PICK-UP

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Davidson County WILL
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Fees:26.00 Taxes:0.00
20010405-0033413

WILL

OF

ELEANOR H. PAUL

I, Eleanor H. Paul, presently residing in Nashville, Davidson County, Tennessee, do make and declare this my Will, hereby revoking all former wills and codicils.

ITEM I

FAMILY

A. Husband. I am married to Milton A. Paul, and he is referred to in this Will as my husband. If my husband and I die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I survived him, and my estate shall be administered and distributed in accordance with such presumption.

B. Children. I have three (3) children, whose names are Milton Howard Paul, Charles Buford Paul and Allen Gentry Paul. These children are referred to in this Will collectively as my children.

ITEM II

DEBTS, ADMINISTRATION EXPENSES AND TAXES

All of my lawful debts, my funeral expenses and the expenses of administration of my estate shall be paid by the Executors as soon as practicable after my death. The Executors shall pay out of my residuary estate all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this Will or otherwise, as an expense of administration, without apportionment.

Eleanor H. Paul

Eleanor H. Paul, Testatrix

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ITEM III

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

I bequeath to my husband, if he shall survive me, all of my clothing, jewelry, personal effects, automobiles and all of my other tangible personal property (together with any policies of insurance thereon). If my husband shall not survive me, I bequeath all such property to my children in equal shares, share and share alike, with the suggestion that they arrive at an equitable method of distribution so that each share will be approximately equal in value.

ITEM IV

REAL ESTATE TRUST

I devise to the Trustees, in trust, my one-half ownership interest in certain unimproved real property in Davidson County, Tennessee, identified currently as Parcel 1 on Metro Tax Map 174 and consisting of approximately 115 acres, being more particularly described in the deed of record in Book _____, Page _____, Register's Office for Davidson County, Tennessee, in accordance with the following provisions:

A. Disposition During Husband's Life. Until my husband's death, the Trustees shall collect any income from the property comprising the trust estate, shall pay all taxes and incidental expenses of the trust and shall pay to or apply for the benefit of my husband the entire net income of the trust in annual or more frequent installments. The Trustees may also encroach upon the principal of the trust during such time, at any time and from time to time, for the purpose of paying to or for the benefit of my husband any amounts the Trustees, in their sole discretion, deem necessary or desirable for his health, maintenance or support.

B. Disposition of Assets at Husband's Death. Upon the death of my husband (or upon my death if he shall not survive me), the trust shall

Eleanor H. Paul

Eleanor H. Paul, Testatrix

terminate, and the assets thereof shall be distributed absolutely, free of trust, to my children in equal shares (with the issue of any deceased child to take his share, per stirpes.) If the trust then consists of the aforesaid real property, then the same shall be conveyed to my children as tenants in common.

C. Spendthrift Provision. Neither the income nor principal of the trust herein created shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary, nor shall any income or principal of the trust estate hereunder be in any manner subject to or liable in the hands of the Trustees for the debts, contracts or engagements of any beneficiary or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatsoever; but in all distribution of income or principal, the same shall be paid only to the beneficiary entitled, upon receipt of the beneficiary, or to others for the benefit of the beneficiary.

ITEM V

RESIDUARY ESTATE

I devise and bequeath all the rest of the property I may own at my death to my husband, but if he does not survive me, then to my children in equal shares, share and share alike (with the issue of any deceased child to take his share per stirpes).

ITEM VI

FIDUCIARIES

A. Executors. I appoint my children, Milton Howard Paul, Charles Buford Paul and Allen Gentry, as the Executors of this Will. I direct that no bond be required of them for the faithful performance of their duties, and I waive the filing of any inventory.

Eleanor H. Paul

Eleanor H. Paul, Testatrix

B. Trustees.

1. Appointment. I appoint Milton Howard Paul, Charles Buford Paul and Allen Gentry as the Trustees of the trust created herein. I direct that no bond be required of them for the faithful performance of their duties.

2. Reports. The Trustees are excused from making any accounting or report to any court regarding the administration of the trust herein created.

3. Resignation. Any Trustee may resign upon thirty (30) days written notice to my husband and the other Trustees. In such event, the remaining Trustees shall continue to so serve.

C. Powers of Executors and Trustees. The Executors and Trustees, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate or the trust hereunder, may exercise any and all of the powers set forth in Tennessee Code Annotated, Section 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this Will), even if said statute be amended or repealed hereafter. Any real property I own at my death is to be part of my probate estate and treated as forming part of my personal estate for purpose of administration.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Will, consisting of this and the preceding three (3) printed pages, and for the purpose of identification, I have signed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 20th day of February, 1992, at Nashville, Tennessee.

Eleanor H. Paul

Eleanor H. Paul, Testatrix

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Signed and declared by the Testatrix, Eleanor H. Paul, to be her Will in the presence of all of us at one and the same time, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Names	Addresses
Jack W. Robinson, Sr.	Nashville, Tn.
Penny Appleton	Nashville, TN

THIS WILL PREPARED BY:

GULLETT, SANFORD, ROBINSON & MARTIN
230 Fourth Avenue, North
3rd Floor, Metropolitan Federal Building
P. O. Box 2757
Nashville, TN 37219-0757.

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A F F I D A V I T

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. That they are adult citizens and residents of Tennessee.

2. That they witnessed the execution of the Will of Eleanor H. Paul, dated the 20th day of FEBRUARY, 1992, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testatrix and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

3. That their signatures are affixed to the said Will, that they signed or affixed the same at the instance and request of the Testatrix, and in her presence, and in the presence of each other, at the place and on the date recited in said Will.

4. That the Testatrix signed said paper writing as and for her Will in their sight and presence.

5. That at the time they witnessed said Will, the Testatrix was, in their opinion, of sound mind.

Jack N. Robinson Sr.
WITNESS

Penny Appleton
WITNESS

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 20th day of FEBRUARY, 1992.

Julia C. Hunt
Notary Public

My Commission Expires: 9-25-93

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 208 Page 32 Given under my hand and official seal, at office in Nashville, this 5th of April 20 01.

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk