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RICHARD R. ROONEY, CLERK

LAST WILL AND TESTAMENT
OF
ALICE KENNEDY PHILLIPS

I, ALICE KENNEDY PHILLIPS, domiciled in and a resident of Davidson County, Tennessee, make, publish and declare this to be my Last Will and Testament. I revoke all wills and codicils previously made by me, if any.

ITEM I: Appointment of Co-Executors. I appoint RUTH KENNEDY JAKES and WALTER A. JAKES, SR., or the survivor of the two of them, to serve as Co-Executors of this my Last Will and Testament and direct that no bond be required of them in this capacity. If either RUTH KENNEDY JAKES or WALTER A. JAKES, SR., is unable or unwilling to serve as Co-Executor hereunder, the other Co-Executor is authorized to serve without appointment of an additional Co-Executor.

ITEM II: Payment of Debts, Expenses of Administration and Taxes.

A. Payment of Debts and Expenses of Administration. I direct that all my legally enforceable debts, any unpaid charitable pledges, my funeral expenses and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, that my Co-Executors are not required to pay any debt before it matures.

B. Payment of Taxes. All transfer, estate, inheritance, succession and other death taxes, together with any interest and penalty thereon payable by reason of my death shall be paid from my estate as an administration expense, without apportionment.

C. Use of Life Insurance Proceeds. I also direct that life insurance proceeds payable to my estate may be used for payments authorized under this Item.

ITEM V: Specific Bequests and Devise.

A. I give and devise all my right, title and interest in the house and lot located at 4004 Moss Rose Drive, Nashville, Tennessee, as well as the contents of the house, to RUTH KENNEDY JAKES and WALTER A. JAKES, SR., jointly, or to the survivor of them. If neither RUTH KENNEDY JAKES and WALTER A. JAKES, SR., are living at the time of this bequest, this bequest shall lapse.

B. I give Ten Thousand Dollars ($10,000) to RUTH KENNEDY JAKES and WALTER A. JAKES, SR., or the survivor of them, for the maintenance of 4004 Moss Rose Drive. If neither RUTH KENNEDY JAKES and WALTER A. JAKES, Sr. is then living, this bequest shall lapse.

C. I give Ten Thousand Dollars ($10,000) to RUTH KENNEDY JAKES, if then living; if RUTH KENNEDY JAKES is not living, then I give this amount to WALTER A. JAKES, SR., if then living; if WALTER A. JAKES, Sr. is not then living, this bequest shall lapse.

D. I give Ten Thousand Dollars ($10,000) to WALTER A. JAKES, SR., if then living; if WALTER A. JAKES, SR., is not living, then I give this amount to RUTH KENNEDY JAKES, if then living; if RUTH KENNEDY JAKES. is not then living, this bequest shall lapse.

Davidson County WILL
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E. I give Twenty Thousand Dollars ($20,000) to MADELYN KNOX, if then living; if MADELYN KNOX is not then living, this bequest shall lapse.

F. I give Twenty Thousand Dollars ($20,000) to WILLIE FRANK JOHNSON, if then living; if WILLIE FRANK JOHNSON is not then living, this bequest shall lapse.

Delete this gift AKP →

G. I give Five Thousand Dollars ($5,000) to THIRD BAPTIST CHURCH, Nashville, Tennessee.

If the cash assets in my estate are not sufficient to satisfy all of the cash bequests, I direct that the above cash bequests be reduced proportionally.

ITEM III: Disposition of Residuary Estate. The balance of my estate, if any, shall be distributed as follows:

Delete this gift AKP. →

A. I give an additional Five Thousand Dollars ($5,000) THIRD BAPTIST CHURCH, Nashville, Tennessee.

B. The rest and residue of my estate shall be divided equally between my three sisters, RUTH KENNEDY JAKES, MADELYN KNOX and WILLIE FRANK JOHNSON, if then living. If MADELYN KNOX and WILLIE FRANK JOHNSON, are not then living, this bequest shall lapse. If RUTH KENNEDY JAKES is not then living, then I give her share to WALTER A. JAKES, SR., if then living. If WALTER A. JAKES, SR. if not then living, this bequest shall lapse.

ITEM IV: Statutory Powers Granted to Fiduciaries. I authorize my Co-Executors in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any Trust, to exercise any or all the powers set forth in Section 35-50-110, Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in the statute on the date of the execution of this Will) are granted, notwithstanding that the statute may be amended or repealed after this Will is executed.

ITEM V: Definitions and Miscellaneous Provisions.

A. Definition of Code. Reference in this Will to the Code shall mean the Internal Revenue Code of 1986, as amended from time to time until my death.

B. Accountings and Bond. No fiduciary appointed under this Will shall be required to file an accounting or inventory with any court, nor shall any fiduciary be required to post bond.

C. Heading and Gender Designation. Paragraph headings are for convenience only; the content of the paragraph controls over the heading. Any reference to any party herein in whatever gender shall be deemed to mean the appropriate gender.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and two 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 8th day of December, 1997, at Nashville, Tennessee.

Alice K. Phillips
ALICE KENNEDY PHILLIPS

The foregoing instrument was signed, published and declared by the said ALICE KENNEDY PHILLIPS as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 8th day of December, 1997, at Nashville, Tennessee.

Carol J Mee residing at Nashville, Tennessee

Adam H Smith residing at Nashville, Tennessee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT BY WITNESSES TO WILL

Each of the aforesaid witnesses, being Carol J. Meek and Alden H. Smith, deposes and says that said witnesses subscribed to the foregoing Will of ALICE KENNEDY PHILLIPS, executed on the 8th day of December, 1997, having been requested by the Testatrix to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby states that the said ALICE KENNEDY PHILLIPS was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it freely, without undue influence or coercion, by initialing each page and signing the final page in the presence of all of the witnesses who were all present at the same time, and that said witnesses, in her presence, at her request, and in the presence of each other, subscribed their names as witnesses on the 8th day of December, 1997.

Carol J. Meek

Alden H. Smith

Sworn to and subscribed before me, this the 8th day of December, 1997.

Tamara W. Fogarty
Notary Public

My Commission Expires: 7-24-99

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 31 day of MARCH , 2006 , in Case Number 06P269 between JAKES SR., WALTER A. Petitioner, and PHILLIPS, ALICE KENNEDY Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 29 day of NOVEMBER 2006

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL

