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RICHARD R. ROOKER.
09P-1215

LAST WILL AND TESTAMENT
OF
MARGARET DREADEN WITT

BILL GARRETT, Davidson County
Trans:T20090055320 WILL
Recvd: 08/13/09 11:17 10 pgs
Fees:52.00 Taxes:0.00
20090813-0076252

I, Margaret Dreaden Witt, a resident of Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me. I am unmarried. I have one (1) living child, Wayne Keith Witt. I have four (4) living grandchildren, William Keith Witt, Amber Leanne Witt, Kelly Lynn Graves, and Joshua Steven Armstrong. I have one (1) deceased grandchild, Ryan Witt. Whenever I use the term "my grandchildren," "grandchild of mine," or phrases having similar meaning, I am referring to these living and deceased grandchildren, as well as to any future born or adopted children of my son, Wayne Keith Witt.

ARTICLE I: APPOINTMENT OF EXECUTOR

1. Appointment of Executor. I appoint my son, Wayne Keith Witt, of Sumner County, Tennessee, as Executor of my estate. If Wayne Keith Witt is unable or unwilling to serve as Executor, I appoint my daughter-in-law, Sherry Gail Witt, to serve as alternate Executor.. In the event that Sherry Gail Witt is unwilling or unable to serve as alternate Executor, I appoint Bank of America to serve as alternate Executor.

Should it become necessary, I authorize my Executor to nominate an individual or corporation which may serve as Executor under Tennessee law to serve as a Co-Executor of my estate; and should an ancillary administration of my estate be necessary, I authorize my Executor

M. D. W.

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to appoint an ancillary administrator. Any Co-Executor or ancillary administrator appointed by any named Executor shall be vested with all of the powers granted to my fiduciaries in my Will (including the power to sell real estate or personal property at public or private sale for any purpose) and shall also serve without bond, unless any named Executor should determine bond to be desirable.

2. No Bond, Inventory, or Accountings Required of Executor. My Executor and its successors shall serve without bond. Pursuant to Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I excuse the requirements for making and filing an inventory and court accountings of my probate estate. However, my Executor shall compile and furnish an inventory and an accounting of my estate to any residuary beneficiary under my Will, or under any residuary trust created herein, who may so request.

3. Rights and Duties of Successor Executor and Apportionment of Responsibilities. Any successor Executor shall succeed to all of the rights, powers and duties of its predecessor, but shall not be accountable for any of the acts or transactions of such predecessor. Further, if there is more than one executor serving, such executors may apportion their respective responsibilities among themselves in any manner they deem advisable. If there are two executors serving in the same capacity, a unanimous vote of the executors shall be required to take any action or exercise any power granted under my Will, unless agreed upon by such executors, or unless otherwise provided in my Will. If there are more than two executors serving, a majority vote of the executors shall be required to take any action or exercise any power granted under my Will, unless otherwise agreed upon by such executors, or unless otherwise provided in my Will.

M. A. W.

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ARTICLE II: PAYMENT OF DEBTS, EXPENSES AND TAXES

1. Payment of Debts and Expenses. I authorize my Executor to pay my debts (except secured debts, which may be paid off or retained in the discretion of my Executor), funeral expenses, the cost of a suitable monument, and the costs or expenses incurred in the administration of my estate.

2. Payment of Death Taxes. All transfer, estate, inheritance, succession and other death taxes (except generation-skipping transfer taxes), and any interest or penalties thereon, which shall become payable by reason of my death, shall be paid out of my residuary estate without apportionment, and with no right of reimbursement from any recipient or beneficiary of any property passing under my will or otherwise. Any generation-skipping transfer tax resulting from a transfer occurring under my Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

3. Life Insurance. I specifically do not charge the proceeds of any insurance policies on my life with the payment of any of the debts, expenses, and taxes of my estate. However, my Executor is authorized, in its sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying such debts and expenses.

ARTICLE III: SPECIAL BEQUESTS

1. Bequest of Personal Effects. I intend to leave a handwritten memorandum that is signed by me designating certain articles of my personal effects for various individuals. It is my intention that this memorandum be honored by my Executor, and that my heirs and beneficiaries abide by the bequests set forth therein. If no memorandum is found and properly

M. L. W.

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identified by my Executor within sixty (60) days after my Executor is appointed, it shall be presumed that no such memorandum exists and any subsequently discovered memorandum shall be ignored. In the event that any person named in such memorandum shall predecease me, then the bequest made to such person shall lapse and be distributed as provided under the remaining provisions of this Article.

I give and bequeath to Wayne Keith Witt my personal and household effects not specifically bequeathed under the terms of the preceding memorandum, including automobiles, furniture, jewelry, clothing, and similar personal effects, together with all policies of insurance on such effects. In the event that Wayne Keith Witt does not survive me, my personal and household effects not specifically bequeathed under the terms of the preceding memorandum, including automobiles, furniture, jewelry, clothing, and similar personal effects, together with all policies of insurance on such effects shall be distributed as part of my residuary estate under the provisions of Article IV.

The reasonable cost of packing, shipping and storing all of my personal and household effects shall be charged against my estate as an expense of administration.

ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

I give and bequeath the entire residue of my estate, including property of every kind which I may own or have an interest in at the time of my death, real, personal, or mixed and wherever situated, together with the proceeds of any policies of insurance on my life which may be payable to my estate, as follows:

1. Disposition to Wayne Keith Witt. I give and bequeath the entire residue

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of my estate, as defined above, to my son, Wayne Keith Witt, outright and free of trust, if he survives me.

2. Alternate Distribution if Wayne Keith Witt is Deceased. In the event Wayne Keith Witt does not survive me, my Executor shall distribute the entire residue of my estate to my daughter-in-law, Sherry Gail Witt, outright and free of trust if she survives me.

3. Alternate Distribution if both Wayne Keith Witt and Sherry Gail Witt are Deceased. In the event that both Wayne Keith Witt and Sherry Gail Witt do not survive me, my Executor shall distribute the entire residue of my estate to my grandchildren in equal shares, with the issue of a deceased grandchild of mine representing such deceased grandchild, *per stirpes*. In the event that a grandchild of mine predeceases me without issue then living, the share of such deceased grandchild shall be distributed pro rata to my other grandchildren, with the issue of an other deceased grandchild of mine representing such deceased grandchild, *per stirpes*.

ARTICLE V: GENERAL WILL PROVISIONS

Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any portion of the property otherwise passing to him or her by complying with the statutory requirements of Section 2518 of the Code, and the federal regulations thereunder, and Tennessee Code Annotated Section 31-1-103, as these statutory provisions presently exist or may subsequently be amended. Unless otherwise provided in my Will, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

M. K.W.

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ARTICLE VI: GENERAL POWERS OF EXECUTOR

Authorization of Executor. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to all of the provisions of my Will, I authorize and empower my Executor, without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

1. Incorporation of State Law Powers. Pursuant to Tennessee Code Annotated Section 35-50-109, I authorize my Executor to exercise the powers specifically enumerated in Tennessee Code Annotated Section 35-50-110, including the introductory paragraph thereof and all subparagraphs thereof to the extent applicable. These powers, as set out in this statute on the date of the execution of my Will, are granted and incorporated herein by reference, notwithstanding that this statute may have been amended or repealed at the time of my death.

2. Distributions to Incapacitated Beneficiaries. If, pursuant to my Will, or any trust established herein, any property shall be payable outright to a person who is a minor, or is under any other legal, mental, or physical disability (hereinafter referred to as an "incapacitated beneficiary"), my Executor shall have the power, exercisable in his or her absolute discretion and without court approval, either to defer payment of such property, or to distribute such property, in whole or in part, to an incapacitated beneficiary, to the natural or legal guardian or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Transfers or Gifts to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property shall not be required to furnish bond or

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file any accountings with respect to such property, unless my Executor should direct otherwise; and the receipt of such property by the recipient shall discharge my Executor from any further responsibility or liability with respect to such property. If my Executor shall elect to defer payment of any such property, I authorize my Executor to hold such property as a trustee for the benefit of an incapacitated beneficiary, with all the powers given to my Executor in my Will and by law, and to distribute or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as my Executor shall deem advisable for his or her support in reasonable comfort, and his or her health, maintenance and education, whether public, private, or special. When an incapacitated beneficiary attains capacity, whether legal, mental, or physical, the balance of such property then remaining shall be distributed to him or her. If an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

3. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Executor shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Executor shall deem advisable, in order to minimize the total federal and state income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes.

4. Employment of Agents. My Executor shall be specifically authorized, in his or her sole discretion, to employ and to pay the reasonable compensation of such agents,

M. A. W.

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IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of the foregoing nine (9) pages, each of which bears my initials or signature, at Nashville, Tennessee, this 24th day of July, 2006.

Margaret D. Witt
Margaret Dreaden Witt

Signed, published, and declared by Margaret Dreaden Witt as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

WITNESSES:	ADDRESSES:
	Nashville, TN
	Nashville TN

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STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, LAVERNE WILLIAMS, a Notary Public in and for said State and County, BRIAN S. SLETHTON and Kelly BALTZ to me known, who made oath as follows:

1. That they were requested by the Testator, Margaret Dreaden Witt, to witness her signature to the attached instrument, dated July 24, 2006, which purports to be her Last Will and Testament, and they were further requested by the Testator to execute this affidavit;

2. That the Testator signed said instrument and declared the same to be her Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testator and of each other;

4. That the Testator was at least eighteen (18) years of age and of apparent sound mind at the time of the execution of said instrument, and legally capable of making a Will;

5. That this affidavit is made pursuant to Tennessee Code Annotated Section 32-2-110.

Subscribed and sworn to before me this 24th day of July, 2006.

LAVERNE WILLIAMS NOTARY PUBLIC DAVIDSON COUNTY, TENNESSEE

Notary Public
My Commission Expires: March 31, 2007

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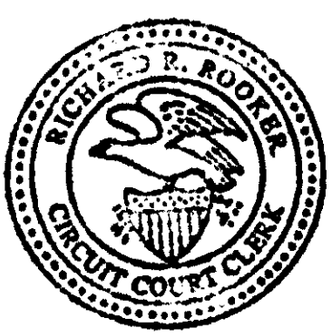
STATE OF TENNESSEE

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 AUGUST , 2009 , in Case Number 09P1215 between WITT, WAYNE KEITH Petitioner, and WITT, MARGARET DREADEN 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 10 day of AUGUST 2009

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk