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RICHARD R. ROOKER, CLERK

D.C.

Davidson County WILL
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20050511-0053160

LAST WILL AND TESTAMENT

OF

THELMA LOUISE SMILEY

I, THELMA LOUISE SMILEY, 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.

1. Appointment of Executor. I nominate and appoint my son, Jerry Henderson Smiley, as Executor of this my Last Will and Testament, and I direct that no bond shall be required. In the event Jerry Henderson Smiley ceases or fails to serve, then I nominate and appoint my daughter, Sandra Jean Reddy, as Executor, without bond. Whenever the term "Executor" is used herein, it shall be deemed to apply to the party or parties acting, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

2. Ancillary Administration. If the appointment of an Executor of my estate is necessary or desirable in any jurisdiction in which the Executor named herein is unable or unwilling to act, I appoint as my Executor in that jurisdiction such person or corporation as may be designated in an instrument signed by the Executor named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my Executor named herein is given with respect to my domiciliary estate (including the power to sell real or personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any court.

3. Administration of Real Property. I give to my Executor all real property which I may own at the time of my death and direct my Executor to hold, administer and distribute my real property as a part of my probate estate. It is my intention that my Executor have possession and control of my real property during the period of administration, including the power to sell, lease, encumber and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court.

4. Payment of Debts and Taxes. I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate be paid as

soon as may be convenient after my death, except that any debt secured by a mortgage, pledge, or similar encumbrance on property owned by me at the time of my death may be retained in the discretion of my Executor and such property shall pass subject to such mortgage, pledge, or similar encumbrance. I further direct that all transfer, estate, inheritance and other death taxes (but not any generation-skipping transfer taxes) which are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate without apportionment and with no right of reimbursement from any recipient or beneficiary of any such property.

I direct that the proceeds of any life insurance payable to my estate or to my Executor may be used for the payment of debts or taxes.

5. Disposition of Tangible Personal Property. All furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property which I own at the time of my death I give soley to my three surviving children, Sandra Jean Reddy, Donna Renee Donovan, and Jerry Henderson Smiley in equal shares. My Executor may distribute the share of any minor beneficiary to such beneficiary directly, or to the person with whom such beneficiary is residing. If in the discretion of my Executor any of my tangible personal property is not suitable for immediate delivery, my Executor may retain such property in safekeeping for future delivery. My Executor shall pay all expenses associated with safeguarding, insuring, packing, storing, delivering, and distributing the tangible personal property, and such expenses shall be deemed to be a proper part of the expenses of administering my estate. I hope that the recipient or recipients of my tangible personal property will dispose of the same In reply to: accordance with my wishes, however made known, but I impose no legal or equitable obligation in this regard.

6. Disposition of Residuary Estate. I direct my Executor to divide all the rest and residue of my property, real, personal and mixed, of whatever kind and character and wherever situated, including the proceeds of any insurance policies payable to my estate, solely to my three surviving children, Sandra Jean Reddy, ~~Sandra~~ RONNA Renee Donovan and Jerry Henderson Smiley in equal shares. My Executor may distribute the share of any minor beneficiary directly to such beneficiary or to

the person with whom such beneficiary is making his or her home, or to a custodian for such beneficiary under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act of any state, or in such other fashion as my Executor deems appropriate, without the requirement of the appointment of a guardian for such beneficiary or the approval of any court.

7. Powers of Executor. In addition to all powers given under applicable law, my Executor shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated; and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby incorporated herein by reference.

8. Miscellaneous.

(a) Adopted Persons Included. For all purposes under this instrument, persons who are adopted prior to attaining twenty-two (22) years of age shall be deemed to be persons who are natural-born descendants of the persons adopting them.

(b) "Per Stirpes" Distributions. Whenever property is to be divided "per stirpes" among the then living issue of an individual, said property shall be divided into as many equal shares as there are children of that individual then living and children of that individual then deceased with issue then living, and each share for the then living issue of each deceased child shall be redivided in the same manner into shares for that deceased child's then living issue.

9. Waiver of Requirement of Inventory and Accountings. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand on this 24th day of March, 2003, to this my Last Will and Testament, and have subscribed each of the foregoing _____ pages at the ~~bottom~~ Top thereof for the purpose of identification.

Thelma L. Smiley

THELMA LOUISE SMILEY

2-5-1

Signed, signified and declared by the said THELMA LOUISE SMILEY, being of sound mind and disposing memory, as and for her Last Will and Testament, in the presence and sight of us, present at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

_____ ADDRESS: 5110 Brittany Dr. Old Hickory, TN 3713

Tamara Sellers ADDRESS: 5316 Dividing Ridge Rd Goodlettsville TN 37072

A F F I D A V I T

STATE OF TENNESSEE)
COUNTY OF DAVIDSON

Louise Rouse and Sandra Sellers, being severally duly sworn, depose and say that:

We are acquainted with THELMA LOUISE SMILEY, who executed this Last Will and Testament, consisting of five (5) typewritten pages, (including this Affidavit) dated March 24, 2003, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, THELMA LOUISE SMILEY declared the instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, THELMA LOUISE SMILEY was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of said THELMA LOUISE SMILEY.

The Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Louise Rouse

Sandra Sellers

SWORN TO AND SUBSCRIBED before me, this 24th day of March, 2003.

Diana G. Groves
NOTARY PUBLIC

My Commission Expires:

3-29-03

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 09 day of JULY , 2003 , in the Case Number 03P1065 SMILEY, THELMA LOUISE deceased,
as same remains of record in Vol. 5374 , Page 1175778 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 11 day of MAY in the year two thousand five and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

