THIS INSTRUMENT PREPARED BY:

HOMER R. AYERS, Attorney
303 Frances Street, P.O. Box 904
Goodlettsville, Tennessee 37072

Davidson County AFFIDAVIT
Recvd: 08/02/06 09:24 13 pg
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20060802-0093752

Affidavit of Heirship

ADDRESS NEW OWNERS:	PERSON OR ENTITY RESPONSIBLE FOR PAYMENT OF REAL PROPERTY TAXES:	MAP-PARCEL NOS.
Fred Joseph Henley 932 Weeping Willow Way Goodlettsville, TN 37072	Same as New Owner	Map 33-06 Parcel 29

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The undersigned, all being more than 18 years of age and sui juris, after being duly sworn, make affidavit, under oath as follows:

1. That by deed of record in Book 11494, page 210, and corrected by Deed of Correction filed as instrument #20001102-0108833 Register's Office for Davidson County, Tennessee, Richard C. Binkley and wife Margie H. Binkley, conveyed to Llewellyn F. Stannard a 90% undivided interest and Fred Joseph Henley, a 10% undivided interest as tenants in common in certain real property in Davidson County, Tennessee, more specifically and particularly described as follows, to-wit:

> BEING Lot #8 on the Plan of Willow Village of record in Plat Book 9700, Page 726, Register's Office for Davidson County, Tennessee, to which Plan reference is hereby made for a more complete and accurate description of the said lot.
>
> BEING a part of the same property conveyed to Richard C. Binkley and wife Margie H. Binkley by a deed appearing of record in Deed Book 11494, Page 210, in the Office of the Register for Davidson County, Tennessee.
>
> The mailing address for the said property is 912 Weeping Willow Way, Goodlettsville, TN 37072.

2. That by deeds filed for record as instrument #20001102-0108834 and 20010119-0005936, said Register's Office, Llewellyn F. Stannard conveyed to Fred Joseph Henley another 20% interest in the said property, thereby vesting Fred Joseph Henley with a 30% undivided interest in the said property.

3. That Llewellyn F. Stannard, a/k/a Carolyn Llewellyn Stannard died on October 22, 2001, a citizen and resident of Sumner County, Tennessee at the age of 83 years, survived by three (3) children, namely, Dennis Henley, Llewellyn Meister and Fred Joseph Henley.

4. That Llewellyn F. Stannard a/k/a Carolyn Llewellyn Standard a/k/a Llewellyn Fowler Stannard left a Last Will and Testament dated April 3, 1996 and a First Codicil to the said Last Will and Testament dated October 30, 2000, both of which were properly signed and witnessed and both of which were admitted to probate in the Chancery Court for Sumner, Tennessee, and Llewellyn Henley Meister was named Executrix of the said estate. (A certified copy of the said Last Will and

Testament and First Codicil thereto are attached hereto as Cumulative Exhibit A to this Affidavit and incorporated herein by reference.)

5. That the Decedent was not a recipient of TennCare during her lifetime.

6. That the Executrix paid all debts and obligations incurred by the decedent during her lifetime or by reason of her death, including taxes and administration costs, made distribution of the funds within the estate and closed the estate; but that the Executrix failed to execute and file an Executors deed to the property described in paragraph 1 above as directed by Article I of the First Codicil to be designated as Article V of the decedent's Last Will and Testament, vesting full title to the property described in paragraph 1 above in Fred Joseph Henley.

7. That by this affidavit, incorporating the Last Will and Testament of Llewellyn F. Stannard a/k/a Carolyn Llewellyn Standard a/k/a Llewellyn Fowler Stannard dated April 3, 1996 and a First Codicil to the said Last Will and Testament dated October 30, 2000, the real property became vested in Fred Joseph Henley in fee simple.

8. That the said property is free and unencumbered.

WITNESS my hand on this the 28th day of July, 2006.

Fred Joseph Henley
FRED JOSEPH HENLEY

Sworn to and subscribed before me this the 28th day of July, 2006.

HOMER R. AYERS NOTARY PUBLIC AT LARGE STATE OF TENNESSEE MY COMMISSION EXPIRES SEPTEMBER 7, 2009

NOTARY PUBLIC

STATE OF TENNESSEE }
COUNTY OF DAVIDSON }

The actual consideration or value, whichever is greater, for this transfer is NONE.

Fred Joseph Henley
AFFIANT

Sworn to and subscribed before me this the 28th day of July, 2006.

HOMER R. AYERS NOTARY PUBLIC AT LARGE STATE OF TENNESSEE MY COMMISSION EXPIRES SEPTEMBER 7, 2009

NOTARY PUBLIC



WILL BOOK 65 PAGE 398

Last Will and Testament

OF

LLEWELLYN FOWLER STANNARD

I, Llewellyn Fowler Stannard, a resident of and being domiciled in Sumner County, Tennessee, and being of sound mind and disposing memory, make, declare, and publish this to be my Last Will and Testament and revoke all wills and codicils previously made by me.

ARTICLE I

[Appointment of Executrix]

I nominate and appoint my daughter, Llewellyn Henley Meister, to serve as Executrix of this Will and of my estate. If my said daughter shall not survive me or if she shall fail to qualify as Executrix hereunder for any reason, or, having qualified, shall resign or die, then I nominate and appoint my son, Fred Joseph Henley, to serve as the alternate or successor Executor, as the case may be, of this Will and of my estate. References in this Will to Executrix or Executor include the other and are references to whichever of the above and their duly appointed successors shall be serving in such capacity.

ARTICLE II

[Estate Administration]

1. I direct my Executrix to pay all my just debts, funeral expenses, and expenses of administration, whether or not such expenses shall arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death. I further direct my Executrix to pay from my residuary estate all inheritance and estate taxes imposed by any taxing authority by reason of my death, including

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taxes assessed on account of any property included in my gross estate for such tax purposes which is not included in my estate for any other purposes and including any generation skipping transfer taxes on any transfer of property constituting a direct skip, unless such direct skip arose as a result of a disclaimer, but expressly excluding such taxes as are imposed as a result of the inclusion of property in my estate under Section 2044 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any state law and excluding any other generation skipping transfer taxes. All such debts, expenses, and taxes shall be paid from my residuary estate and no bequest shall be charged with any portion of such debts, expenses, or taxes.

2. 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 lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of a payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate, but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in such property shall take such property subject to all encumbrances existing at the time of my death.

3. I direct that no bond or surety shall be required of my Executrix or of any successor or alternate fiduciary for the faithful performance of duties in such capacity.

4. In accordance with and subject to the provisions of Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I expressly relieve my Executrix from any requirement to file an inventory and/or any accounting with any court with respect to the administration of this Will and of my estate; provided, however,

that my Executrix shall obtain such statements as may be required of the beneficiaries of my estate acknowledging that the estate has been properly distributed.

ARTICLE III

[Administrative Powers and Authority]

1. I authorize and empower my Executrix to make distribution in cash or in kind, or partly in each, pro rata and otherwise, to settle, compromise, adjust, release, and discharge all debts and claims which may be presented against my estate or which may be due to me, and to retain or sell at public or private sale or otherwise dispose of in such manner and at such prices and upon such terms and conditions, including credit, all or any part of my real or personal estate without order of any court or other authority and to execute, acknowledge, and deliver deeds or other proper instruments of conveyance or assignment to the purchaser or purchasers thereof, which purchasers shall be under no obligation to see to the proper application of the proceeds of any such disposition, and to do any and all things necessary and/or convenient to the proper and legal management and administration of my estate, all as my Executrix, in the exercise of her sole and absolute discretion, shall deem advisable.

2. I expressly relieve my Executrix of any duty to convert any assets of my estate into cash and I authorize and empower my Executrix to retain any or all of the assets of my estate, real or personal and specifically including, but not limited to, any stock, bonds, or other investment properties which I may own at the time of my death, without incurring any liability by reason of such retention, to borrow money upon the security of any assets of my estate, to invest in all forms of property, including, but not limited to, common and preferred stocks, without restriction as to legal investments for fiduciaries, to purchase investments at a premium or discount, to give proxies, to join in any recapitalization, merger, reorganization, or voting trust or plan affecting investments, to deposit securities under agreements and to pay assessments, to subscribe for stock and bond

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privileges, and, generally, to exercise all rights of security holders, to carry investments in the name of a nominee or in bearer form, and to continue indefinitely the operation of any business in which I may have an interest at the time of my death, either individually, as a partner, or stockholder, and my Executrix may deliver to the legatees and beneficiaries of my estate any such business or interest therein.

3. Without in any way limiting the generality of the preceding paragraphs, I authorize and empower my Executrix, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming the part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule"; provided, however, that the power and authority set out in paragraph 19, Section 35-50-110 of the Tennessee Code Annotated, is restricted and limited to such amounts and such periods of time as may be reasonably required in the best interest of the beneficiaries hereof.

4. Subject only to the express provisions and limitations set out in this Will, I authorize my Executrix to make such tax elections, whether for Federal or other tax purposes, as my Executrix may determine to be appropriate under the circumstances, and I specifically authorize my Executrix to allocate any available exemption from the Federal generation-skipping tax to which I or my estate may be entitled to any property or among various assets as my Executrix may deem appropriate, notwithstanding that such action may be advantageous to One (1) or more of the beneficiaries hereunder and/or disadvantageous to other beneficiaries. My Executrix shall have no liability arising out of or in connection with the exercise of this discretion and is relieved of any duty to make equitable adjustments among

the beneficiaries of my estate on account of any differences arising from the exercise of such elections.

5. My Executrix may exercise and use each and all of such powers and authority without the necessity of seeking or obtaining the prior approval of any court or other person.

ARTICLE IV

[Disposition of Tangible Personal Property]

1. I may prepare a written memorandum listing certain items of tangible personal property which I wish certain persons to have. I request that my wishes, as set forth in any such memorandum, be observed. If no such memorandum shall be found with this Will, then it shall be presumed that none exists and all of my tangible personal property shall pass as provided in the remainder of this ARTICLE.

2. I give and bequeath all of my said other tangible personal property in equal shares to such of my children who shall be living at the time of my death, to be divided among them as they see fit. In the event my children are unable to agree as to the division of such property, then my Executrix shall have full and absolute discretion and authority as to the division of such property among them.

ARTICLE V

[Disposition of Residuary Estate]

1. All of 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 situate, including all property which I may acquire or become entitled to after the execution of this Will, I give, devise, and bequeath in equal shares to my then surviving children, Llewellyn Henley Meister, Fred Joseph Henley, and Dennis R. Henley, outright and in fee.

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2. My Executrix is authorized to satisfy and fund these bequests in money or in kind or partly in each.

a. Assets transferred in kind to satisfy the bequests hereunder shall be valued for that purpose at the fair market value determined as of the dates of their respective transfers.

b. Subject to the limitations set out herein, the decisions of my Executrix as to which assets shall be distributed in satisfaction of the above bequests, as to whether my estate shall be valued under any optional provisions of the federal estate tax law, as to what tax elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of any tax shall be conclusive and binding upon all persons.

ARTICLE VI

[Spendthrift Provision]

No beneficiary of my estate shall pledge, assign, transfer, sell, or in any manner whatsoever accelerate, anticipate, or encumber any interest in the principal or the income of my estate nor shall any of such principal or income be or become, in any manner whatsoever, subject or liable for the debts, contracts, or engagements of any beneficiary hereof; nor shall such principal or income be or become, in any manner whatsoever, subject to any assignment, or any other alienation or disposition, whether voluntary or involuntary.

ARTICLE VII

[General Provisions]

1. During the minority or incapacity of any beneficiary of my estate, such property as is otherwise directed in this Will to be paid and distributed to any such beneficiary may be paid and distributed in any of the following manners:

a. Directly to such beneficiary;

b. To the guardian, conservator, parent, or spouse of such beneficiary; or,

c. By expending such amounts directly for the purposes set out herein.

2. As used in this Will, words of any gender include the other and the singular or plural form includes the other, as the context may require.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament consisting of this and the Six (6) preceding typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this the 3 day of April, 1996.

Llewellyn Fowler Stannard
LLEWELLYN FOWLER STANNARD

The said Llewellyn Fowler Stannard, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for her Last Will and Testament, and signified and declared to us that same was her Last Will and Testament; and we, the undersigned, at her request, and in her presence and sight, and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Helen Queen
Address: 144 La Vista Rd. Hendersonville, TN 37075

Lawrence O Smith
Address: 1041 Sandy Valley Rd Hendersonville TN 37071

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AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, Karen Owens, and Lawrence O. Smith, being first duly sworn, make oath as follows:

The said Llewellyn Fowler Stannard, being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for her Last Will and Testament, and signified and declared to us that same was her Last Will and Testament; and we, the undersigned, at her request and in her presence and sight, and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

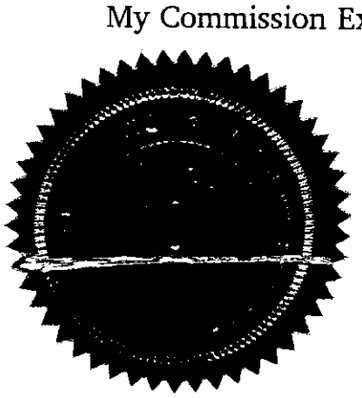
Karen Owens

Lawrence O. Smith

Sworn to and subscribed before me
this 3rd day of April, 1996.

Gail Smith Gradford
Notary Public

My Commission Expires: March 22, 1997



FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
LLEWELLYN FOWLER STANNARD

I, LLEWELLYN FOWLER STANNARD, being a resident of and domiciled in Sumner County, Tennessee, and being of sound mind and disposing memory, hereby make, declare, and publish this to be the First Codicil to the Last Will and Testament previously executed by me on the 3rd day of April, 1996, executed in the presence of Karen Owens and Lawrence O. Smith, as witnesses.

ARTICLE I

A. I do hereby modify my aforesaid Last Will and Testament by adding the following new specific bequest as a new ARTICLE V of my Will:

"If my son, FRED JOSEPH HENLEY, shall survive me, I give, devise, and bequeath all interest I own at my death in that certain real property located at 932 Weeping Willow Way, Goodlettsville, Davidson County, Tennessee, 37072, to my son, outright and in fee. If my son shall fail to survive me, then this bequest shall lapse."

All remaining Articles of my aforesaid Will are hereby renumbered.

ARTICLE II

In all other respects, I hereby ratify and affirm all of the remaining provisions of my said Last Will and Testament dated April 3, 1996.

IN WITNESS WHEREOF, I have acknowledged this to be my First Codicil to my Last Will and Testament and I have hereunto subscribed my name to this my First Codicil, consisting of this One (1) page and, for the purposes of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this the 30 day of October, 2000.

Llewellyn Fowler Stannard
LLEWELLYN FOWLER STANNARD

The said LLEWELLYN FOWLER STANNARD, being of sound mind and disposing memory, signed the foregoing instrument in our presence as and for her First Codicil to her Last Will and Testament and signified and declared to us that same was her First Codicil to her Last Will and Testament; and we, the undersigned, at her request and in her presence and sight and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Beverly Miller
Address: Hendersonville Tenn.

Paulette Walsh
Address: Hendersonville, TN

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF Sumner)

We, the undersigned, Beverly Miller, and Pauline Walsh, being first duly sworn, make oath as follows:

The said LLEWELLYN FOWLER STANNARD, being of sound mind and disposing memory, signed the foregoing instrument in our presence as and for her First Codicil to her Last Will and Testament and signified and declared to us that same was her First Codicil to her Last Will and Testament; and we, the undersigned, at her request and in her presence and sight and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

Beverly Miller

Pauline Walsh

Sworn to and subscribed before me this
30 day of October, 2000.

Notary Public

My Commission Expires: 3-16-2004

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STATE OF TENNESSEE
SUMNER COUNTY

I, Brenda M. Page, Clerk & Master of said County, do hereby certify that the foregoing instrument contains a true and complete copy of [illegible] as same appears of record or on the [illegible] in Book 106 Page 398 of the records of the Chancery Court of Sumner County, Tennessee
Given under my hand and seal this 19th day of July 2006

BRENDA M. PAGE, Clerk & Master

By [illegible] DC