare this to be my Last Will and Testament. I revoke all wills and codicils previously made by me.

ITEM I: Appointment of Executor. I appoint HORACE E. WILLIAMS as Executor of this my Last Will and Testament and direct that no bond be required of him in this capacity. If HORACE E. WILLIAMS should not survive me, or be for any reason unable or unwilling to qualify as Executor, or, having so qualified, should become incapacitated, die or resign, then MARY ELIZABETH WILLIAMS shall serve as successor Executrix, without bond.

ITEM II: Payment of Debts, Expenses of Administration and Taxes. I direct that all of my legally enforceable debts, any unpaid charitable pledges (regardless of whether these pledges may be enforceable obligations of my estate), my funeral expenses, and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. I further direct that there shall be paid out of my estate, without apportionment, all estate, inheritance, succession and other taxes, (together with any interest or penalty thereon) assessed by reason of my death. It is my intent that any part of my gross estate for tax purposes that qualifies for the estate or inheritance tax charitable deduction shall not be charged for the payment of any such taxes. My Executor, in his sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ITEM III: Bequests of Tangible Personal Property. I give all of my clothing, jewelry, automobiles, and all other tangible personal property (except cash on hand or on deposit) owned by me at the time of my death to my children, in equal shares, to be divided among them as they shall agree, or if they shall fail to agree within six (6) months from the date of my death, then as my Executor shall determine. Any property not so distributed, in the sole discretion of my Executor, may be retained and distributed at a later time or may be sold. In the event of sale, the proceeds shall be added to my Residuary Estate. If in the discretion of my Executor any of my tangible personal property is not suitable for delivery, my Executor may retain such property in safekeeping for future delivery. My Executor shall pay expenses associated with safeguarding, insuring, packing, storing, delivering, and distributing the tangible personal property, and such expenses shall be deemed to be a proper part of the expenses of administering my estate.

ITEM IV: Administration of Real Property. I give to my Executor all real property which I may own at the time of my death and direct my Executor to hold, administer and distribute my real property as a part of my probate estate. 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 interest therein without the joinder of any beneficiary of my estate or the approval of any court.

ITEM V: Devise of Residence. I devise all of my right title and interest in my home, located at 1903 Lombardy Avenue, Davidson County, Nashville, Tennessee 37215, to my daughter, MARY ELIZABETH WILLIAMS, if she survives me.

ITEM VI: Disposition of Residuary Estate. I devise and bequeath all the rest and residue of the property that I may own at the time of my death, of whatever kind and wherever located (my Residuary Estate) to my children, in equal shares, per stirpes. If my daughter, MARY ELIZABETH WILLIAMS, should not survive me, then her share of my estate shall be divided between my other children who do survive me, per stirpes.

ITEM VII: Statutory Powers Granted to Fiduciaries. I authorize my Executor (including any substitute or successor personal representative) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate, to exercise any or all the powers set forth in Section 35-50-110, Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

ITEM VIII: Definitions and Miscellaneous Provisions.

A. Definition of Children. In this Will, the terms "child" and "children" refer to my children who are now living, MARY ELIZABETH WILLIAMS, HORACE E. WILLIAMS and JOSEPH M. WILLIAMS.

B. Accountings And Bond. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

C. Fiduciary Designations. References to Executors shall always refer to the party then acting in that capacity, whether originally appointed or serving as successor.

D. Headings and Gender Designation. Paragraph headings are for convenience only; the content of the paragraph controls over the heading. Any reference to any party herein in whatever gender shall be deemed to mean the appropriate gender.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and one preceding typewritten page, and for the purpose of identification I have initialed each such page, all in the presence of the persons witnessing it at my request on this 13th day of February, 1997, at Nashville, Tennessee.

Agnes V. Williams
AGNES V. WILLIAMS

The foregoing instrument was signed, published and declared by the said AGNES V. WILLIAMS as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 13TH day of FEBRUARY, 1997, at Nashville, Tennessee.

B. Michael Cox residing at Nashville, TN

Elizabeth A. Comstock residing at Nashville, TN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

BOOK 10456 PG 688

AFFIDAVIT BY WITNESSES TO WILL

Each of the aforesaid witnesses, being G. Michael Hopp and Elizabeth A. Carnahan deposes and says that said witnesses subscribed to the foregoing Will of AGNES V. WILLIAMS, executed on the 13th day of February, 1997, having been requested by the Testatrix to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby states that the said AGNES V. WILLIAMS was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it freely, without undue influence or coercion, by initialing each page and signing the final page in the presence of all of the witnesses who were all present at the same time, and that said witnesses, in her presence, at her request, and in the presence of each other, subscribed their names as witnesses on the 13th day of February, 1997.

G. Michael Hopp

Elizabeth A. Carnahan

Sworn to and subscribed before me this the 13th day of February, 1997.

Jan O'Brien
Notary Public

My Commission Expires: 7-26-97

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MAIL ENV.

Given under my hand and seal of office. Will Book 212 Page 501
Nashville, this 14th day of February 1997.

By: Ruth Lyons Deputy Clerk

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