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BILL GARRETT, Davidson County
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CLERK

LAST WILL AND TESTAMENT

OF

THOMAS BENDER BOYD

I, THOMAS BENDER BOYD, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

1. Appointment of Executors. I nominate and appoint Ashley P. Hill, III and Richards W. Hill as Co-Executors of this my Last Will and Testament, and I direct that no bond shall be required. In the event either of the named Co-Executors ceases or fails to serve, then I nominate the remaining named Co-Executor to serve as sole Executor, without bond.

2. Administration of Real Property. I direct that all real property which I may own at the time of my death shall be held, administered and distributed as a part of my probate estate.

3. Payment of Debts, Expenses and Taxes. I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate be paid as soon as may be convenient after my death.

4. Disposition of Tangible Personal Property. I give all of my tangible personal property as follows:

   (a) To Ashley P. Hill, III:

      (1) From the living room - the captain's desk drawer, corner end table, red fabric arm chair, glass door cabinet, gold leaf round mirror, wood clock, and two large white vases;

      (2) From the dining room - the chandelier, square mirror, and bird pictures; from the study room - the entertainment center, two Chinese pictures, serving shelf, oil painting of plant, and large landscape picture;

      (3) From Tommy's bedroom - the bedroom set consisting of the bed, dresser mirror, drawer and bedside table;

      (4) From Kathleen's bedroom - the small wood foot stool and one of Myra's paintings;

      (5) From upstairs - the dresser drawer set, dresser with mirror and the architect design table;

(6) From the inside back porch - the dryer.

(b) To Kim Hill Oldham:

(1) From the living room - the large TV, small TV, round table, couch, 3-drawer end table, yellow wing back chair, rocking chair, brass plate rack, miniature sail boats, two figurines of man and woman, white tea pot, vases with tops;

(2) From the dining room - the cherry wood chair, pictures from condo;

(3) From the study room - the dresser drawer, magazine rack, end table with two shelves, wooden shelf, round armrest chair, condo painting of Spain, three pictures of Paris, two pictures of New Orleans;

(4) From Tommy's bedroom - Tommy's college desk and chair;

(5) From Kathleen's bedroom - the bedside table, desk drawer from Hillsboro Road house, 5-door drawer from Tommy, wood shelf, dark wood foot stool, two lamps from condo, and one of Myra's paintings;

(6) From upstairs - the wooden bed frame.

(c) To Richards Hill:

(1) From the living room - the post office desk, end table with wooden pegs, small wood file cabinet, glass door end table, fancy wooden step ladder, folding end table, James K. Polk chairs, fireplace brass hardware, oil painting from Venice, landscape oil painting, miniature cars, two small vases with flowers, and books;

(2) From the dining room - the dining set consisting of table, 6 chairs, buffet table and china cabinet, the round lamp stand;

(3) From the study room - the captain's chair with cane bottom, day bed from Garland Avenue house, coat and cane rack, two figurines of boy with flute, folding dining table, Myra's yellow wing back chair, square plant stand, ladder back chair, antique captain's chair, oil painting of Myra and Steve, oil painting of lawyer, two oil paintings of boats and tall tree, picture of Tommy with hat, oil painting of Myra, small and fancy, large golf club sets;

(4) From Tommy's bedroom - Bertie's dresser and picture of girl with phone;

(5) From Kathleen's bedroom - the four post bed from Garland Avenue, 3-drawer from Florence, Alabama, 4-door drawer, sewing machine,

wood/cloth bench, Myra's 3-piece mirror, rounded cherry wood chair, dark wood chair, and one of Myra's paintings;

(6) From upstairs - the Zenith radio with record player, small radio, small mirror, books, and erector set;

(7) From the inside back porch the washing machine and the light fixture from Life & Casualty Building;

(8) From the upstairs bedroom with bath - the blanket chest, wood chair, and books including school yearbooks and the boat trailer.

(d) To Ruth Koonce: from the dining room - the desk drawer.

(e) To Pam Gay: from the dining room - the silver pitcher; from the study room - Bertie's green desk and the Dell computer.

(f) To Kathleen Howe: from the study room - the Chinese mirror.

(g) To Winny Bingham: the crystal set from Jim Reed on top of the buffet, and from the study room - the Chinese partition.

Any remaining items of tangible personal property that are not listed above shall be added to my residuary estate and disposed of according to the provisions thereof. My Executor shall pay all expenses associated with safeguarding, insuring, packing storing, delivering, and distributing the tangible personal property, and such expenses shall be deemed to be a proper part of the expenses of administering my estate.

5. Specific Gifts of Real Property

(a) I give to Richards W. Hill, if he survives me, the real property owned by me and located at Fairfield Glade, 106 Norcross Road, Crossville, TN and more specifically described as Lot 7, Block 2, Canterbury Subdivision and the real property owned by me and located at Pinnacle Port, 23223 Front Beach Road, Panama City Beach, Florida. In the event that Richards W. Hill does not survive me, then such share shall be distributed according to Paragraph 6 hereof.

(b) I give to Richards W. Hill, if he survives me and to Ashley P. Hill, III, if he survives me to share and share alike, the real property located at 2701 Natchez Trace, Nashville, TN. In the event that either of them does not survive me then said persons share shall be distributed according to Paragraph 6 hereof.

6. Disposition of Residuary Estate. I direct my Executor to distribute all the rest and residue of my estate as follows:

To my cousin, Ashley P. Hill, III 18%

To Pam Gay, daughter of my cousin Mary Ellen Craig	20 %
To my cousin, Winnie Bingham	3%
To my cousin, Kathleen Howe	3%
To my cousin, Bea Urrutia	11%
To my cousin, Richards W. Hill	18 %
To my cousin, Kim Hill Oldham	17 %
Immanuel Baptist Church, 222 Belle Meade Blvd.	10 %

In the event that a named beneficiary does not survive me, then such beneficiary's share shall be distributed among the remaining named beneficiaries, pro-rata according to their respective percentages.

7. Powers of Executor. In addition to all powers given under applicable law, my Executor shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated; and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby incorporated herein by reference.

8. Waiver of Requirement of Inventory and Accountings. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of November, 2005, to this my Last Will and Testament, and have subscribed each of the foregoing 5 pages at the bottom thereof for the purpose of identification.

Thomas Bender Boyd

THOMAS BENDER BOYD

Signed, signified and declared by the said THOMAS BENDER BOYD (the "Testator"), being of sound mind and disposing memory, as and for the Testator's Last Will and Testament, in the presence and sight of us, present at the same time, who, at the Testator's request, in the Testator's presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

_____ ADDRESS: 7121 HWY 70 S. Nashville, TN

GARY SPRINGFIELD

_____ ADDRESS: 7121 HWY 70 S NASHVILLE, TN

STEPHANIE HALL

(Page 5 of my Will: Thomas Bender Boyd)

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

STEPHANIE HALL and GARY SPRINGFIELD, being severally duly sworn, depose and say that:

We are acquainted with THOMAS BENDER BOYD (the "Testator"), who executed this annexed Last Will and Testament, consisting of _____ (5) typewritten pages, dated November 15th, 2005, on that date at Nashville, Tennessee, by subscribing the Testator's name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, the Testator declared the instrument so subscribed by the Testator to be the Testator's Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at the Testator's request and in the Testator's presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, the Testator was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of the Testator.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

STEPHANIE HALL

GARY SPRINGFIELD

SWORN TO AND SUBSCRIBED before me, this 15TH day of November, 2005.

NOTARY PUBLIC

My Commission Expires:

_____

2583139.2

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF Davidson)

Gary Stringfield being duly sworn, deposes and says that:

I was acquainted with Thomas B. Boyd who executed the annexed Last Will and Testament, consisting of five (5) typewritten pages, dated November 15, 2005 at Nashville, Tennessee, by subscribing his name at the end thereof in my presence and sight and also in the presence and sight of Stephanie Hall, the other attesting witness.

At the time of subscribing said Last Will and Testament, Thomas B. Boyd declared the instrument so subscribed by him to be his Last Will and Testament, and I thereupon signed my name as witness at the end of said instrument at his request and in his presence and sight, and in the presence and sight of Stephanie Hall.

At the time of executing said Last Will and Testament, Thomas B. Bender was over the age of eighteen years and in my opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of Ashley P. Hill, III and Richards W. Hill, the named executors under the Will and in accordance with Tenn. Code Ann. §32-2-110.

The annexed Last Will and Testament was examined by the undersigned witness at the time this affidavit was made.

Gary Stringfield

SWORN TO AND SUBSCRIBED before me, this 13th day of February, 2008.

TOMEKIA L. PEGRAM
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

NOTARY PUBLIC

My Commission Expires:
COMM. EXPIRES
AUGUST 23 2011

6701476.1

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Stephanie Hall being duly sworn, deposes and says that:

I was acquainted with Thomas B. Boyd who executed the annexed Last Will and Testament, consisting of five (5) typewritten pages, dated November 15, 2005, at Nashville, Tennessee, by subscribing his name at the end thereof in my presence and sight and also in the presence and sight of Gary Stringfield, the other attesting witness.

At the time of subscribing said Last Will and Testament, Thomas B. Boyd declared the instrument so subscribed by him to be his Last Will and Testament, and I thereupon signed my name as witness at the end of said instrument at his request and in his presence and sight, and in the presence and sight of Gary Stringfield.

At the time of executing said Last Will and Testament, Thomas B. Boyd was over the age of eighteen years and in my opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of Ashley P. Hill, III and Richards W. Hill, the named executors under the Will and in accordance with Tenn. Code Ann. §32-2-110.

The annexed Last Will and Testament was examined by the undersigned witness at the time this affidavit was made.

Stephanie Hall

SWORN TO AND SUBSCRIBED before me, this 15th day of FEB, 2008.

NOTARY PUBLIC

ROBERT C. MULLIN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

My Commission Expires:

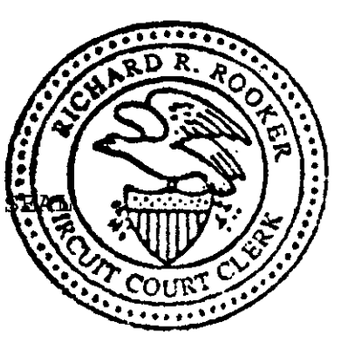
MAY 23, 2009

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 05 day of MARCH , 2008 , in Case Number 08P327 between HILL III, ASHLEY P ET.AL Petitioner, and BOYD, THOMAS BENDER 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 14 day of MAY 2009

RICHARD R. ROOKER, Clerk,



By _____
Deputy Clerk