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2001 JUL 18 AM 8:32
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Davidson County WILL
Recvd: 06/25/02 10:15 9pgs
Fees:47.00 Taxes:0.00
20020625-0075994

LAST WILL AND TESTAMENT

of

ARLYNE L. JENNINGS

I, Arlyne L. Jennings, currently domiciled at 2308 Sweetwood Road, Nashville, Davidson County, Tennessee, do make, publish and declare this instrument to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me, including but not necessarily limited to those certain wills which I made on or about September 8, 1983, and November 6, 1995.

ARTICLE 1: NAME & FAMILY

1.1 Name: My full name is Arlyne Lewis Jennings. The name I customarily use and which I sign on documents is Arlyne L. Jennings. My date of birth is September 15, 1910, and my Social Security Number is [redacted]-7579.

1.2 Present Family: I am not married, and I have no children.

ARTICLE 2: DISPOSITION OF ESTATE

2.1 Tangible Personal Property: I give all the tangible personal property that I own at my death, including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, wearing apparel, and other articles of household or personal use or ornament, to my Sister, Osa Lewis Shaw, if she is living on the thirtieth day after the date of my death; or, if the said Osa L. Shaw is not then living, to my residuary estate.

2.2 Costs of Securing: All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be expenses of administration of my estate.

2.3 Residuary Estate: 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, or whatever nature and wherever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises and all life insurance payable to my estate, I give, bequeath and devise in fee to my Sister, Osa L. Shaw, provided she survives me by at least thirty (30) days.

3.4 Alternate Disposition: In the event I am not survived by my Sister, then I give, devise and bequeath my entire estate, including all my personal property and all of my real estate, to be divided equally among Mrs. Verdis Lewis (my sister-in-law); Miss Sue Lewis (my niece); Mrs. Joyce Lewis (my niece); and Shawn Michael Lewis (my grand nephew), *per capita*.

ARTICLE 3: SIMULTANEOUS DEATH

3.1 Beneficiary: If any beneficiary under this Will and I shall die under such circumstances that there is no sufficient evidence to determine the order of our death, or if such beneficiary shall die within a period of thirty (30) days after the date of my death, then all bequests, devises and provision made under this Will to or for the benefit of such beneficiary shall be void, and my estate shall be administered and distributed, in all respects, as though said beneficiary had not survived me.

ARTICLE 4: PERSONAL REPRESENTATIVE

4.1 Personal Representative Named: I name Osa L. Shaw personal representative of my Will. If my said personal representative should fail to qualify or cease to serve, I appoint Shawn Michael Lewis, of Akron, Ohio, to serve in place of Osa L. Shaw. If at any time there is no personal representative serving, the beneficiaries of the estate shall name a personal representative to serve.

4.2 Waiver of Bond: I direct that any personal representative appointed to serve under this Will, whether original or successor, be permitted to qualify and serve without giving bond in this or any other jurisdiction.

ARTICLE 5: POWERS OF PERSONAL REPRESENTATIVE

The following general provision shall apply to my personal representative in addition to any others contained in this Will.

5.1 Dealing with Personal Representative: No person dealing with the personal representative in any capacity shall be bound to inquire into the capacity to act on the part of the personal representative or into the authority for, or propriety of, any act or to see to the application or disposition of any money or other property paid, delivered or loaned to the personal representative.

5.2 Waiver of Inventory, Reports, Accounting and Appraisal: I authorize my personal representative to administer and settle my estate without the necessity of filing an inventory or making any report or final settlement or accounting with any court to the extent permitted by law. I expressly waive appraisal of my estate.

5.3 Powers: My personal representative has each power set forth in *Tennessee Code Annotated,* §35-50-110, which I incorporate by reference into this Will. Further, my personal representative shall exercise, in general, all power with respect to the property included in my estate which any individual would exercise in the management of similar property owned in his own right and not to be responsible for losses, if any, resulting from honest mistakes of judgment.

5.4 Income During Administration: During the period of administration of my estate, the personal representative shall be authorized to make distributions of the income of the estate to the same persons, and in the same proportions, as might be made if the administration were completed.

5.5 Reasonable Discretion, Good Faith: I authorize the personal representative to exercise reasonable discretion with respect to all property, real and personal, at any time forming part of the estate. No personal representative serving hereunder shall be liable or responsible for any act or omission unless such act or omission shall have been done or omitted in bad faith. Any act or omission done or omitted by any personal representative serving hereunder upon the advice of legal counsel shall be conclusively presumed to have been done in good faith.

5.6 Realty: Except for real property specifically devised in this Will, I direct that all real property in my estate is to be administered as a part of the estate subject to the control of the personal representative.

5.7 Estate Liquidity: If my personal representative must dispose of an asset to provide funds for the payment of a tax, an administration expense, or claim of a creditor, my personal representative may dispose of the asset without liability to my estate or to a beneficiary for disposing of an asset which is more marketable but which will produce a higher income tax liability to my estate than another asset.

5.8 Insurance Proceeds: My personal representative shall distribute my life insurance proceeds according to the dispositive provisions of this Will, but, when applicable, may make the distribution on a non-prorate basis. Despite the foregoing, my personal representative may use all or part of the life insurance proceeds to pay all or part of my funeral and administration expenses and my lawful debts, after giving due regard for the financial welfare of the beneficiaries of my Will. A liability shall not be imposed upon my personal representative for using, or refusing to use, the proceeds other than for the benefit of the beneficiaries of my Will.

5.9 Duties of Successor: A successor personal representative has each duty, right and power given to the personal representative originally pointed. A successor is not liable for an act or default of a predecessor, nor for a loss or an expense from or occasioned by an act done or neglected to be done by a predecessor personal representative. The successor may accept the account rendered and assets delivered to it by its predecessor as a complete discharge to the predecessor personal representative.

ARTICLE 6: MISCELLANEOUS PROVISIONS

6.1 Advancements: I declare that such gifts and advancements as I may have made or may hereafter make, prior to the date of my death, to any beneficiary under this Will shall be in addition to, and not in satisfaction of, any legacies, portions or other benefits given them by my Will.

6.2 Action by Beneficiaries: Any action to be taken by the beneficiaries in selecting a successor personal representative as provided in this Will, shall be valid if taken by the beneficiaries of the estate who at that time represent a majority in interest in the estate. Any beneficiary who is a minor or who is under other legal disability shall be represented by his or her parent or duly appointed guardian.

6.3 Casualty Insurance Proceeds: If a gift is not in existence or is damaged by virtue of a casualty insured against, the beneficiary of the gift will receive the insurance proceeds recovered as a substitute for the gift if it is completely destroyed, or the damaged property and the insurance proceeds recovered if partially destroyed.

6.4 Terms: Each of the following terms shall have the meanings as indicated:

6.4.1 Personal Representative: A reference to my personal representative includes each person or organization serving as the legal representative of my Will.

6.4.2 Gender, Plural: Any use of the masculine shall include the feminine, and the singular the plural, when such meaning is appropriate.

6.4.3 Per Stirpes: Whenever any distribution is to be made to designated issue on a *per stirpes* basis, the property shall be distributed to the persons and in the proportions that personal property of the named ancestor would be distributed under the laws of the State of Tennessee in force at the time stipulated for distribution if the named ancestor had died intestate at such time, domiciled in such state, not married, and survived only by such issue.

6.5 Unclaimed Bequests: All bequests that are not claimed and paid within three (3) full years after the probate of this Will shall become null and void, and the sums unclaimed and unpaid shall revert to, and become a part of, my residuary estate.

6.6 Ancillary Administration: In the event I own an interest or interests in real property located outside the state of my domicile or in the event ancillary administration of my estate is needed for any other reason outside the state of my domicile, I appoint my domiciliary personal representative or any of them who may be permitted to qualify in such other jurisdiction as my personal representative in such other jurisdiction. If my domiciliary personal representative or any of them is unable or unwilling to qualify as such, then I appoint as my personal representative in such other jurisdiction the person or persons selected by my domiciliary personal representative by an instrument in writing signed by my domiciliary personal representative and delivered to the person or persons so selected and to the court in such other jurisdiction having jurisdiction over the ancillary probate of my Will. Any personal representative acting in such other jurisdiction shall have all of the powers, privileges and immunities granted in this Will to my domiciliary personal representative, and shall not be required to post bond, file inventories or make reports or accounting to any court. Such personal representative shall administer the assets of my estate in such other jurisdiction as promptly as possible and shall turn such assets over to my domiciliary personal representative.

6.7 Power to Disclaim: Each person entitled to receive any interest under this instrument may disclaim such interest in whole or in part if such person has not accepted such interest or any of its benefits provided such disclaimer shall be in writing, shall be delivered to the transferor, the transferor's legal representative or the holder of the legal title

to the property and shall be made at any time prior to the date which is nine (9) months after the later of (i) the date of the transfer creating the interest or (ii) the date the transferee attains the age of twenty-one (21) years. In the event there should be a disclaimer, such disclaimer shall result in disposition of the property to which such disclaimer applied in accordance with the provisions of this Will as though the person making such disclaimer had died immediately before the disclaimer. Under no circumstance shall a person making a disclaimer share, benefit or in any way enjoy the property with respect to which such person has disclaimed such person's interest.

ARTICLE 7: EXPENSES, TAXES, DEBTS

7.1 Funeral and Administration Expenses: My personal representative should pay my funeral expense (including the cost of a grave marker) and the expense of administering my estate from my residuary estate as soon as possible after my death.

7.2 Taxes and Expenses: All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this Will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of §2036(c) of the *Internal Revenue Code of 1986*, as from time to time amended, and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

7.3 Debts: My personal representative shall pay, subject to the provisions of §6.8 of this Will, my lawful debts from my residuary estate. As to a debt secured by real or personal property, whether by mortgage or by any other security instrument, my personal representative may pay such debt or permit such property to pass subject to such debt. If permitted by law, my personal representative may pay a debt without requiring the creditor to file a claim. I suggest that my personal representative consult with the attorney for my estate before paying any debt.

IN WITNESS WHEREOF, I, Arlyne L. Jennings, have hereunto set my hand to this, my Will, in the sight and presence of the undersigned witnesses, who at my request and in my sight and presence, and in the sight and presence of each other, have subscribed their names as attesting witnesses, all on this 15 day of May, 2001. Furthermore, I have requested these attesting witnesses, pursuant to *Tennessee Code Annotated* §32-2-110, to make the Affidavit which is attached to this Will.

Arlyne L. Jennings
Arlyne L. Jennings

We, the undersigned attesting witnesses, do hereby swear and affirm that we witnessed the signing of the foregoing Will by Arlyne L. Jennings, who acknowledged the document to be her last will and testament, and which was signed in the sight and presence of each of us; and that we signed our own names as witnesses in the sight and presence of Arlyne L. Jennings, and in the sight and presence of each other, this the 15th day of May, 2001.

Patricia M. Gwin
Patricia M. Gwin
1714 Valleyview Drive
Mt. Juliet, Tennessee 37122

Amy S. Conatser
Amy S. Conatser
108 Oakmont Drive
Mt. Juliet, Tennessee 37122

STATE OF TENNESSEE)
COUNTY OF WILSON)

We, **Patricia M. Gwin** and **Amy S. Conatser**, the undersigned attesting witnesses, after first being duly sworn according to law, make oath or affirm as follows:

1. That Arlyne L. Jennings (hereafter called "Declarant") signed the foregoing Will on the same date as the date of this Affidavit, and at the time of such signing Declarant informed us that she signed it as her Will.

2. That Declarant signed this Will when we were both in Declarant's sight and presence. Contemporaneously with the signing, Declarant requested us to sign the Will as her attesting witnesses, which we did in her sight and presence, and in the sight and presence of each other.

3. That Declarant is more than eighteen (18) years of age as of this date, and we are both more than eighteen (18) years of age. Further, in our judgment, Declarant is legally competent to make a Will.

Witness our hands this the 15th day of May, 2001.

Patricia M. Gwin

Patricia M. Gwin, Witness
1714 Valleyview Drive
Mount Juliet, Tennessee 37122

amy s conatser

Amy S. Conatser, Witness
108 Oakmont Drive
Mount Juliet, Tennessee 37122

Sworn to or affirmed and subscribed before me, a Notary Public in and for said County and State, this the 15th day of May, 2001.

NOTARY PUBLIC

My Commission Expires: December 15, 2004

JOHN T. GWIN
NOTARY PUBLIC AT LARGE
WILSON COUNTY, TENNESSEE
My Commission Expires Dec. 15, 2004

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 WILL BK 1991/ PG 365792 heretofore entered in the PROBATE SEVENTH Circuit Court for Davidson County, Tennessee, on the 17 day of JULY , 2001 , in the Case Number 01P1050 between SHAW, OSA L Petitioner, and JENNINGS, ARLYNE L Respondent.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 25 day of JUNE in the year two thousand two and in the 225th year of American Independence.

RICHARD R. ROOKER, Clerk,

SEAL



By _____
Deputy Clerk