LAST WILL AND TESTAMENT

of

LOUIS J. RESHA, SR.

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I, LOUIS J. RESHA, SR., of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory and realizing the uncertainty of life, do hereby make and publish this my Last Will and Testament, hereby revoking all wills and codicils thereto by me at any time heretofore made.

ITEM I

I direct that all of my just debts, funeral expenses and the expenses of the administration of my estate be paid from my estate.

ITEM II

I give, devise and bequeath to my wife, Ann Louise Davis Resha, absolutely and in fee simple, all property which I own or have the right to dispose of at my decease and which remains after payment of my just debts and funeral expenses, of whatever kind, character and description, real, personal, intangible and mixed, and wherever situated.

ITEM III

In the event my said wife, Ann Louise Davis Resha, does not survive me, then I give, devise and bequeath absolutely and in fee simple, all the rest and residue of my property both real and personal and of whatever kind and nature and wheresoever situated in equal shares to my sons, Louis J. Resha, Jr. and Raymond M. Resha, share and share alike, or if either or both predecease me then to his or their issue per stirpes and not per capita.

ITEM IV

I nominate and appoint my wife, Ann Louise Davis Resha, Executrix of this my Last Will and Testament and I authorize my said

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 Louis J. Resha

Executrix to do any and all things which in her opinion are necessary to complete the administration and settlement of my estate, including full right, power and authority, without the order of any court and upon such terms and under such conditions as to my said Executrix shall seem best for the proper settlement of my estate, to bargain, sell at public or private sale, convey, transfer, deed, mortgage, lease, exchange, pledge, manage and deal with any and all property belonging to my estate, to compromise, settle, adjust, release and discharge any and all obligations or claims in favor of or against my estate, and to borrow money for the payment of inheritance and estate taxes or for any other purpose. Without in any way limiting the scope of the powers enumerated herein of my Executrix, I hereby specifically give to her full power to retain any and all securities or property owned by me at the time of my decease whenever, in her absolute and uncontrolled discretion, such a course shall seem to her to be best, without liability for depreciation or loss, and free from investment restrictions incident to trusteeship or executorship, whether imposed by common law or statute. In the execution of said duties and powers said Executrix shall have the power to comply with all legal requirements as to the execution and delivery of deeds and all other writings, documents or formalities without the order of any Court.

In the event my said wife, Ann Louise Davis Resha, does not survive me or for any other reason fails to qualify as Executrix of this my Last Will and Testament, or, having qualified, thereafter for any reason shall cease to act, then I nominate and appoint my brother, Edward F. Resha, of Nashville, Tennessee, Executor of this my Last Will and Testament with all the duties, rights, powers, liabilities, privileges and immunities which are hereinbefore given to my said wife, Ann Louise Davis Resha, as Executrix as aforesaid.

I direct that no bond be required of either my wife, Ann Louise Davis Resha as such Executrix, or Edward F. Resha as Executor.

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 Lauren J. Resha Jr.

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ITEM V

I direct that my Executrix employ and retain my attorney, Alfred E. Wehby, as attorney for the estate. In the event my said attorney predeceases me or is unwilling or unable to serve for any reason, then the selection of an attorney to represent my estate shall rest in the sole discretion of my Executrix.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this the 23 day of March, 1972.

Louis J. Resha Sr.
TESTATOR

* * * * * * * * * * *

Signed by the said LOUIS J. RESHA, SR. for his Last Will and Testament, consisting of three pages, including this page, in the presence of us, the undersigned, who, at his request and in his sight and presence, and in the presence of each other, have subscribed our names as attesting witnesses the day and date above written.

Al Wehby ADDRESS Nashville, Tennessee

Sandra Buchanan ADDRESS 5805 Mandina Nashville, T

W. D. Burton Jr. ADDRESS Nashville, Tenn

PICK-UP

98 DEC 15 PM 2:28
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
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STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 108 Page 420

Given under my hand and official seal, at office, in Nashville, this 14th of December 1998.

RICHARD R. ROOKER, CLERK

By D. Burton
Deputy Clerk