Davidson County WILL
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RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT
OF
THOMAS WILBURN NORTHCROSS

I, Thomas Wilburn Northcross, domiciled in Davidson County, Tennessee, make, publish and declare this to be my Last Will and Testament, revoking all former Wills by me made.

I
DEBTS AND TAXES

(1) PAYMENT OF DEBTS

My Executor in the Executor's sole discretion may pay my legal debts, including funeral expenses, including the cost of a suitable monument, and costs of administration of my estate, and I hereby authorize and empower my Executor, in case of any claim made against my estate, to settle and discharge the same in the absolute discretion of my Executor.

(2) DISCHARGE OF LIENS

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any 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 shall not mandatorily be charged to or paid by my estate, but that my Executor shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

(3) PAYMENT OF TAXES

I direct that my Executor pay out of my residuary estate without apportionment, all estate, inheritance, succession and other taxes (together with any interest or penalty thereon), assessed by reason of my death imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

II

DEVISES

(1) If my spouse, Lottie Catherine Northcross, survives me, I give and devise to her a life estate in that real estate which my spouse and I shall then be using as our personal residence, which I may own at the time of my death. Upon the termination of that life estate, I give and devise my personal residence to Ellen Rosser.

(2) All 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 situated, including all property which I may acquire or to which I may become entitled after the execution of this Will, including proceeds of any life insurance policies which are payable to my estate, including all lapsed legacies and devises, I give and devise to Ellen Rosser, as Trustee, for the use and benefit of my spouse if she survives me; if my spouse does not survive me then such remainder I give and devise to Ellen Rosser.

III

INVESTMENT POWERS AND OTHER DUTIES OF EXECUTOR AND TRUSTEE

(1) INVESTMENTS

I hereby grant to the Executor of my estate and also to the Trustee (including any substitute or Successor Executor or Trustee) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court or judicial authority, and no person dealing with such Executor or Trustee shall be required to inquire into the propriety of any of the actions of such Executor or Trustee.

(2) COMPENSATION AND ACCOUNTING

The Trustee shall be entitled to receive a fair and just compensation for services rendered hereunder and shall also be reimbursed for all reasonable expenses incurred in the management and protection of the Trust estate.

IV

EXECUTOR

I hereby nominate and appoint Ellen Rosser as Executrix (herein, "Executor") of this, my Last Will and Testament. I request that no bond shall be required of my Executor. My Executor is expressly authorized to postpone final distribution of my estate, pending final determination of tax liabilities in connection therewith.

IN WITNESS WHEREOF, I have set my hand to this, my Last Will and Testament, consisting of three (3) typewritten pages, this page included, on the margin of each of which I have affixed my initials for better identification this 10 day of Dec, 1991 _____.

Thomas W. Northcross

We, the undersigned, hereby certify that the foregoing instrument was, on the date hereof, signed, published and declared by the said Thomas W. Northcross, Testator, as and for his Last Will and Testament, in the presence of us, who, in his presence and in the presence of each other, have, at his request, hereunto subscribed our names as witnesses to the execution hereof, this 10th day of December, 1991, and we certify that at the time of the execution hereof, we believe said Testator to be of sound and disposing mind and memory.

Celia K Bradlow residing at 231 Summit Ridge Drive, Nashville, Tn.

Jenna Grace residing at 199 Plus Park Blvd, Nashville,

_____ residing at _____

Page 3 of 3 of this my Last Will and Testament: TWN

AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

CECIA RUTH BRASLOW, STEPHEN W. GRACE and _____, being first duly sworn, make oath that each served as a witness to the Last Will and Testament of THOMAS W. NORTHCROSS, dated DECEMBER 10, 1991, that each has examined the attached paper writing and states that it is the Will of the said THOMAS W. NORTHCROSS, that it was executed by him as and for his Last Will and Testament, in the presence of each of the affiants who at his request and in his sight and presence and in the sight and presence of each other subscribed their names thereto as attesting witnesses; that said Will was executed on the day it bears date and that at the time of the execution thereof the said THOMAS W. NORTHCROSS was of sound and disposing mind and memory and was more than eighteen (18) years of age.

This Affidavit is being given at the request of THOMAS W. NORTHCROSS.

Cecia K Braslow

Stephen W Grace

Sworn to and subscribed before me this 10th day of DECEMBER, 1991.

Katherine Grant-Walters
Notary Public

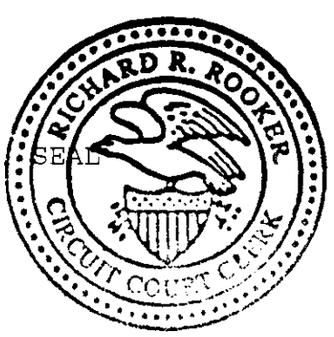
My commission expires: 9/26/92

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 09 day of AUGUST , 2007 , in Case Number 98P1085 between ROSSER, ELLEN C Petitioner, and NORTHCROSS, THOMAS WILBURN 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 16 day of AUGUST 2007

RICHARD R. ROOKER, Clerk,



SEAL

By _____
Deputy Clerk