PICK-UP

Davidson County WILL
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FILED
2004 JAN 12
RICHARD R. ROOKER, CLERK

Last Will and Testament

I, Donna E. Hay, domiciled in Davidson County, Tennessee, do make, publish and declare this to be my last will and testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE I

I direct that all of my just debts, funeral expenses, and costs of administration be paid as soon as practical after my death, and I further direct that my Executrix treat any estate tax or inheritance tax (that may be assessed against any bequest or devise herein, or any other asset of mine passing outside the terms of this will) as a debt of my estate and pay the same insofar as possible, without apportionment out of the proceeds of my estate and without contribution by any recipient of any such property.

ARTICLE II

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, including all lapsed legacies, devises, or other gifts made by this will which fail for any reason (but excluding any property over or concerning which I may have any power of appointment), I bequeath and devise in fee to my first cousin, Betty Jean Reasoner of Greenbrier, Tennessee, if she shall survive me. If the said

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Betty Jean Reasoner shall fail to survive me, then I bequeath and devise said property in equal shares to the children of the said Betty Jean Reasoner, to wit: Laurie (Reasoner) Johnson, Cindy Lynn (Reasoner) Hobson, and Tony Reasoner, or if but only part of them shall survive me, the whole thereof to such survivors; provided, however, that should any such deceased child of the said Betty Jean Reasoner have children, then the share of such deceased child of Betty Jean Reasoner to his or her children, per stirpes.

If subsequent to the execution of this will, there shall be additional children born to (or adopted by) the said Betty Jean Reasoner, and if any such child (or issue thereof) shall survive me, then and in such event, such child (or issue thereof) shall share in the benefits of my estate to the same extent as the children of Betty Jean Reasoner hereinabove named and their issue; and the provisions of this will shall be deemed modified to the extent necessary to effectuate such intention.

I have deliberately made no provision herein for the benefit of my first cousins, Cynthia Dee Hall and Chuck Thornton (and their children), not because of any lack of love or affection but because I feel they have ample property of their own.

ARTICLE III

I appoint the said Betty Jean Reasoner, to be Executrix of this my last will and testament. I direct that she shall not be required to furnish bond with respect to the performance of her duties as Executrix. If she shall predecease me, decline to

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serve, or for any reason shall fail to qualify as Executrix hereunder (or having qualified, shall die, resign or be removed), then in such event I appoint the said Betty Jean Reasoner's husband, Walter Reasoner, as Executor hereunder. I direct that he shall not be required to furnish bond with respect to the performance of his duties as Executor. In the event that he is unable for any reason to serve as substitute Executor, then in such event I appoint the said Betty Jean Reasoner's daughter, Laurie (Reasoner) Johnson, as Executrix hereunder. I direct that she shall not be required to furnish bond with respect to the performance of her duties as Executrix.

ARTICLE IV

I hereby give to my Executrix or Executor (hereinafter collectively referred to as "Executrix") full authority to convey my real estate and personal property by general warranty deeds and bills of sale either at public sale or private sale, upon such terms and conditions as my Executrix may deem advisable, and any general warranty deeds and bills of sale executed by my Executrix shall be as binding as if executed by me during my lifetime, and the purchaser of my real estate or personal property will not have to look to the application of the proceeds of any sale. I further authorize my Executrix to abandon, in any way, property which the said Executrix determines not to be worth probating or otherwise administering. Any Executrix appointed under the terms of this will shall have the continuing, absolute, discretionary power to deal with any property, real, personal, or mixed, held by the estate, as freely as I might in handling my

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own affairs, and without prior judicial approval, and without anyone dealing with my Executrix being required to inquire as to the propriety of his or her actions. Without in any way limiting the foregoing, any Executrix appointed under the terms of this will shall have in addition to the powers conferred by law, the following additional powers: to compromise, adjust or settle any claim or demand by or against the estate; to cancel, rescind or modify any contract; to retain, release or exchange any security interest; to invest in any stocks, bonds, securities, mutual funds, or any other investment without diversification or without restriction by statute or court decision whether now or hereafter existing; to vote in person or by proxy securities held in trust; to consent to and participate in any plan for liquidation, consolidation, reorganization or merger of any corporation, any security of which is held; to borrow money upon such terms and conditions as my Executrix may deem best, to make repairs and improvements, as my Executrix may deem advisable, to property held by the estate; to make distributions in cash or in kind or partially each; to employ accountants, attorneys or such agent as my Executrix may deem advisable and to pay reasonable compensation therefor; to accumulate or distribute income as my Executrix may deem best, free from question or attack by any person; and to operate or conduct any enterprise or business in which I may have been engaged at the time of my death.

D.H.

KSR

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my last will and testament, consisting of this and four preceding typewritten pages, and for the purpose of identification I have initialed each such page, all in the presence of the persons witnessing it at my request on this 31st day of August, 1994, at Nashville, Davidson County, Tennessee.

Donna E. Hay

Donna E. Hay

We, the Witnesses, sign our names to the foregoing instrument, consisting of this and four preceding typewritten pages, and being first duly sworn, do hereby declare to the undersigned authority that Donna E. Hay, the Testatrix, signs and executes this instrument to be her last will and testament, that she signs it willingly, and that each of us, in the presence and hearing of the Testatrix and in the presence of each other hereby signs this will as Witness to the Testatrix's signing, and that to the best of our knowledge, the Testatrix is eighteen (18) years of age or older, of sound mind and under no constraint or undue influence, all on this 31st day of August, 1994, at Nashville, Davidson County, Tennessee.

Nancy K. Carpenter residing at 875 Turner Rd. Watertown, Tennessee

Katherine S. Ryan residing at P.O. Box 210411 Nashville, TN 37221

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Subscribed, sworn to and acknowledged before me by Donna E. Hay, the Testatrix, and by Nancy K. Carpenter and Katherine S. Ryan Witnesses, this 31st day of August, 1994.

[S E A L]

Kimberly D Rascoe
Notary Public

My Commission Expires: My Commission Expires NOV. 20, 1996

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned authority, on this day personally appeared Donna E. Hay, Mary K. Campbell and Katherine S. Regan, known to me to be the Testatrix and the Witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, Donna E. Hay, the Testatrix, declared to me and to the Witnesses in my presence that the instrument is her last will and that she has willingly signed, and that she executed it as her free and voluntary act for the purposes therein expressed; and each of the Witnesses stated to me, in the presence and hearing of the Testatrix that they signed the will as Witness and that to the best of his or her knowledge the Testatrix was eighteen (18) years of age or over, of sound mind, and under no constraint or undue influence.

Donna E. Hay
Testatrix

Mary K. Campbell
Witness

Katherine S. Regan
Witness

Subscribed, sworn to and acknowledged before me by Donna E. Hay, the Testatrix, and by Mary K. Campbell and Katherine S. Regan, Witnesses, this 31st day of August, 1994.

[S E A L]

Kimberly A Rascona
Notary Public

My Commission Expires NOV. 20, 1996

My Commission Expires: _____

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 Last Will and Testament heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 12 day of JANUARY , 2004 , in the Case Number 04P62 HAY, DONNA E deceased,
as same remains of record in Vol. 5560 , Page 1369187 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 15 day of JANUARY in the year two thousand four and in the 227th year of American Independence.

RICHARD R. ROOKER, Clerk

By _____ Deputy Clerk

SEAL

