Davidson County WILL
Recvd: 08/09/02 14:16 8pgs
Fees:42.00 Taxes:0.00
20020809-0096519

LAST WILL AND TESTAMENT

OF

WILEY ESCHOL WILLIS

My full name is Wiley Eschol Willis. I presently reside in Davidson County, Tennessee, and I declare this to be my Last Will and Testament, revoking all prior testamentary instruments.

My wife's name is Joan Goode Willis, and all references herein to my "wife" or "spouse" shall refer to her. We have no children. However, I have two sons by a prior marriage, whose names are: John Albert Willis and Michael Elmore Willis.

ARTICLE I.

1.1 **Appointment of Personal Representative.** I appoint my wife, Joan Goode Willis, as Executrix of my estate.

My wife and any successor fiduciary is referred to generally herein as my "personal representative."

1.2 **Accounting and Inventory of Estate.** Unless such is required by applicable state law, I hereby excuse my personal representative from the requirement of filing an accounting or a detailed inventory of my estate in the probate proceedings.

1.3 **Bond is Excused.** I direct that each personal representative, or Executrix named herein be permitted to serve without bond. If the law should require a bond for such personal representative, or Executrix, I then authorize such bond to be purchased using funds of my estate.

ARTICLE II.

2.1 **Expenses, Debts, and Taxes.** All of my lawful debts, funeral expenses, and expenses of the administration of my estate are to be paid from my general estate as soon as is practicable after my death at the direction of my personal representative.

All inheritance, estate, and similar taxes assessed by reason of my death shall be paid in respect of all property and interest required to be included in my estate for tax purposes whether the same passes under this Will or otherwise and without contribution

from any recipient of any property required to be included for tax purposes. I direct that all property interest passing from me to my spouse, whether the same passes under or outside this Will, qualify to the fullest extent for the marital deduction under the Federal Internal Revenue Code and any similar state law to the extent possible so that no taxes shall be paid out of or assessed to that which can be qualified as the marital deduction share.

2.2 **Secured Debts.** I do provide, however, that any debts of mine which are secured by mortgages, deeds of trust, or other security instruments may be paid from my general estate, or such debts may be continued according to their terms and the property interest delivered to the beneficiary subject to the unpaid balance of the obligation, with the option at the discretion of my personal representative. If such a property interest subject to secured debt is owned jointly with my spouse and the debt is paid from my estate, such payment shall be made without requiring any contribution from my spouse.

2.3 **Ancillary Administration.** If, at the time of my death, I own or have an interest in property located outside the state of my domicile and requiring ancillary proceedings, I authorize the payment from my domiciliary estate of the cost of ancillary and similar proceedings in other jurisdictions. To such extent as may be allowed by the laws of another jurisdiction, I authorize my personal representative to serve in the same or similar capacity, alone or with someone else, if required, and without bond unless required by law.

ARTICLE III

3.1 **Bequest of Tangible Personal Property to Spouse.** I leave to my wife the remainder of my tangible personal property and personal effects consisting generally of jewelry, wearing apparel, articles of personal adornment, books, pictures, paintings, and any interest I have in our household furniture, furnishings, and equipment, and which are not devised in accordance with the provisions of Item 3.2 of my Will.

3.2 **Personal Letter of Instructions for Distribution of Personalty.** It is my intention to prepare a personal letter of instructions, signed and dated, which will contain provisions for the specific disposition of certain personal property articles. I further intend to attach said letter to this Will, and to such extent as I make disposition of personalty in the letter, I direct my personal representative to make distribution in accordance therewith. In the event of any conflict between the said letter and the general provisions of this Article, the directions in the personal letter of instructions shall prevail. If for any reason such a letter is not attached to this Will or cannot be found and properly identified as such within ninety (90) days after the probate of my Will or for such items as disposition was not thereby made, I then direct that such personalty be distributed equally between John Albert Willis and Michael Elmore Willis. All determinations by my personal representative under this provision shall be final and binding and not open to question by anyone.

ARTICLE IV

4.1 **Residuary Bequest.** If my wife survives, I leave my entire estate, after payment of debts, taxes and expenses, to her as her sole and separate property.

ARTICLE V.

5.1 **Fiduciary Powers.** My personal representative shall have all of the powers set forth in Section 35-50-110, Tennessee Code Annotated, which are incorporated into this Will by specific reference. In addition to the foregoing powers incorporated by reference, my personal representative shall have the powers and duties set forth in the balance of this Article.

5.2 **Authority to Operate Business.** My personal representative shall have full and complete authority to continue the operation of any business or business interest which I may have at the time of my death without the necessity of court approval and for such time as my personal representative deems appropriate. My

personal representative shall be exonerated from liability for any loss incurred in the operation of such business so long as he or she is acting in good faith and is not guilty of willful misconduct.

5.3 **Authority to Sell Real Property.** My personal representative shall have the authority and discretion to buy or to sell or lease real property or any interest in real property which I may have and to use and apply the proceeds from a sale or lease to the payment of debts, taxes, and expenses of administration of my estate.

5.4 **Powers of Appointment.** I am not aware of any powers of appointment vested in me, but to such extent as I am allowed to do so, I authorize my personal representative to exercise or decline to exercise such powers of appointment as he or she determines to be in the best interest of my estate and the beneficiaries of my estate.

5.5 **Payments to Minor, etc.** If my personal representative determines that income or principal is payable to a minor or to a person under mental or physical disability, whether or not adjudicated, then my fiduciary shall have the discretion to either make payments directly to the beneficiary, to the legally appointed guardian or conservator, or to distribute and pay such amounts directly for the benefit of such beneficiary. No recipient of payments from my fiduciaries for the benefit of a minor or incompetent shall be required to furnish bond with respect to any such funds, or be required to make reports as to the disposition of same.

5.6 **Beginning of Payments.** Beginning immediately after my death, my personal representative may begin making payments to my beneficiaries during the administration of my estate and need not wait for the final settlement of the estate. My personal representative shall be given credit on the final settlement for all disbursements made to my beneficiaries under the provisions of this power.

5.7 **Unproductive Assets.** I authorize my personal representative to hold unproductive assets in the absence of a specific written request to dispose of same and convert such assets

to income producing property.

5.8 **Insurance Policies.** My fiduciaries are authorized to hold, own and pay premiums on life insurance policies owned by me and to continue same in force for so long as they deem appropriate.

5.9 **Disposition of Life Insurance Proceeds.** My personal representative shall distribute life insurance proceeds according to the provisions of this Will or, in his discretion, use all or a part of the proceeds for the payment of funeral and administration expenses, death taxes, and my lawful debts.

5.10 **Payment of Penalties and Interest.** I authorize my personal representative to pay from my general estate any interest which may accrue on debts or taxes due from my estate. Provided also, I authorize the payment of any penalties assessed as a charge against my estate so long as they are not the result of willful dereliction of duty by my personal representative.

ARTICLE VI.

6.1 **Spendthrift Provision.** I direct that the interest of the beneficiaries hereunder shall not be subject to or liable in any manner to or for their anticipation, assignments, sales, pledges, debts, contracts, engagements or liabilities or subject or liable to attachment and execution under any legal or equitable process.

6.2 **Disclaimer.** I give the right to all beneficiaries or their legal representatives to disclaim all or such part of a legacy or devise as the beneficiary or his legal representative may specify in writing deposited with my personal representative and filed in the Probate Court in the County in which my estate is being administered within the time prescribed by the applicable law following my death or at the time allowed after becoming entitled to receive an interest in my estate.

If a beneficiary disclaims, his or her share shall lapse and be distributed as if the beneficiary had not survived me.

IN WITNESS WHEREOF, I have executed this as my Last Will at Nashville, Davidson County, Tennessee, this 4th day of June, 1990 and request the attesting witnesses to make the Affidavit set out below.

Wiley Eschol Willis
WILEY ESCHOL WILLIS

On the date shown above, Wiley Eschol Wilis produced to us the foregoing instrument declaring it to be his Last Will and Testament, and he signed the same in our sight and presence and we, the undersigned, at his request and in his sight and presence, and in the sight and presence of each other, have signed our names on the day and date above shown.

ATTEST TO EXECUTION OF WILL:

Patricia Murray Squires
WITNESS

Robert G. Squires
WITNESS

ADDRESSES:

115 Ellington Place
Madison Tn 37115

115 Ellington Place
Madison Tn 37115

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT OF ATTESTING WITNESSES

We, the undersigned witnesses to the foregoing Last Will and Testament to which this is attached, being more than 18 years of age and having no interest in his estate, do depose and make affidavit that Wiley Eschol Willis on the day and date shown produced this instrument, declared the same to be his Last Will and Testament and signed it as such in our sight and presence and we, at his request and in his sight and presence, and in the sight and presence of each other, signed as attesting witnesses. At the time, we considered Wiley Eschol Willis to be of sound mind and knew him to be more than 18 years of age.

Patricia Bradley Squires

Sworn to and subscribed before me this the 4th day of June, 1990.

Ruth Anne Carruthers
NOTARY PUBLIC

My Commission Expires:

3-11-91

To My Son John Albert Willis,

I Leave, 1 Mdl 12 16 Ga. Winchester Shotgun & 1 Mdl. 12 12 Ga. Winchester Shotgun. He is also to receive my Mechanics Tool Chest & its contents.

To My Son Michael Elmore Willis,
I Leave, Diamond Shine Ring, 1 Fairfax Wrist Watch, 1 Knife collection to be divided with his brother John. He is also to Receive 1 .410 Ga. Harrington Richardson Shotgun.

Wiley E. Willis
6-4-90

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 filed in my office. Will Book 174 Page 55
Given under my hand and official seal, at office in Nashville, this 9 of Aug 2002.

RICHARD R. ROOKER, CLERK

By _____ Deputy Clerk

RICHARD R. ROOKER
CIRCUIT COURT CLERK