LAST WILL AND TESTAMENT

OF

ERNEST M. FLEMING, JR.

Davidson County WILL
Recvd: 09/28/05 12:42 3 pgs
Fees:17.00 Taxes:0.00
20050928-0116489

I, Ernest M. Fleming, Jr., a citizen and resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, hereby make, publish and declare this instrument as my Last Will and Testament, hereby revoking any and all Wills and Codicils by me at any time, heretofore made.

ITEM I

I direct that all my just debts and funeral expenses be paid by my Executor out of my general estate as soon as may be practicable after my death. My Executor shall likewise pay out of my general estate, and not out of the share of any beneficiary, all fees and expenses incident to the administration of my estate, and all inheritance, succession and estate taxes assessed against my estate, including any such taxes as may be so assessed on account of policies of insurance on my life, jointly held property or other property taxable as a part of my estate, but not coming into the hands of my Executor.

ITEM II

All of the property which I may own at the time of my death whether real, personal or 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), I bequeath and devise in fee to my wife, Mary Katherine Ivone Elam Fleming.

ITEM III

Notwithstanding anything to the contrary contained in any statute or legal presumption and unless otherwise provided in connection with any specific bequests contained herein, should my wife and I die in a common disaster, or as the result of a common disaster, or otherwise, and there is not sufficient evidence as to which of us died first, or that we died otherwise than simultaneously, all of my property passing under this my Will, shall be disposed of as if my wife survived me.

Ernest M. Fleming, Jr.

In the event my said wife, Mary Katherine Ivone Elam Fleming, should predecease me, then I devise to my children real estate as follows:

1. To Richard Wayne Fleming the property owned by me located at 5th & Davidson in Nashville, Tennessee. This property is known as Fleming's Market.

2. To Ernest Samuel Fleming the farm in Allen County, Kentucky of 150 acres, more or less.

3. To Mildred Katherine Fleming the house and 7.64 acres on Chadwell Drive, Madison, Tennessee.

ITEM V

All the rest, residue and remainder of my property of whatsoever nature and wheresoever situated, I hereby give, devise and bequeath equally to my children or their issue, per stirpes.

ITEM VI

I nominate, constitute and appoint my wife, Mary Katherine Ivone Elam Fleming, as Executrix of my estate, to serve without bond.

ITEM VII

In the event my said wife, Mary Katherine Ivone Elam Fleming should predecease me or should otherwise be unable to serve as Executrix of my estate, then I nominate, constitute and appoint Kirk C. Waite as Executor, to serve without bond.

IN WITNESS WHEREOF, I hereunto subscribe my name to this my Last Will and Testament, at Nashville, Davidson County, Tennessee, this 18th day of February, 1981.

Ernest M. Fleming Jr.
ERNEST M. FLEMING, JR.

The foregoing instrument consisting of this and one other typewritten page was signed, sealed, published and declared by Ernest M. Fleming, Jr. the Testator, to be his Last Will and Testament, in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses this 18th day of February, 1981, at Nashville, Davidson County, Tennessee.

WITNESS	ADDRESS
Jan Patterson	713 Curry Rd
	Nashville, Tn 37217
James S. Jackson	First Federal Bldg.
Ernest M. Fleming, Jr.	Nashville, Tn.

Codicil #1

I, Ernest M. Fleming, hereby make publish and declare this to be Codicil #1 to my last will and testament dated Feb 18, 1981.

I hereby strike paragraph 3 of Item IV of my said will and insert in lieu thereof the following; to Mildred Katherine Fleming the house and lot known as 134 Glenwood Dr. Old Hickory Tn. 37138, Lot #21 absolutely. this 21st day June 1989

Ernest M. Fleming

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 on file in my office. Will Book 180 Page 260
Given under my hand and official seal, at office in Nashville, this 23RD of September 20 05

RICHARD R. ROOKER, CLERK

By Tommy Young
Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK