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RICHARD R ROOKER, CLERK

D.C.

Davidson County WILL
Recvd: 01/21/09 14:46 8 pgs
Fees:42.00 Taxes:0.00
20090121-0005244

Last Will and Testament

of

Otho N. Williams

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Last Will And Testament
Of
Otho N. Williams

I, Otho N. Williams, presently residing at 1938 Neelys Bend Road, Madison, Davidson County, Tennessee, being of sound mind and disposing memory, do make, declare and publish this my Last Will and Testament, hereby revoking all former wills and codicils to wills heretofore made by me.

ITEM I
REFERENCES

A. *Marital Status.* I am not married.

B. *Children.* I have no children.

C. *Executor.* For convenience, the Executor (including any alternates) hereinafter appointed is sometimes referred to as the Executor, regardless of the gender or the number of the parties serving in such capacity.

ITEM II
DEBT, ADMINISTRATIVE EXPENSES AND TAXES

A. *Payment of Debts, Administrative Expenses and Taxes.* All of my legally enforceable debts (except secured debts, which may be paid or retained in the discretion of the 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 apportionment. Notwithstanding any provision herein to the contrary, the following taxes shall not be paid by my estate and shall instead be charges against the applicable

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property or persons in possession thereof or benefited thereby in the manner provided by applicable law; any generation skipping tax; any additional tax imposed by Section 2032A of the Internal Revenue Code; and any tax attributable to the inclusion of property in my gross estate pursuant to Section 2044 of the Internal Revenue Code. My Executor may claim each administration expense as a deduction on any income or death tax return, as the Executor sees fit, and no compensating adjustments between income and principal are to be made because of any such decision. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the residence of the beneficiary of that item shall be treated as administration expenses.

B. *Life Insurance.* The proceeds of any life insurance payable to 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 any portion of such proceeds as my Executor deems advisable for the payment of debts, expenses and taxes, but only if my Executor thinks such use of the proceeds is in the best interests of my beneficiaries hereunder.

C. *Casualty Insurance.* Each insurance policy covering an item of property passing under this Will passes with such property. The recipient of such property is not to be charged for any unearned premium already paid. If any insured item of property passing under this Will has been destroyed or damaged, the insurance proceeds recovered or recoverable therefrom are to be paid to the recipient of such damaged or destroyed item in place of any destroyed item and in addition to any damaged item.

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ITEM III
DISPOSITION OF ESTATE

I give, devise and bequeath to my nephew, David Keith, all the property, real, personal or mixed and wherever located, of which I die seized and possessed. In the event my nephew, David Keith, should desire to sell the real property at 1938 Neelys Bend Road or any adjacent property my friend Wayne Haley shall have the right to purchase such real property for the amount of any bona fide offer received by my said nephew during the ninety (90) day period after receiving written notification of such offer.

In all circumstances, despite any provision of law to the contrary, no interest of any beneficiary in my estate, shall be subject to assignment, alienation, pledge, attachment, or claims of creditors of such beneficiary, including claims of any divorced spouse for alimony or support payments or otherwise, or subject to levy, seizure, or liens for taxes and may not otherwise be voluntarily or involuntarily alienated or encumbered by such beneficiary.

ITEM V
FIDUCIARY

A. *Executor.* I appoint my nephew David Keith as the Executor of this my Last Will and Testament. I direct that no bond be required of my fiduciary for the faithful performance of his duties and that he shall not be required to file any inventory or accountings.

B. *Powers.* The Executor, including any substitute or successor personal representative, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate, may exercise any and all of the powers set forth in Tennessee Code Annotated § 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this will), even if said

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statute be amended or repealed hereafter and even if my estate be administered in a state other than Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament and for the purpose of identification, I have initialed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 17th day of January 2008, at Tyler, Tennessee.

Otho N. Williams

Signed, sealed, published and declared by the Testator, Otho N. Williams, to be his Last Will and Testament in the presence of all of us at one and the same time and we at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Signature	Signature
W. Byron Akin	Peggy Keith
Print Name	Print Name
10691 Big Horn Rd. Bon Aqua, TN 37025	10691 Big Horn Rd. Bon Aqua, TN 37025
Print Address	Print Address

Initials O.N.W.

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AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

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

1. That they are adult citizens of the State of Tennessee.

2. That they witnessed the execution of the Last Will and Testament of Otho N. Williams dated the _____ day of January 2008, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator and in accordance with Tennessee Code Annotated §32-2-110.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in his presence and in the presence of each other at the place and on the date recited in said Last Will and Testament.

4. That the Testator signed said paper writing as and for his Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Last Will and Testament, the Testator was, in their opinion, of sound mind.

WITNESS

WITNESS

Sworn to and subscribed before me this 18th of January 2008.

NOTARY PUBLIC

LEONARD MODENA NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

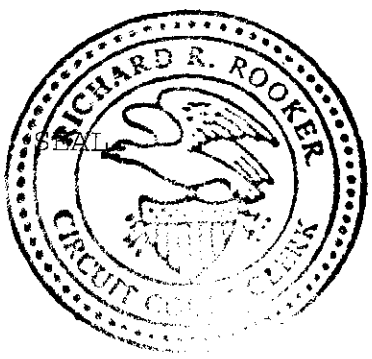
Commission Expires March 26, 2008
County Hickman

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 10 day of DECEMBER , 2008 , in Case Number 08P1754 between KEITH, DAVID Petitioner, and WILLIAMS, OTHO N. 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 JANUARY 2009

RICHARD R. ROOKER, Clerk,



By _____

Deputy Clerk

I, Dennis Wright, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Dennis Wright

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Alisha L. Elder, a notary public for this county and state, Dennis Wright, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Alisha L. Elder

ALISHA L. ELDER
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

My commission expires: January 3, 2011

MY COMMISSION EXPIRES:
January 3, 2011