Davidson County WILL
Recvd: 03/31/06 15:13 6 pgs
Fees:32.00 Taxes:0.00
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RICHARD R. ... CLERK
D.C.

LAST WILL AND TESTAMENT

OF

ALICE CORNELIA BAILEY

I, Alice Cornelia Bailey, make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me. I am not married, and I have no children. I reside and am domiciled in Davidson County, Tennessee.

FIRST: I direct that the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid out of my residuary estate, without apportionment.

SECOND: I make the following specific bequests:

(a) I give and devise my home, including land and all improvements located thereon, at 3420 Amanda Avenue, Nashville, Tennessee, to my friend and neighbor Scott Kendrick.

(b) I give all personal effects owned by me at the time of my death, including without limitation clothing, jewelry, furniture, furnishings, household goods, automobiles and other vehicles, together with all insurance policies relating thereto, to Scott Kendrick and my friend Lynn Lassiter to be divided among them as they shall agree, or if they cannot agree, as my Executor shall determine.

(c) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to Lynn Lassiter.

(d) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to my friends and neighbors Mr. and Mrs. (Sue) Robert W. Brown, Jr., or to the survivor if one of them predeceases me.

(e) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to my friends, Mr. and Mrs. (Amelia) Wendell Kendrick, or to the survivor if one of them predeceases me.

(f) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to my friend, Ms. Billie Cameron.

(g) I give the sum of Ten Thousand and no/100 ($10,000.00) Dollars to the Tennessee Chapter of the Arthritis Foundation.

(h) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to the American Cancer Society, Tennessee Division.

(i) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to the American Red Cross of Nashville and Davidson County, Tennessee.

(j) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to Alive Hospice, Inc., in Nashville, Tennessee.

(k) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to the American Heart Association, Middle Tennessee Region.

(l) I give the sum of Five Thousand and no/100 ($5,000.00) Dollars to the Salvation Army in Nashville, Tennessee c/o Army Commander.

(m) I give the sum of Two Thousand Five Hundred and no/100 ($2,500.00) Dollars to the Children's Hospital of Vanderbilt University Hospital.

(n) I give the sum of Two Thousand Five Hundred and no/100 ($2,500.00) Dollars to Easter Seal Society of Tennessee, Inc.

Except as provided in (d) and (e) above, if any of the above-named individual beneficiaries should predecease me, then his or her bequest shall lapse and become part of my residuary estate.

THIRD: I give all the rest, residue and remainder of my property and estate, both real and personal, of every kind and wherever located, to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate"), to Scott Kendrick and Lynn Lassiter, in equal shares, or to the survivor if one of them predeceases me.

FOURTH: If any principal or income of my estate vests in absolute ownership in a minor or incompetent, my Executor, at any time and without court authorization, may: distribute the whole or any part of such property to the beneficiary; or use the whole or any part for the health, education, maintenance and support of the beneficiary; or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary (including a custodian appointed by my Executor without court order) under any gifts to minors or transfers to minors act, or to the person or persons with whom the beneficiary resides to use for the beneficiary. The receipt of the person to whom the distribution is so made shall release my Executor from any liability with respect thereto, even though my Executor may be such person.

If such beneficiary is a minor, my Executor may defer the distribution of the whole or any part of such property until the beneficiary attains the age of eighteen (18) years, and may hold the same as a separate fund for the beneficiary with all of the powers described in Article SIXTH hereof. If the beneficiary dies before attaining said age, any balance shall be paid and distributed to the estate of the beneficiary.

FIFTH: I appoint Sue Brown to be my Executor. I direct that no Executor shall be required to file or furnish any bond, surety or other security in any jurisdiction. No Executor shall be required to file or furnish any inventory or to file or furnish any account of their proceedings or of the property which may come into their possession. My Executor, however, shall maintain proper books and records reflecting all income, disbursements and other transactions of my estate and shall make such books and records accessible to the beneficiaries hereunder and other parties having an interest in my estate, at reasonable times after notice.

My Executor hereunder shall be entitled to and it is my desire that my Executor receive compensation for her or his services.

SIXTH: I grant to my Executor all powers conferred on executors under Section 35-50-110 of the Tennessee Code Annotated, as amended, or any successor thereto, and all powers conferred upon executors wherever my Executor may act. I also grant to my Executor power to retain, sell at public or private sale, exchange, grant options on, invest and reinvest, and otherwise deal with any kind of property for cash or on credit; to borrow money and encumber or pledge any property to secure loans; to hold property in bearer form or in the name of a nominee; to divide and distribute property in cash or in kind; to exercise all powers of an absolute owner of property; to incorporate any business and hold any interests in corporations; to vote stock or securities, in person or by proxy; to exercise subscription and conversion rights, and to participate or refuse to participate in any reorganization, recapitalization, merger, consolidation, liquidation, dissolution or other action with respect to any corporation; to transfer any business or property to a partnership and to be a general or limited partner; to compromise and release claims with or without consideration; to execute and deliver instruments, including releases; and to employ attorneys, accountants and other persons for services or advice.

SEVENTH: I direct that the proceeds of any life insurance policies that may be payable to my estate be administered and distributed by my Executor in accordance with this will, just as though the proceeds were part of the rest and residue of my estate. Such insurance proceeds, however, shall be free from the claims of all creditors except to the extent that my Executor shall deem it desirable to pay any claims from this source.

IN WITNESS WHEREOF, I, **Alice Cornelia Bailey**, sign, publish and declare this instrument as my last will and testament this 27 day of Feb., 1996.

Alice Cornelia Bailey
ALICE CORNELIA BAILEY, Testatrix

The foregoing instrument was signed, sealed, published and declared by **Alice Cornelia Bailey**, the above-named Testatrix, to be her last will and testament in our presence, all being present at the same time, and we, at her request and in her presence and in the presence of each other, have subscribed our names as witnesses on the date above written.

Elaine Phelps

residing at

1089 Patterson Drive
Kingston Springs, TN 37082

residing at

Suite 600 200 Fourth Ave. No.
Nashville, TN 37219

AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, Elaine Phelps and Andrew B. Gibson, Jr., the undersigned, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix, **Alice Cornelia Bailey**, signed and executed said instrument in the presence of the witnesses as her last will and testament and that she signed willingly, and that she executed it as her free and voluntary act and deed for the purposes therein expressed, and that each of the witnesses at the request of the Testatrix, in the hearing and presence of the Testatrix and each other, signed the will as witness, and that to the best of his or her knowledge the Testatrix was at the time at least eighteen years of age, of sound mind and under no constraint, duress, fraud or undue influence.

Elaine Phelps

Witness

Witness

Subscribed, sworn to and acknowledged before me by Elaine Phelps and Andrew B. Gibson, Jr. this 27th day of Feb, 1996.

Notary Public

My commission expires on: 1-20-99

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 22 day of SEPTEMBER , 2004 , in the Case Number 04P1427 BAILEY, ALICE CORNELIA deceased,
as same remains of record in Vol. 5697 , Page 1647443 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 30 day of DECEMBER in the year two thousand four and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL