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This Instrument Prepared By:

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BILL GARNER REGISTER
DAVIDSON COUNTY, TN.

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IDENTIF. + REFERENCE

LAST WILL AND TESTAMENT
OF
ANNIE DAVIS RESHA

I, **ANNIE DAVIS RESHA**, domiciled in Franklin, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

I.

I direct that all my just debts, my funeral expenses, and the cost of administration of my estate be paid as soon as practicable after my death.

II.

I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof.

III.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, I bequeath and devise in fee to my sons, **LOUIS J. RESHA, JR.** and **RAYMOND M. RESHA.**

IV.

In the event both of my sons hereinabove named shall survive me, I direct that the share of my residuary estate hereinabove referenced in Article III which is designated for my son **RAYMOND M. RESHA** shall be transferred to my son **LOUIS J. RESHA, JR.** in Trust for the use and benefit of the said **RAYMOND M. RESHA.** Said Trust Fund shall be held, managed and controlled as a Trust Estate, with all of the rights and powers and subject to the limitations hereinafter enumerated, for the following uses and purposes:

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A.

The Trustee shall collect the income from the property comprising the Trust Estate and shall remit the net income in monthly or other convenient installments to my son **RAYMOND M. RESHA** for a period of five (5) years subsequent to the date of my death. Upon the expiration of said five (5) year period, the Trustee shall distribute to my son **RAYMOND M. RESHA** one-third (1/3) of the corpus of his Trust Fund. The remainder of such fund shall be maintained in trust and the net income therefrom shall be paid in monthly or other convenient installments to the said **RAYMOND M. RESHA** until the expiration of ten (10) years from the date of my death. Upon said occurrence, the Trustee shall distribute to my son **RAYMOND M. RESHA** one-half (1/2) of the corpus remaining in his Trust Fund. The remainder of the fund shall be retained in trust and the net income therefrom shall be paid in monthly or other convenient installments to my son **RAYMOND M. RESHA** until the expiration of fifteen (15) years from date of my death, at which time said trust shall terminate and the balance of the corpus therein shall be paid to the said **RAYMOND M. RESHA** in fee.

B.

If my son **RAYMOND M. RESHA** shall die, after the Trust Fund herein has been set apart for his benefit and before the entire of his principal of his fund has been distributed to him in fee, then in such event, the Trustee shall distribute the corpus of his trust in such manner as my son **RAYMOND M. RESHA** may appoint by specific reference thereto in his Will, admitted to Probate. If the said **RAYMOND M. RESHA** shall not execute a Last Will and Testament exercising the foregoing special power of appointment with respect to the entire principal of the fund then held in his trust, then such part of the principal as he shall not appoint shall be distributed per stirpes and in fee unto his then living issue.

C.

I hereby authorize and empower the Trustee in his sole and absolute discretion, at any time and from time to time, to disburse from the principal of any Trust Estate created herein such amounts as he may deem advisable to provide adequately and properly for the health, support, maintenance, and education of the said **RAYMOND M. RESHA**, his spouse and issue, including, but not by way of limitation, expenses incurred by reason of illness and disability. For all sums so disbursed, the Trustee shall have full acquittance. As an expression of preference, it is my desire that the Trustee be liberal in making available to my son **RAYMOND M. RESHA** such amounts as are reasonably necessary for his support and maintenance, even to the point of completely exhausting the corpus of the Trust.

D.

I authorize my Trustee in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of any Trust, to exercise to any and all the powers set forth by Tennessee Statutory Authority.

A.D.R.

V.

In the event my son, **RAYMOND M. RESHA** should predecease me, I direct that the share of my residuary estate hereinabove designated for him shall be transferred to his surviving issue per stirpes.

VI.

In the event my son **LOUIS J. RESHA, JR.** should predecease me, I direct that the share of my residuary estate hereinabove designated for my son **RAYMOND M. RESHA** shall not in that event be maintained in Trust, and instead, shall be distributed in fee to the said **RAYMOND M. RESHA.** Further, in the event my son **LOUIS J. RESHA, JR.** should become physically and/or mentally incapacitated such that he cannot maintain and/or continue to maintain the Trust for the use and benefit of my son **RAYMOND M. RESHA** as hereinabove referenced, said Trust in that event shall terminate and the corpus therein shall be paid to my son **RAYMOND M. RESHA,** in fee. Further, in the event my son **LOUIS J. RESHA, JR.** should determine at any point in time that it is no longer economically feasible to maintain the Trust for my son **RAYMOND M. RESHA,** he shall have the right and privilege of terminating said Trust and distributing the corpus to my son **RAYMOND M. RESHA.**

VII.

I presently own two duplexes situated on Clifton Avenue in Nashville, Davidson County, Tennessee. In the event all and/or a portion of said real estate should be owned by me at the time of my death, and in the event my son **RAYMOND M. RESHA** should have an interest in receiving same as a part of his distribution hereinabove made in Article III and at a fair market value as determined by an appraisal, I direct that the representative of my estate shall secure an MAI appraisal of same in order to determine said fair market value. Upon receipt of said appraisal, should my son **RAYMOND M. RESHA** then desire to receive said property for the appraised value, same shall be included as a part of that one-half (1/2) portion designated for him as hereinabove provided.

VIII.

In the event my son, **LOUIS J. RESHA, JR.,** should predecease me, and in the event he should be survived by his wife, **GWEN RESHA,** and the said **GWEN RESHA** should be married to him at the time of his death and should remain unmarried subsequent thereto until my death, I direct that the share of my residuary estate herein designated for said deceased son shall be transferred as follows: (a) the one-half (1/2) portion of any Bi-Rite common stock owned by me and included in the division herein referenced shall be transferred to my daughter-in-law, **GWEN RESHA;** and, (b) all the remainder of the portion of my residuary estate designated for my deceased son shall be transferred to his surviving issue per stirpes. Additionally, in

the event my daughter, **GWEN RESHA**, should predecease me, or should she not be married to my son herein referenced at the time of his death or remain unmarried subsequent thereto until my death, then in that event the entirety of the share designated for my deceased son shall be transferred to his surviving issue per stirpes

IX.

I appoint my son, **LOUIS J. RESHA, JR.**, to serve as Trustee of any Trusts created herein, and I direct that no bond be required of him for the faithful performance of his duties in said capacity.

X.

I appoint my son, **LOUIS J. RESHA, JR.**, to serve as Executor of this my Last will and Testament, and I direct that no bond be required of his for the faithful performance of his duties in said capacity. In the event son, **LOUIS J. RESHA, JR.**, should predecease me or should otherwise be unable to serve in said capacity, I appoint my son, **RAYMOND M. RESHA**, to serve as the Executor of this my Last Will and Testament, and I direct that no bond be required of him for the faithful performance of his duties in said capacity. I vest my said Executor with full power and authority to sell, transfer, and convey any property, real or personal, which I may own at the time of my death, at such time and price and upon such terms and conditions as he may determine and to do every other act and thing necessary or appropriate to the complete administration of this Will.

IN TESTIMONY WHEREOF, I have hereunto subscribed by name to this my Last Will and Testament, consisting of this page, three (3) preceding typewritten pages and one (1) following typewritten page, and for the purpose of identification I have initialled each such page, all in the presence of the persons witnessing it at my request on this 30th day of October, 1995.

Annie Davis Resha

ANNIE DAVIS RESHA
Testatrix

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Renee' Moore (PRINTED NAME OF WITNESS) and Mark Hautzog (PRINTED NAME OF WITNESS),

being first duly sworn, do jointly and severally make oath as follows: That the foregoing instrument was signed, published and declared by the above named Testatrix, as and for her Last Will and Testament; and we have hereunto affixed our

A.D.R.
A.D.R.

signatures, as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other, and we further depose that at the said place and time the Testatrix was of sound mind and disposing memory and signed the said Will as her free and voluntary act.

Renée Moore
Signature of Witness

Signature of Witness

SWORN TO and subscribed before me on this the 30th day of October, 1995.

My Commission Expires:
May 16, 1998.

Michelle White
Notary Public

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 m, office. Will Book 205 Page 258
Given under my hand and official seal, at office, in Nashville, this 3 of DEC 19 98.

RICHARD R. ROOKER, CLERK

By
Deputy Clerk

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WILL OF ANNIE DAVIS RESHA

-PAGE 5-

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