Last Will and Testament

OF

WILLIAM J. WOODFIN, JR.

Davidson County WILL
Recvd: 05/09/05 14:44 4 pg:
Fees:22.00 Taxes:0.00
20050509-0052185

I, **WILLIAM J. WOODFIN, JR.**, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM FIRST

I hereby nominate and appoint my son, Jeffrey Scott Woodfin, as Personal Representative of this my Last Will and Testament. If my son should fail or refuse for any reason to serve as Personal Representative, I nominate and appoint my son, Mark Stephen Woodfin, to serve in his stead as Personal Representative. My Personal Representative shall not be required to furnish bond.

ITEM SECOND

I direct that all of my just debts, funeral expenses, administration expenses, and all death, succession, inheritance and estate taxes be paid as soon after my death as may be deemed practical, and direct that the same shall be a general charge against my estate. I direct that the proceeds of any life insurance payable to my estate or to my Personal Representative may be used for the payment of debts or taxes.

ITEM THIRD

I bequeath to my sons, Jeffrey Scott Woodfin and Mark Stephen Woodfin, a one-half undivided interest in my home at 1626 Lethia Drive, Nashville, Tennessee 37206, together with all appurtenances and improvements located thereon.

ITEM FOURTH

All the rest, residue and remainder of my estate, real, personal and mixed, of every nature and wheresoever situated, I give, devise and bequeath in equal shares to my sons, Jeffrey Scott Woodfin and Mark Stephen Woodfin, and if either of my sons predeceases me, then his share shall pass to his issue per stirpes.

ITEM FIFTH

I hereby authorize my Personal Representative to make deeds or bills of sale to the purchaser conveying titles to any and all property without the necessity of Court approval.

ITEM SIXTH

I authorize my Personal Representative, in the exercise of a reasonable discretion with respect to all property, real, personal or mixed, at any time forming a part of my estate, to exercise any and all of the powers enumerated in 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.

ITEM SEVENTH

I hereby expressly excuse my Personal Representative from filing an inventory or accountings of my estate as otherwise would be required under applicable law.

IN WITNESS WHEREOF, I have set my hand to this my Last Will and Testament, consisting of three (3) typewritten pages, this page included, on this the 10th day of March, 2005.

William J. Woodfin
WILLIAM J. WOODFIN, JR.

The above instrument, consisting of three (3) typewritten pages, this page included, was signed, published and declared by WILLIAM J. WOODFIN, JR., to be his Last Will and Testament in the presence of all of us at one and the same time, and we, at such person's request and in such person's presence and in the presence of each other, have hereunto subscribe our names as witnesses thereto.

WITNESSES:

Robin Keller
Name

7901 Indian Springs DR
Address

Name

2905 Burtonwood DR.
Address

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, Robi Keller, and John Greegorcyk,

being the attesting witnesses to the foregoing Last Will and Testament of WILLIAM J. WOODFIN, JR., and being first duly sworn, make oath that WILLIAM J. WOODFIN, JR. signed the foregoing Will, consisting of three (3) pages, this page not included, on this _____ day of March, 2005, in our joint sight and in our presence and declared the same to be his Last Will and Testament, and that we, in her sight and presence and in the sight and presence of each other, at her request, signed our names thereto as attesting witnesses; that we believed the said WILLIAM J. WOODFIN, JR. to be, at that time, of sound mind and disposing memory, and that this affidavit is being made at the request of the Testator.

Witness our signatures on this the 10th day of March, 2005.

RICHARD R. ROOKER CIRCUIT COURT CLERK

I hereby certify that this is a true copy of original instrument filed in my office this 17th day of May 2005
RICHARD R. ROOKER, CLERK
By _____ Deputy Clerk

Robi Keller

Sworn to and subscribed before me
on this the 10th day of March, 2005.

Katherine A Wheaton
Notary Public

My Commission Expires: 9/20/2008

KATHERINE A. WHEATON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

My Commission Expires SEPT. 20, 2008