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RICHARD

LAST WILL & TESTAMENT OF WILLIAM M. ATKINSON

I

I, WILLIAM M. ATKINSON, being of mature age, sound mind and disposing memory and resident of and domiciled in Nashville, Davidson County, Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any heretofore made by me.

II

My two children are LONNIE RAY ATKINSON (born September 6, 1975), and JESSICA JANE ATKINSON (born October 16, 1981). Both of my children are domiciled in Davidson County, Tennessee. I have no spouse.

III

I direct that all my just debts, secured and unsecured, be paid as soon as practicable after my death, however, I direct that my Executor may cause any debt to be carried, renewed and refinanced from time to time upon such terms and with such securities for its repayment as any Executor may deem advisable taking into consideration the best interest of the beneficiaries hereunder.

I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of or any part thereof, or on any bequest or devise contained in this my Last Will and Testament (including any Codicil thereto), or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes, be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes. If my residuary estate is inadequate to pay such taxes, they shall be paid from the assets listed in Paragraph VI of this Last Will and Testament.

IV

In recognition of my circumstances, familial and financial as set out above, it is my will that I hereby nominate, constitute and appoint as Executor of this, my Last Will and Testament, my son, LONNIE, and direct that he shall serve without bond.

In the event that my son, LONNIE, cannot serve as Executor by reason of age, infirmity, death or otherwise, I hereby nominate, constitute and appoint my daughter, JESSICA, to serve as Executor and direct that she shall also serve without bond.

In the event that neither LONNIE nor JESSICA can serve as Executor because of age, infirmity, death or other reason, then I request the Probate Court, or any other Court having jurisdiction of this matter, to appoint a successor Executor to carry out the duties incumbent upon them.

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V

I expressly excuse the requirement that LONNIE or JESSICA prepare and file an inventory of my estate in accordance with the provisions of Tenn. Code Ann. § 30-2-301, if either one of them serves as Executor under this, my Last Will and Testament. The preparation and filing of an inventory is excused only if LONNIE or JESSICA serves as Executor under this, my Last Will and Testament.

VI

Being concerned for the continuing general welfare of my two children, LONNIE and JESSICA, I hereby give, devise and bequeath to each of them, in shares of substantially equal value as determined by my Executor, all of my cash on hand and on deposit, liquid assets of any kind, property, both real and personal, and household effects of every kind including, but not limited to, furniture, appliances, furnishings, lawn and garden equipment, pictures, baseball card collection, all other collections, silverware, china, glassware, books, jewelry, wearing apparel, firearms, automobiles, and other vehicles.

If, in the event that one of my children fails to survive me at the time of my death, then I hereby give, devise and bequeath all the above-described property to my surviving child.

VII

I hereby give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devisees), wherever situated and whether acquired before or after the execution of this my Last Will and testament, absolutely in fee simple to my two children, whoever survives me, in shares of substantially equal value as determined by my then Executor. If both of my children fail to survive me at the time of my death, then I give, devise and bequeath said rest, residue and remainder to my descendants who survive me, *per stirpes*.

VIII

By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Last Will and Testament; to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions in cash or in kind or partly in each without regard to the income tax basis for such asset and in general, to exercise all of the powers which any individual could exercise in the management of similar property owned in its own right, upon such terms and conditions as to my then Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my then Executor may deem proper or necessary to carry out the purposes of this my Last Will and Testament, without being limited in any way by the specific grants of power made, and without the necessity of a Court Order.

IX

I hereby direct that my two children, together, shall have complete control over the disposition and interment of my remains.

Copy

X

If, in the event that any of the separate provisions of this instrument should be held invalid, the invalidity of such provision or provisions shall not affect any of the other provisions hereof, as it is my intention that each of the separate provisions shall be independent of each of the others so that all valid provisions shall be strictly enforced irrespective of the invalidity of any of the others.

XI

If any beneficiary under this Last Will and Testament in any manner, directly or indirectly, contests or attacks this Will or any of its provisions, any property, share or interest in my estate given to the contesting beneficiary under this Will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary had predeceased me without issue.

IN WITNESS WHEREOF, I have hereunto set my hand to this, my Last Will and Testament, consisting of this and the preceding two (2) typewritten pages, this 7-19-99 day of July, 1999.

William M. Atkinson

WILLIAM M. ATKINSON

Copy

Signed, published and declared by the said WILLIAM M. ATKINSON, believed by us to be of sound mind and disposing memory, as and for his Last Will and Testament, in the presence and sight of us, the undersigned, who, at his request, in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the day and year last above written.

(signature)	(signature)
DAVID MARSH	BRUCE E. KESSLER
(print name)	(print name)
304 Pitts Ave	1994 N. GALLATIN RD #315
(address)	(address)
Old Hickory, TN 37138	MADISON, TN 37115

PAGE 4 OF THE LAST WILL AND TESTAMENT OF: William M. Atkinson

EXECUTED ON THIS DATE: 7-19-99

Copy

AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

David Marsh and Bruce E. Kessler,
being severally duly sworn, depose and say as follows:

We are acquainted with WILLIAM M. ATKINSON, who executed the instrument annexed hereto, consisting of four (4) typewritten pages, dated the _____ day of July, 1999, on that date in Madison, Davidson County, Tennessee, by subscribing his name at the end thereof in the presence of each of us.

At the time of subscribing said Last Will and Testament, WILLIAM M. ATKINSON declared the instrument so subscribed by him to be his Last Will and Testament, and requested that we sign our names thereto as witnesses at the end of said instrument. Upon his request we so signed our names in his sight and presence and in the sight and presence of each other.

At the time of signing said Last Will and Testament, WILLIAM M. ATKINSON was known to us to be past the age of eighteen (18) 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 WILLIAM M. ATKINSON.

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

Witness

Witness

SWORN to and subscribed before me this 14 day of July, 1999.

NOTARY PUBLIC

My commission expires:

LAURA TEK
NOTARY PUBLIC AT ARGE
DAVIDSON COUNTY, TENN.

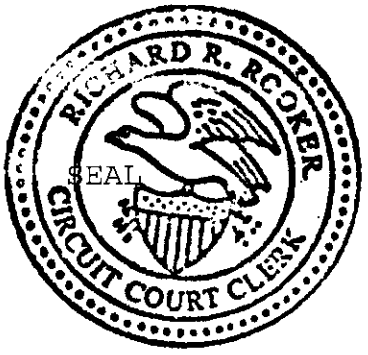
My Commission Expires SEPT. 29, 2001

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 07 day of JULY , 2009 , in Case Number 09P1049 between ATKINSON, LONNIE RAY Petitioner, and ATKINSON, WILLIAM M ET.AL 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 24 day of JULY 2009

RICHARD R. ROOKER, Clerk,



SEAL

By _____

Deputy Clerk