Davidson County WILL
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WILL

OF

MARY VIRGINIA RHEA

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WILL

OF

MARY VIRGINIA RHEA

I, Mary Virginia Rhea, currently residing in Nashville, Tennessee, Davidson County, Tennessee, and a citizen of the United States of America, make and declare this document as my Will. I revoke all former wills and codicils.

ITEM I
FAMILY

A. **Children.** I have four children, **Ernest Richard Rhea, James Allen Rhea, Teresa S. Stamps and William Michael Rhea.**

ITEM II
TANGIBLE PERSONAL PROPERTY

A. **Specific Bequests.** After I sign this Will, I may leave a letter or other written document either in my own handwriting or signed by me or both address the distribution of certain items of my tangible personal property. If I prepare this document I will keep it with my Will. If my Executor finds this document, it is my desire that the wishes expressed in such document be carried out.

All specific bequests under this Section or any document described above are contingent upon my owning the item or items bequeathed at my death and upon the recipients surviving me at my death, unless expressly provided otherwise.

B. **General Bequest.** I bequeath to my children who survive me at my death, all of my clothing, jewelry, personal effects, automobiles and all of my other tangible personal property, except for any items bequeathed above. My Executor shall dispose of these items in one or more of the following ways, as the Executor, exercising an unlimited discretion, determines to be appropriate: after taking into account the wishes of surviving children, the Executor may distribute to my surviving children the items my surviving children would like to have; or the Executor may distribute any items selected for a minor to an adult of the Executor's choosing (including the Executor) to hold in safekeeping until the minor is an adult; or the Executor may sell any items, and add the cash proceeds from the sale to my residuary estate; or the Executor may donate any items to a licensed charity organization.

Mary Virginia Rhea

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ITEM III
RESIDUARY ESTATE

A. Distribution of Residuary Estate. I bequeath all the rest of the property that I own at my death to my surviving children and one Grandchild. All money received from the sale of my residuary estate is to be divided into four (4) equal blocks of money to be distributed as follows:

(1) Son, James Allen Rhea, will receive one equal share of the net dollar amount.

(2) Son, Ernest Richard Rhea, will receive one equal share of the net dollar amount minus Five Thousand Dollars ($5,000.00) of his share being distributed to his descendant Matthew Robert Rhea.

(3) Daughter, Teresa Sue Stamps, will receive one equal share of the net dollar amount.

(4) Son, William Michael Rhea, will receive one equal share of the net dollar amount minus Five Thousand Dollars ($5,000.00) to be placed in a trust fund by my Trustee to be used at beneficiary's death for funeral expenses and burial of beneficiary's body.

B. Children That Do Not Survive Me. If one or more of my children does not survive me, their assigned share will be placed in trust funds by my Trustee, to be distributed in equal amounts, to their surviving children at age 25 years.

The share set aside for funeral expenses at the death of my Son, William Michael Rhea shall be held in trust by the Trustee and administered as a separate trust for the beneficiary in accordance with the provisions below.

a. Mandatory Termination and Distribution of Trust Principal at Death. At the death of the beneficiary, the trust shall terminate, then the assets of the trust shall first be utilized to pay the expenses of the proper funeral and burial of the beneficiary's body, as the Trustee, exercising an unlimited discretion, considers appropriate. Then the Trustee shall make any distributions in accordance with the above power of appointment. Then all remaining assets of the trust shall be distributed by the Trustee to the beneficiary's then living descendants or, if there are no living descendants, to the beneficiary's living brothers and sister.

Mary Virginia Rhea

Mary Virginia Rhea

b. **Mandatory Termination and Distribution of Trust Principal at Age 25.** When descendant beneficiary is age 25, the Trustee shall distribute the then existing principal of the trust to the beneficiary outright and free of trust. and the trust shall be terminated as to the beneficiary.

The Trustee shall give priority to the needs of the beneficiary over the needs of any descendant of the beneficiary. The term "education," wherever it is used in this Will, means formal instruction at an established educational institution at any level, either public or private, and includes the cost of tuition, room, board, fees, books, supplies, and any other expense or allowance which the Trustee, in the Trustee's reasonable discretion, determines necessary for the educational pursuit in question. The term "emergency," wherever it is used in this Will, means an unusual or nonrecurring need, such as a non-routine illness, an accident, the loss or destruction of earning power or property, or the purchase of, or toward the purchase of, a home. The Trustee shall determine, in the Trustee's reasonable discretion, whether an "emergency" exists, and the amount properly payable in the event of the emergency.

c. **Beneficiary's Power of Appointment.** I grant to the beneficiary a limited, non-general testamentary power of appointment, exercisable only by express reference to this power in the beneficiary's probated will, to appoint all or any portion of the principal of the trust remaining at the beneficiary's death in such amounts, manner (outright or in trust) and in such proportions, as the beneficiary shall determine, to, but only to, or for the benefit of, any person that is a descendant of the beneficiary, or to any one or more of them. This power of appointment cannot be exercised in favor of the beneficiary, the beneficiary's creditors, the beneficiary's estate, the creditors of the beneficiary's estate, or to any person or entity not described in the preceding sentence. If the Trustee does not receive written notice that a will exercising this power has been probated or offered for probate within six (6) months after the beneficiary's death, then the Trustee shall conclusively presume that the beneficiary failed to effectively exercise this power and all assets subject to the power shall pass as otherwise provided in this Will in the absence of this power of appointment.

d. **Distribution of Trust Assets If Beneficiary Dies.** If the beneficiary dies prior to the termination of the trust, then the assets of the trust shall first be utilized to pay the expenses of the proper funeral and burial of the beneficiary's body, as the Trustee, exercising an unlimited discretion, considers appropriate. Then the Trustee shall make any distributions in accordance with the above power of appointment. Then all remaining assets of the trust shall be distributed by the Trustee to the beneficiary's then living descendants or, if there are no living descendants, to the beneficiary's living brothers and sister.

Mary Virginia Rhea

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C. **Lack of Beneficiaries.** If, in the absence of this Section, I otherwise would die intestate or any trust otherwise would fail for lack of a beneficiary, then I devise and bequeath the assets thereby affected as follows: the complete residuary estate to my heirs. "Heirs" are the persons who would take the property of an intestate under the laws of Tennessee in effect at my death. If any person receiving assets under this Section is under age 25 when an outright distribution of trust principal is to be made to such person (the "beneficiary"), then the beneficiary's portion of trust principal shall be retained in trust by the Trustee as a separate trust for the beneficiary until the beneficiary attains age 25. The Trustee shall pay to the beneficiary, until age 25 is attained, any amounts of income and principal of the trust, payable at any time and from time to time, which the Trustee, in the Trustee's reasonable discretion, determines necessary for the beneficiary's health, education, support or maintenance. If the beneficiary should die prior to attaining age 25, then the assets of the beneficiary's trust shall first be utilized to pay the proper expenses of the proper funeral and burial of the beneficiary's body, as the Trustee, exercising an unlimited discretion, considers appropriate, then all remaining assets held by the Trustee for the beneficiary shall be distributed to the then-living descendants of the beneficiary, but if the beneficiary leaves no descendants then-living, then the remaining trust assets shall be distributed by the Trustee to those persons and in such manner as such assets would have otherwise been disposed of under the provisions of this item of this Will.

ITEM IV
FIDUCIARIES

A. **Executor.** I nominate the following persons to serve as the Executor of this Will, with such persons to act successively, in the order named:

1. My Daughter, Teresa Sue Stamps

2. My Son, James Allan Rhea

To the extent permitted by applicable law, no Executor shall be required to furnish bond, file any inventory or file any accountings with respect to the performance of the Executor's duties.

Any person serving as Executor hereunder will render valuable services for which payment of a reasonable fee will be deserved. I do not want any individual Executor to be required to seek approval of a fee from any Court or legatee of this Will. Accordingly, I authorize any individual person serving as Executor to receive and be paid a fee equal to one-half (½) of the fee that would be charged by AMSOUTH bank, Nashville, Tennessee, in accordance with its fee schedule in effect at the time the fee is charged.

Mary Virginia Rhea

Mary Virginia Rhea

B. Trustee. I appoint the following persons or agencies to serve as the Trustee of any trust created herein, with such persons to act successively, in the order named:

1. My Son, James Allen Rhea

2. AMSOUTH BANK

I direct that no bond be required of any Trustee.

Any person serving as Trustee hereunder will render valuable services for which payment of a reasonable fee will be deserved. I do not want any individual Trustee to be required to seek approval of a fee from any Court or beneficiary of a trust hereunder. Accordingly, I authorize any individual person serving as Trustee to receive and be paid a fee equal to one-half (½) of the fee that would be charged by AMSOUTH BANK, Nashville, Tennessee, in accordance with its fee schedule in effect at the time the fee is charged.

ITEM V
ADMINISTRATIVE PROVISIONS

A. Payment of Debts, Administration Expenses and Taxes. All of my legally enforceable debts (except secured debts, which may be paid or retained in the discretion of the Executor, and if paid shall be right of contribution from my Executor), my funeral expenses and the expenses of administration of my estate, both domiciliary and ancillary, shall be paid by my Executor as soon as practicable after my death. My Executor shall pay out of my residuary estate all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this Will or otherwise, as an expense of administration, without appointment.

B. Life Insurance. The proceeds of any life insurance payable to my Executor, my Trustee or my estate are to be free from the claims of creditors, and are to be held and distributed as provided by the terms of this Will. My Executor may use (but shall not be required to use) any portion of such proceeds as my Executor deems advisable, exercising a reasonable discretion, for the payment of debts, expenses and taxes, but only if my Executor deems such use of the proceeds to be in the best interests of my legatees and beneficiaries hereunder.

Mary Virginia Rhea

Mary Virginia Rhea

C. **Real Property.** Any real property I own at my death is to be part of my probate estate for purposes of administration. So long as the Executor serves, the Executor shall have the same power over the title to real property as an absolute owner would have, including but not limited to the power to sell, mortgage, lease or otherwise convey any interest in any real estate without the joinder, consent or approval of any heir, legatee, beneficiary, court or other person, provided that in exercising such power the Executor shall be acting in a fiduciary, not an individual, capacity.

D. **Powers of Executor and Trustee.** In addition to any powers and other related administrative provisions granted or contained elsewhere in this Will, if any, the Executor and Trustee, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate or any trust hereunder, may exercise any and all of the powers set forth in Tennessee Code Annotated Section 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in this statute on the date I sign this Will), even if this statute is amended or repealed hereafter and even if my estate or any trust hereunder is administered in a state other than Tennessee. Without in any way limiting the foregoing, the Executor shall at all times during the administration of my estate be vested with all the powers, duties and authority of the Trustee herein provided, and shall be authorized to make payments in the same manner and to the same extent as if the Executor were acting as Testamentary Trustee. I grant to my fiduciaries the power and authority to appoint resident fiduciaries to serve with them when applicable law so requires.

E. **Rule Against Perpetuities.** Anything in this Will to the contrary notwithstanding, all trusts created hereunder (or pursuant to a power of appointment granted hereunder) shall terminate one day prior to the expiration of the permissible period under the relevant application of the rule against perpetuities, if any; and upon such termination, all assets thereof shall be distributed absolutely to those persons (and in the same proportions) as are then receiving or entitled to receive the income therefrom.

F. **Distribution to a Minor or Incapacitated Beneficiary.** During the minority or incapacity of any beneficiary to whom income or principal is payable under this Will, the Trustee, exercising a reasonable discretion, may make distribution in any one or more of the following ways: (a) directly to such beneficiary such amount as the Trustee may deem advisable as an allowance; (b) to the guardian, conservator or limited guardian (other than the Trustee) of the person or of the property of such beneficiary; to a custodian (other than the Trustee) under the Uniform Transfers to Minors Act, including a custodian selected by the Trustee; (d) to a relative (other than the Trustee) of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (e) by expending such income or principal directly for such beneficiary.

Mary Virginia Rhea

Mary Virginia Rhea

The Trustee shall have the power, in the Trustee's reasonable discretion, to determine whether a beneficiary is incapacitated, and the Trustee's determination in such regard shall be conclusive.

G. **Spendthrift Provision.** Neither the income nor principal of any trust herein created, or any share thereof, shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary, nor shall any income or principal of any trust estate hereunder be in any manner subject to or liable in he hands of the Trustee for the debts, contracts or engagements of any beneficiary or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatsoever; but in all distribution of income or principal, the same shall be paid only to the beneficiary entitled, upon receipt of the beneficiary, or to others for his or her benefit as herein provided.

H. **Continuation of Trust.** If, at the time of any mandatory distribution from any trust created in this Will, the Trustee, exercising a reasonable discretion, determines it necessary for the health, education, support or maintenance of the beneficiary of the mandatory distribution because of some physical or mental incapacity, or because the beneficiary is addicted to a drug or alcohol, or other good cause, to continue the amount distributable to the beneficiary in trust, the Trustee may continue to hold the amount in trust for a period determined by the Trustee. While the trust continues, the Trustee shall pay to the beneficiary some or all of the income or principal as the Trustee reasonably determines necessary for the health, education, support or maintenance of the beneficiary and, on the beneficiary's death, the Trustee shall pay from the assets of the trust any and all reasonable expenses of the proper funeral and burial of the beneficiary's body, as the Trustee, exercising an absolute discretion, considers appropriate, and all remaining assets shall be distributed by the Trustee as provided in item IV hereof had such beneficiary died prematurely.

I. **Combination of Trusts.** If any trust is created under the will of any one of my children or under an inter-vivo trust established by me or any of my children or by any one of us, which trust is substantially identical in all material respects with any trust created under this my Will, then the Trustee, in the Trustee's reasonable discretion, may combine such trusts or merge the trust under my Will into such other trust or take any appropriate action, provided no adverse transfer tax consequences are thereby triggered, in the interests of efficiency and economy of administration.

Mary Virginia Rhea

Mary Virginia Rhea

J. Reports of Trustee. I excuse the Trustee from making any accounting or report to any court or person regarding the administration of any trust herein created, but the Trustee shall furnish to each current or permissible income beneficiary of each trust (or to the parent or guardian of any minor beneficiary) a statement showing the receipts, disbursements and the estimated net value of the trust, on an annual or more frequent basis.

K. Resignation of Trustee. Any Trustee may resign upon thirty (30) days' written notice to the beneficiaries then receiving or entitled to receive income of the trust and to the next successor Trustee hereunder, if any. If resignation occurs, the successor Trustee designated in the preceding of this Will shall serve, but if no successor Trustee is designated or able to serve, the Trustee successor shall be appointed by a majority of such beneficiaries.

The successor Trustee so chosen by the beneficiaries must be independent of, and not related or subordinate to, the person or persons exercising this replacement power. If the beneficiaries fail to appoint a successor Trustee within this thirty (30) day period, the Trustee may petition the court having jurisdiction over the trust for the appointment of a successor. The successor Trustee does not have to reside or be located in Tennessee.

Upon appointment of the successor Trustee, the resigning Trustee shall deliver all assets then held to the successor Trustee. The resigning Trustee shall then have full acquittance for all assets so delivered (subject to judicial settlement of the accounts of the resigning Trustee if requested by the person or persons exercising this replacement power or by the successor Trustee.) The successor Trustee shall have all powers and authority herein conferred on the Trustee so replaced, and bond is excused.

L. References to Fiduciaries. For convenience, the fiduciaries named in this Will (including any alternates or successors) are sometimes referred to in the singular person and masculine gender, regardless of the number or gender of those actually named herein.

M. 90 Day Survivorship Required. Except as provided in Section A of item I in regard to my children, if any person (other than my children) receiving a bequest, distribution of assets or interest in any trust, dies no later than ninety (90) days after my death or the death of any other person upon whose death that person becomes a taker of this Will, then that person will be deemed to have predeceased me or such other person. Notwithstanding the preceding sentence, all the bequests under item II of this Will(including bequests to my children) are contingent upon the recipient surviving me by five (5) days.

Mary Virginia Rhea

Mary Virginia Rhea

N. **Distribution to Descendants.** Unless specifically provided otherwise herein, references to descendants shall include natural-born and adopted descendants. Distribution to the descendants of any deceased person under this Will shall be **per stirpes.**

O. **Captions.** The captions and headings of this Will are for convenience only and shall not define or limit the provisions herein.

IN WITNESS HEREOF, I sign this Will, consisting of this and the preceding eight (8) printed pages, and for the purpose of identification, I have signed or initialed each page, all in the presence of the persons witnessing it, at my request, on this the 28 day of April, 2006, at Nashville, Tennessee.

Mary Virginia Rhea

Mary Virginia Rhea

Signed and declared by Mary Virginia Rhea, to be such person's Will in the presence of all of us at one and the same time, and we, at such person's request and in such person's presence and in the presence of each other, have subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of Mary Virginia Rhea and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Carol V. Campbell — **Signature**

Carol V. Campbell — **Print or Type Name**

1408 Vogue Rd., Mt. Juliet TN. 37122 — **Address**

Rosalind Jo Ann Smith — **Signature**

Rosalind Jo Ann Smith — **Print or Type Name**

226 Bonnafield dr. Hermitage TN. 37076 — **Address**

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned persons, after being duly sworn according to law, depose and say:

1. They witnessed the execution of the Will of Mary Virginia Rhea, dated the 28th day of April, 2006, to which this Affidavit is attached, and that this Affidavit is being made at the request of such person and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

2. Their signatures are affixed to the Will, they signed the Will at the request of such person, and in the presence of such person, and in the presence of each other witness, at the place and on the date recited in said Will.

3. Mary Virginia Rhea signed said paper writing as and for a Will in their sight and presence.

4. At the time they witnessed the Will, Mary Virginia Rhea was, in their opinion, of sound mind.

Carol V. Campbell
Witness

Rosalind Joan Smith
Witness

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 28 day of April, 2006.

Mary S. Turner
Notary Public

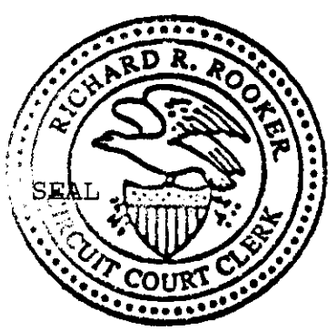
My Commission Expires: 8/30/09

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 24 day of JULY , 2007 , in Case Number 07P1150 between STAMPS, TERESA SUE Petitioner, and RHEA, MARY VIRGINIA 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 26 day of JULY 2007

RICHARD R. ROOKER, Clerk,



By _____
Deputy Clerk