PICK-UP

Davidson County WILL
Recvd: 06/18/04 13:19 8pgs
Fees:42.00 Taxes:0.00
20040618-0072521

FILED
2004 JUN -8 AM 8:4
RICHARD R. ROOKER, CLERK
D.C.

The Last Will and Testament of WILLIAM CELIOUS BENTLEY

I, William C. Bentley, of Davidson County, Tennessee, being of sound mind, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE ONE

I hereby nominate and appoint Kim Bentley Burns, as the Executrix of my Will. If she shall predecease me or fails to qualify, declines, or ceases to serve, for any reason, in this fiduciary capacity, I hereby nominate and appoint Kay Douglas Bentley as alternate Executor of this Will.

I direct that the Executor appointed to serve by this Will shall not be required to give bond in this or any other jurisdiction, and if, notwithstanding this direction, a bond is required by law, it is specifically requested and directed that no sureties be required thereon. No successor Executor shall be liable for any act of any predecessor Executor.

I further authorize my Executor to administer and settle my estate without necessity of filing an inventory or making any report or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal shall be required by law.

ARTICLE TWO

My Executor is directed to pay all of my just debts, including but not limited to, funeral expenses, unpaid charitable pledges, and the costs of administration of my estate as soon as practicable after my death. It is my preference that the funeral expenses to Smith Brothers Funeral Directors be paid out of my life insurance policy with American General. My Executor, in her sole discretion, is authorized to accelerate the payment of any debt or charitable pledge, payment of which may be due at some future date or which may be payable in installments, upon such terms, as to discount or otherwise, as she may deem advisable. My Executor, in her sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

In the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death, shall be encumbered by mortgage or lien, or shall be pledged to secure my obligation, it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.

ARTICLE THREE

I direct that there shall be paid out of that portion of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes, together with any penalties thereon, assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under the Will or otherwise, including property over which I have a taxable power of appointment, without contribution by any recipient of any such property.

ARTICLE FOUR

I vest my Executor will 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 (including credit) as he may determine and to do every other act and thing necessary or appropriate to the complete administration of this Will.

I authorize my Executor, including any substitute or successor personal representative, in the exercise of reasonable discretion with respect to all property, real and personal, forming part of my estate, to exercise any or all of the powers set forth in Tennessee Code Annotated § 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied verbatim herein. These powers as set out in this statute on the date of the execution of this Will are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

I specifically authorize and empower my Executor to execute and file an income tax return for the year in which my death occurs and for any years prior thereto. I also authorize and empower my Executor to execute and file gift tax returns, if any gift tax is required of me, for the year in which my

death occurs or for any year prior thereto. My Executor shall incur no personal responsibility for any action taken in good faith in accordance with either of the foregoing authorizations.

ARTICLE FIVE

I make the following specific bequests to the extent that they constitute a part of my estate at the time of my death:

1. I direct that, upon my death, the real property located at 1709 21ST Avenue North, Nashville, Tennessee 37209, along with the furniture (not mentioned in a specific bequest herein), shall go to, Kim Bentley Burns. If Ms. Burns is unable to assume any mortgage held on said property, then I direct my executrix to list the property for sale. Upon the sale of said property, the equity, if any, shall go to, Kim Bentley Burns.

2. I direct that, upon my death, the real property located at 1020 Monroe Street, Nashville, Tennessee 37209, along with the furniture (not mentioned in a specific bequest herein), shall go to, Kim Bentley Burns. If Ms. Burns is unable to assume any mortgage held on said property, then I direct my executrix to list the property for sale. Upon the sale of said property, the equity, if any, shall go to, Kim Bentley Burns.

3. I direct that, upon my death, the real property encompassing my business known as Kays Market, located at 2305 Buchanan Street, Nashville, Davidson County, Tennessee 37208, along with the furnishings and inventory (not mentioned in a specific bequest herein), shall go to, Kay Douglas Bentley. If Ms. Bentley is unable to assume any mortgage held on said property, then I direct my executrix to list the property for sale. Upon the sale of said property, the equity, if any, shall go to, Kay Douglas Bentley.

4. I direct that, upon my death, the real property, known as my personal residence, located at 3044 Sunny View Drive, Nashville, Tennessee 37218, along with the furniture (not mentioned in a specific bequest herein), shall go to, Kay Douglas Bentley. If Ms. Bentley is unable to assume any mortgage held on said property, then I direct my executrix to list the property for sale. Upon the sale of said property, the equity, if any, shall go to, Kay Douglas Bentley.

5. I direct that, upon my death, the real property located at 36 Mullins Terrace, St. Peters, Barbados, along with the furniture (not mentioned in a specific bequest herein), shall go to, Kim Bentley Burns. If Ms. Burns is unable to assume any mortgage held on said property, then I direct my executrix to list the property for sale. Upon the sale of said property, the equity, if any, shall go to,

Kim Bentley Burns.

6. I direct that, upon my death, the balances in my checking and savings accounts then existing at *Bank of America* (or its successors or assigns) be paid to Kim Bentley Burns. In the unfortunate event Kim Bentley Burns predeceases me, I direct that said accounts referred to herein shall become part of my residuary estate.

7. I direct that, upon my death, the balances in my checking and savings accounts then existing at *Bank of Barbados* (or its successors or assigns) be paid to Kim Bentley Burns. In the unfortunate event Kim Bentley Burns predeceases me, I direct that said accounts referred to herein shall become part of my residuary estate.

8. I direct that, upon my death, the **1957 Ford Fairlane, vin#** C7NV132832 **1955 Chevy Custom Truck, vin#** 1255AO15485 and **1956 Chevy Belaire vin#** C56N008286 automobiles shall be given to my grandson, Antonio Burns with the stipulation that he keep the license current and maintain insurance on said vehicle.

9. I direct that, upon my death, the **1979 Ford Fairmont, Volkswagon, 1988 Olds Cutlass vin#** 1GKDM15Z7JB521066, **1988 Cadillac Fleetwood vin#** 1G6DW1Y5J9709153, **1977 Chevy CCL Pick-up Truck vin#** CCL247F362247, **1967 Chevy CS1 Pick-up Truck vin#** CS147S192128, **1983 Chevy Caprice vin#** 2G1AN69H4D1226370, **1990 Ford Escort vin#** 1FAPP9592LW161494, **1984 Chevy GC2 vin#** 1G8EG25H4E7112627 and **1984 Nissan Datson 300 vin#** JN1HZ16S7EX016382 automobiles shall be given to Kay Douglas Bentley with the stipulation that she keep the license current and maintain insurance on said vehicle.

In the event any individual named in the specific bequests set out in this Article Five predecease me and no successor individual is named herein, said bequest shall become part of my residuary estate, and therefore, shall be distributed in accordance with the provisions of this my last will and testament.

ARTICLE SIX

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 and devises and all life insurance payable to my estate (but excluding any property over or concerning which I may have any power of appointment), shall constitute my

residuary estate.

I devise and bequeath my residuary estate to Kim Bentley Burns, if then living.

ARTICLE SEVEN

I hereby direct that any bequest herein to a beneficiary who has not attained the age of eighteen (18) years at the time of my death, be placed in a trust for the benefit of said minor. I hereby appoint Kim Bentley Burns to be the Trustee of all trusts created herein. If he/she shall predecease me or fails to qualify, declines, or ceases to serve, for any reason, in this fiduciary capacity, I hereby nominate and appoint Kay Douglas Bentley as the Trustee of all trusts created herein.

No bond shall be required of any trustee appointed pursuant to my Will for the faithful performance of trustee's duties in this capacity.

I authorize my Trustee (including any successor or substitute Trustee) in the exercise of reasonable discretion with respect to all property, real or personal, forming part of any trust, to exercise any or 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 fully as if copied herein verbatim. These powers as set out in this statute on the date of the execution of this Will are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

The Trustee is excused from making any accounting or report to the court regarding the administration of any trust created herein, but at least annually there shall be furnished to each income beneficiary of a trust a statement of receipts and disbursements, as well as a statement of the net value, of the trust.

ARTICLE EIGHT

With respect to any property I have bequeathed or devised to my Trustee, whether real, personal or mixed, and wheresoever situated, my Trustee shall hold, manage and control such property as a trust estate on behalf of any minor beneficiaries set out herein, with all rights and powers established by applicable law.

Until the respective minor beneficiary has attained the age of eighteen (18) years, the Trustee shall pay to him/her or expend on his/her behalf, so much of the net income or trust corpus as Trustee may deem advisable to provide properly for his health, maintenance, education and support. When

each minor beneficiary attains the age of eighteen (18) years, the Trustee shall pay to the respective minor beneficiary a lump sum representing the trust corpus for said minor beneficiary in fee.

If any minor beneficiary shall die, after the trust noted herein has been established, but before the entire trust corpus has been distributed to him or her in fee, then in such event the Trustee shall distribute his or her trust corpus to the estate of said minor beneficiary.

ARTICLE NINE

If there is no person qualified to receive my estate as set forth herein, then my estate shall pass to those persons and in such shares as would have taken personal property owned by me had I died at that time intestate and domiciled in the State of Tennessee.

ARTICLE TEN

I specifically direct that all life insurance policies on my life which are made payable to my estate or to the executor of my estate shall be administered under the terms of this my Last Will and not under the terms of Tennessee Code Annotated, Section 56-7-201, and such life insurance proceeds shall be added to my probate estate and used for the payment of claims, expenses, and taxes, as the need may arise, and the residue thereof shall be disposed of as property constituting a part of my probate estate.

IN WITNESS WHEREOF, I, William C. Bentley, have executed this my Last Will and Testament at Nashville, Tennessee, on this the 6 day of FEBRUARY, 2001.

William C. Bentley

The above and foregoing instrument consists of 7 typewritten pages, each of which has been initialed by William C. Bentley. This instrument was this day produced to use by William C. Bentley and it was declared, published, and acknowledged by her to be his Last Will and Testament. The Will was signed and subscribed by William C. Bentley in our presence and in the presence of each other, as and for his Last Will and Testament, and the undersigned, at his request and in his presence and in the presence of each other, have signed and subscribed our names on this the 6th day of February, 2001.

Cynthia W. Fitzgerald Residing at 3251 Speano Rd
Nashville, Tn 37207
Cynthia W. Fitzgerald
(Print Name)

Michelle Malone Residing at 4559 Baton Rouge Drive
Hermitage, Tn. 37076
Michelle Malone
(Print Name)

AFFIDAVIT OF SELF-PROVING WILL

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, William C. Bentley, and the witnesses to the attached or foregoing will, being first duly sworn, do hereby declare to the undersigned Notary Public that William C. Bentley signed the instrument as Last Will and Testament and that he signed voluntarily and that each of the witnesses in his presence, at his request, and in the presence of each other signed the Will as a witness and that to the best of the knowledge of each witness, William C. Bentley was at that time eighteen (18) or more years of age, of sound mind, and under no constraint or undue influence.

William C. Bentley

Witnesses:
Cynthia W. Fitzgerald
Michelle Malone

Sworn to and subscribed before me,
a Notary Public,
this the 6th day of Feb., 2001.

NOTARY PUBLIC

My Commission Expires: 11-24-01

THIS INSTRUMENT
PREPARED BY:

Cynthia W. Fitzgerald #19081
The Law Offices of Cynthia Webb Fitzgerald
AMSouth Center
315 Deaderick Street, Suite 1270
Nashville, Tennessee 37238-1270
Telephone (615) 254-6800

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 08 day of JANUARY , 2004 , in the Case Number 04P26 BENTLEY, WILLIAM CELIOUS deceased,
as same remains of record in Vol. 5557 , Page 1365570 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 26 day of MAY in the year two thousand four and in the 227th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

