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D.C.

LAST WILL AND TESTAMENT

OF

BERTHA MAE BAGGETT

This Instrument Prepared By:

Carolyn W. Schott
Baker, Donelson, Bearman, Caldwell &
Berkowitz, P.C.,
211 Commerce Street, Suite 1000
Nashville, TN 37201
615-726-5600

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LAST WILL AND TESTAMENT

OF

BERTHA MAE BAGGETT

I, **BERTHA MAE BAGGETT**, domiciled in Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish and declare this to be my Last Will and Testament, revoking all former Wills by me made. At the time of this will I have seven (7) living children: Dorothy Nell Green, Raymus Webb Baggett, Elizabeth Ann Garifine, Ruth Annikay Patricia Baggett, Paul David Baggett, Jeffrey Dale Baggett, Kathy Jane Baggett (married name unknown), and one (1) deceased child, Shirley Mae Baker. With regards to this will, I give and bequeath, in fee, all property to my daughters, Ruth Annikay Patricia Baggett and Dorothy Nell Green, and my son, Paul David Baggett, in shares as described herein. I have in mind, but make no bequest provisions for my other children, Raymus Webb Baggett, Elizabeth Ann Garfine, Jeffrey Dale Baggett, Kathy Jane Baggett (married name unknown), and Shirley Mae Baker (deceased), or their heirs. These provisions are not because of any lack of affection for my other children, but because it is my belief that the welfare of all my children will be best served by the disposition herein made of my estate.

I.

DEBTS, TAXES AND ADMINISTRATION EXPENSES

(1) PAYMENT OF DEBTS

My Executor in the Executor's sole discretion may pay my legal debts, including funeral expenses, the cost of a suitable monument, and costs of administration of my estate, and I hereby authorize 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

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have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid. In the event such indebtedness is not paid, the property securing such indebtedness may be distributed to any beneficiary of the property named herein subject to such indebtedness.

(3) PAYMENT OF TAXES

I direct that my Executor pay out of my residuary estate all estate, inheritance, succession and other taxes (together with any interest or penalty thereon), excluding generation-skipping taxes, assessed by reason of my death and 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. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

(4) PAYMENT OF ADMINISTRATION EXPENSES

I direct that my Executor pay out of my residuary estate all administration expenses of my estate chargeable to principal including executor's fees, accounting fees and legal fees.

II.

SPECIFIC GIFTS

(1) PERSONAL EFFECTS

(a) I may prepare a memorandum listing items of tangible personal property that I would like to pass to certain persons or charities upon my death. It is my wish that my Executor distribute the property specified in the memorandum to the charities or individuals identified therein who survive me. I understand that the provisions of the memorandum may not be binding with regard to such property; however, it is my wish that the individuals otherwise receiving my tangible personal property cooperate with my Executor by allowing the property to pass as set forth in the memorandum. Except as otherwise provided in the memorandum, if any individual listed therein does not survive me, then the bequest to that individual shall lapse. In the event I prepare such a memorandum, I intend to place the memorandum with this my Last Will and Testament. In the event the above-mentioned memorandum is not found within sixty (60) days of my death, my Executor may presume that I did not prepare such a memorandum.

B.m.B.
BMB

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(b) I give and bequeath, in fee, all tangible personal property not disposed of under the memorandum described above, except cash on hand or on deposit, owned by me at the time of my death, including, but not limited to, automobiles, furniture, furnishings, rugs, pictures, books, silver plate, linen, china, glassware, objects of art, wearing apparel and jewelry, to my daughter, Ruth Annikay Patricia Baggett. If Ruth Annikay Patricia Baggett predeceases me, the executor shall add all tangible personal property as named in this Paragraph to the residue of my estate to be distributed in accordance with Article III below.

(2) DISPOSITION OF REAL PROPERTY

I direct that any real property that I own at the time of my death be vested in my daughter, Ruth Annikay Patricia Baggett. In the event that Ruth Annikay Patricia Baggett should predecease me, I direct that any real property that I own at that time of my death be part of the estate under the control of my Executor and that my Executor sell any such property. I direct that the proceeds of such sale be added to the residue and distributed in accordance with Article III below.

III.

RESIDUARY ESTATE

(1) 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 bequests, I give the said property to the following of my children in the following shares:

(a) Fifty percent (50%) to Ruth Annikay Patricia Baggett to be distributed outright and free of trust;

(b) Twenty-five percent (25%) to Dorothy Nell Green to be held by the Executor in trust and distributed to her, along with any accumulated interest thereon, in twelve (12) equal payments over the period of one year, beginning on the date of my death.

(c) Twenty-five percent (25%) to Paul David Baggett to be held by the Executor in trust and distributed to him, along with any accumulated interest thereon, in twelve (12) equal payments over the period of one year, beginning on the date of my death.

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(2) In the event that one of the above named beneficiaries, Ruth Annikay Patricia Baggett, Dorothy Nell Green, or Paul David Baggett should predecease me, then the deceased beneficiary's share shall be divided in proportionate shares among the surviving beneficiaries listed in Paragraph 1 of this Article. If Ruth Annikay Patricia Baggett, Dorothy Nell Green and Paul David Baggett all predecease me, the proceeds shall be distributed to my heirs pursuant to the laws of the intestate succession.

IV.

IN TERROREM

If any beneficiary hereunder shall contest the probate or validity of this will or any provision herein, or shall institute or join in (except as a party defendant) any proceeding to contest the validity of this will or to prevent any provision herein from being implemented in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary are hereby revoked, and such benefits shall be held by my Executor for the benefit of the remaining beneficiaries under this will, and increase their several shares in like proportion as to income as is herein provided. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all the provisions of this will and the provisions of this Article are an essential part of each and every benefit.

V.

INVESTMENT POWERS AND OTHER DUTIES OF EXECUTOR

(1) INVESTMENTS

I hereby grant to the Executor of my estate the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, 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 shall be required to inquire into the propriety of any of the actions of such Executor. Without in any way limiting the generality of the foregoing, I hereby grant to my Executor the fiduciary powers enumerated in Section 35-50-110 of the Tennessee Code Annotated, to the extent they may be applicable, and hereby incorporate these provisions herein by reference as if fully copied verbatim. I specifically authorize my Executor to sell any of my property, real, personal or mixed, and to execute all conveyances necessary to effectuate such sale.

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(2) COMPENSATION AND ACCOUNTING

The Executor 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 my estate and the assets of all trusts established by this Will.

VI.

COMMON DISASTER PROVISIONS

If any beneficiary shall die simultaneously with me or under such circumstances that there is not sufficient evidence to determine the order of our deaths, my estate shall be administered and distributed in all respects as though such beneficiary had predeceased me.

VII.

EXECUTORS

(1) APPOINTMENT OF EXECUTOR

I hereby nominate and appoint my son, Raymus Webb Baggett, Nashville, Tennessee, as Executor of this, my Last Will and Testament. If my son mentioned above is unwilling or unable to serve or continue to serve as Executor, I hereby nominate Rebecca Josephine Roberts Baggett, to serve as Executor. I request that no bond shall be required of my Executor (including any successor).

If all of my Executors named in this Paragraph (1) should fail to qualify hereunder, or for any reason should cease to act in such capacity, then the substitute or successor Executor shall be such individual, or bank or trust company qualified to do business in the state of my domicile at the time of my death as shall be designated in a written instrument filed with the court having jurisdiction over the probate of my estate as shall be designated by the court having jurisdiction over the probate of my estate.

VIII.

CONSTRUCTION

The paragraph headings used are for convenience only and shall not be resorted to for interpretation of this Will. Wherever the context so requires, the masculine shall include the feminine and neuter and the singular shall include the plural. If any portion of this Will is held to be void or unenforceable, the balance of this Will shall nevertheless be carried into effect

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IX.

MISCELLANEOUS DEFINITIONS

Whenever the term "Executor" or any modifying or substituted pronoun therefore is used in this my Will, such words and respective pronouns shall be held and taken to include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

BMB
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IN WITNESS WHEREOF, I have set my hand and seal to this, my Last Will and Testament, consisting of 7 typewritten pages, this page included, on the margin of each of which, except this page, I have affixed my initials for better identification this 31 day of July, 2003.

Bertha Baggett
BERTHA MAE BAGGETT

We, the undersigned, hereby certify that the foregoing instrument was, on the date hereof, signed, sealed, published and declared by the said **BERTHA MAE BAGGETT**, as and for her Last Will and Testament, in the presence of us, who, in her presence and in the presence of each other, have, at her request, hereunto subscribed our names as witnesses to the execution hereof, this 31st day of July, 2003, and we certify that at the time of the execution hereof we believe said **BERTHA MAE BAGGETT** to be of sound and disposing mind and memory.

Carolyn Mclaren
residing at Nashville, Tennessee

Sonya Smith
residing at Lebanon, Tennessee

residing at

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AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Carolyn W. Schott, Sonya Smith, and _____, being first duly sworn, make oath that each served as a witness to the Last Will and Testament of **BERTHA MAE BAGGETT** dated July 31, 2003, that each has examined the attached paper writing and states that it is the Will of the said **BERTHA MAE BAGGETT** that it was executed by **BERTHA MAE BAGGETT** as and for her Last Will and Testament, in the presence of each of the affiants who at her request and in her 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 **BERTHA MAE BAGGETT** 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 **BERTHA MAE BAGGETT**.

Sworn to and subscribed before me
this 31st day of July, 2003.

Sandra L. Hagewood
Notary Public

SANDRA L. HAGEWOOD NOTARY PUBLIC AT LARGE WILSON COUNTY, TENN.

My Commission Expires:

01/27/07

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 13 day of MAY , 2009 , in Case Number 09P621 between BAGGETT, RAYMUS W. Petitioner, and BAGGETT, BERTHA MAE 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 27 day of JULY 2009

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL