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10P-129

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RICHARD R. ROOKER, CLERK

D.C.

LAST WILL AND TESTAMENT

OF

CHARLES D. WILLIS, SR.

I, **CHARLES D. WILLIS, SR.**, a resident and domiciliary of Nashville, ~~Davidson County,~~ Tennessee, do hereby make, publish and declare this as my Last Will and Testament, and I do hereby revoke any and all wills or codicils heretofore made by me.

ITEM ONE

I hereby appoint my wife, **ANNE W. WILLIS**, as Executrix of this my Last Will and Testament. In the event my wife predeceases me or is otherwise unable to serve as Executrix, I hereby appoint my children, **CHARLES D. WILLIS, JR.** and **LaRAE WILLIS RICHARDS**, both residents of Davidson County, Tennessee, as alternate Executors of this my Last Will and Testament.

All parties named above are expressly relieved of the necessity of executing bond for the faithful performance of the duties of Executrix or alternate Executors.

I further direct that my said Executrix or alternate Executors be excused from the necessity of making and filing an inventory of my estate.

ITEM TWO

I direct my Executrix to pay all of my just debts, my funeral expenses, and the cost of administration of my estate, including ancillary administration of my estate, if necessary, and I further direct my Executrix to pay all estate, transfer, inheritance or succession tax or taxes that shall

Charles D. Willis Sr.

BILL GARRETT, Davidson County
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be imposed upon or assessed against my estate or any devise or legacy made hereby or that shall be imposed upon or assessed against any devisee or legatee on account of any such devise or legacy; and I direct that the same shall be a general charge against my estate.

ITEM THREE

(a) I expressly relieve my Executrix of any duty of converting the assets of my estate into cash, and I expressly empower her to make distribution of my estate in specie, her discretion being conclusive upon all parties, to such extent as she, in her discretion may deem desirable.

(b) My Executrix is expressly empowered to:

1. Retain any and all of the assets of my estate, real and personal, without liability by reason of such retention;

2. Sell any asset of my estate other than those specifically devised or bequeathed, and upon such terms as she, in her discretion, may deem proper, to the extent that any such sale or sales may be required to provide funds for the payment of taxes and/or debts, and administration expenses, or to the extent which she may deem advisable for any other purposes;

3. Borrow money upon the security of any assets of my estate to such extent as in her discretion may be proper;

4. Invest in all forms of property, including but not limited to, common and preferred stocks and/or bonds, without restriction as to legal investments for fiduciaries, or to keep cash uninvested as she may deem prudent; to purchase investments at a premium or discount; to give proxies; to join in any recapitalization, merger, reorganization, or voting trust plan affecting

Chas D Willis Sr

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investments; to deposit securities under agreements and pay assessments; to subscribe for stock and bond privileges; and, generally, to exercise all rights of security holders to secure investments in the name of a nominee or in bearer form;

5. Continue indefinitely the operation of any business in which I may have an interest at the time of my death, either individually or as a partner or a stockholder, and the Executrix may turn over to the beneficiaries any business or interest therein;

6. Execute any and all instruments of conveyance, mortgages, deeds of trust, notes, pledges, or other transactions, without the joinder of any other party in such instruments, and no party advancing funds upon the faith of any such instrument shall be required to see to the application of the funds;

7. Employ tax and/or legal counsel to assist her in the administration of my estate;

8. Delegate to an agent any duties which may be lawfully delegated to an Executrix.

(c) I expressly will and direct that the proceeds of any life insurance payable to my estate or to my Executrix which I may have at the time of my death may be used for the payment of my debts, funeral expenses, and estate and/or inheritance taxes, and that these proceeds shall become a part of my estate, to be distributed in accordance with the terms of this, my Last Will and Testament.

ITEM FOUR

I give, devise and bequeath all of my property, which I may own at my death, both real, personal and mixed, wheresoever located and whether acquired before or after the execution of this will, to my wife, **ANNE W. WILLIS**.

Chas D Willis Sr

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ITEM FIVE

Should my wife not survive me, I hereby give, devise and bequeath all of my remaining property, both real, personal, and mixed, to my children, **CHARLES D. WILLIS, JR. and LaRAE WILLIS RICHARDS**, share and share alike.

ITEM SIX

If my wife and I shall die simultaneously or under such circumstances as to render it impossible to determine who predeceased the other, it shall be conclusively presumed, for all purposes of my Will, and all of its provisions, that my wife shall have survived me.

IN WITNESS WHEREOF, I have hereunto set my hand to this Will, consisting of five (5) pages, on this the 9 day of August, 2005, and pursuant to § 32-2-210, Tennessee Code Annotated, I request the attesting witnesses to make the Affidavit set out hereinafter.

Chas D Willis Sr
TESTATOR

ATTEST AS TO EXECUTION OF WILL:

Edie Smith residing at Nashville, Tennessee

residing at OLD HICKORY, TN

Chas D Willis Sr
PAGE 4 OF MY LAST WILL AND TESTAMENT

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STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Edie Smith and Jon. Core, after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by **CHARLES D. WILLIS, SR.**, as and for, and at that time acknowledge, published and declared by him to be his Last Will and Testament, and in the sight and presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 9th day of August, 2005, and we further make oath or affirm that the Testator was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

Edie Smith

Sworn to and subscribed and affirmed before me, this the 9th day of August, 2005.

Virginia A. Simmons
NOTARY PUBLIC

My Commission Expires:
3/31/07

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Chas D Willis Sr

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 26 day of JANUARY , 2010 , in Case Number 10P129 between WILLIS JR., CHARLES D. Petitioner, and WILLIS SR., CHARLES D. 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 28 day of JANUARY 2010

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL

