Copy

BILL GARRETT, Davidson County
Trans:T20100027886 WILL
Recvd: 05/10/10 13:28 5 pgs
Fees:27.00 Taxes:0.00
20100510-0035681

LAST WILL AND TESTAMENT

OF

JEANNETTE R. WILLIS

FILED
2010 MAY 25 PM 1:51
RICHARD R. ROOKER, CLERK
D.C.

I, Jeannette R. Willis, domiciled in and a resident of Nashville, Davidson County, Tennessee, declare this to be my Last Will and Testament hereby revoking all former Wills and Codicils thereto.

ARTICLE I.

Family Description.

I have two children, namely, Alexander R. Willis and Jason C. Willis, and they are sometimes referred to herein as "my child" or "my children".

ARTICLE II.

Appointment of Personal Representatives.

I nominate and appoint my children, Alexander R. Willis and Jason C. Willis, as Co-Executors of this my Last Will and Testament. If for any reason either of my children should be unable to qualify or cease to serve, I direct my other child may serve alone. If both of my children are unable to qualify or cease to serve, then and in that event, I nominate Thomas I. Bottorff as Executor. I hereby direct the use of the terms "Executor", "Co-Executor(s)"or "Personal Representative(s)" herein shall be construed as interchangeable, and in the appropriate number and gender, where the context so requires, and shall include any substitute or successor thereof. If my estate should require an ancillary administration, I authorize my Personal Representatives to nominate such ancillary personal representative. I hereby waive the requirement of a Bond for my Personal Representatives appointed hereunder, whether original, successor or ancillary.

ARTICLE III.

Debts, Administrative Expenses and Taxes.

I direct that all debts and taxes that shall be legally owing by me, my funeral expenses, and the expenses of administration of my estate be paid by my Personal Representatives as soon as practicable, except that as to any debts secured by real estate, my Personal Representatives may pay such debt or permit such real estate to pass subject to such debt whichever my Personal Representatives deem to be in the best interest of my estate. I further direct my Personal Representatives to pay all estate, inheritance, and death taxes and any interest and penalty thereon,

if any, that shall be imposed by reason of my death, including such taxes on proceeds of insurance on my life, whether or not such proceeds are a part of my testamentary estate. All such taxes shall be paid from my residuary estate without proration. My Personal Representatives may pay from my domiciliary estate any cost of ancillary administration or similar proceedings in any other jurisdiction. I further direct that the proceeds of any life insurance on my life, if made payable to my estate, may be used by my Personal Representatives to pay any debts, claims, taxes or other obligations of my estate.

ARTICLE IV.

Specific Bequest of Household Goods, Personal Effects and Memorabilia.

I bequeath and direct that my household goods and personal effects be distributed in accordance with my latest letter of instructions found after my death. Any items not disposed of in such a letter or all such items in the absence of such a letter shall be distributed to my children who survive me in shares substantially equal in value; provided, however, I direct that any items of memorabilia regarding my Cairn Terrier dogs that my children do not want shall be distributed to the Cairn Terrier Club of America. Furthermore, I give and bequeath to the Foundation of the Cairn Terrier Club of America the sum of Ten Thousand and 00/100 Dollars ($10,000.00).

ARTICLE V.

Specific Bequest of Residence and Certain Personal Property.

I give, devise and bequeath to my children, equally, all of my right, title, and interest in my residence known as 5000 Clonmel Road, Nashville, Davidson County, Tennessee, and any other real property that I may be using as my principal residence at the time of my death. In the event either of my children shall predecease me, then I direct that my residence shall pass to my surviving child. In the event both of my children predecease me, then and in that event, I direct my residence shall be distributed as part of my residuary estate.

ARTICLE VI.

Residuary Estate.

I give, devise, and bequeath all of the rest and residue of my property, real, personal or mixed, and wherever situated, to my children, equally. If either of my children should predecease me, then I give, devise and bequeath such deceased child's share to the surviving descendants of such child, if any, per stirpes. If either of my children predecease me and leave no children of theirs surviving them, then such deceased child's share shall be distributed to my other surviving child. In the event both of my children should predecease me and leave no children of their's surviving them, then and

Copy

in that event, I direct that my entire residuary estate be distributed by my Personal Representative to or for the use of such philanthropic or public organizations which in the sole discretion of my Personal Representative will best use this bequest for the preservation and maintenance of Radnor Lake and its surrounding properties located in Nashville, Davidson County, Tennessee.

ARTICLE VII.

Common Disaster.

If either or both of my children and I should die simultaneously, or under circumstances where there is not sufficient evidence to determine the order in time of our deaths, then it shall be presumed that my child or children survived me and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

ARTICLE VIII.

Miscellaneous Provisions.

A. Disposition of Assets.

I authorize my Personal Representatives, without the order of any court, to sell and convey any of my real estate or personal property not specifically devised or bequeathed herein at public or private sale, without the joinder of any beneficiary, in such manner and upon such terms and for such prices as my or Personal Representatives deem best.

B. Discretionary Powers.

In addition to and not in limitation of all Common Law and Statutory Law and all powers otherwise granted herein, my Personal Representatives shall have the following specific discretionary powers, duties and obligations:

(1) To hold and retain as investments all property of every kind and description which shall at the time of my death be included in my estate during the period that my estate is being administered.

(2) To acquire by purchase or otherwise and retain temporarily or permanently all kinds of realty and personalty without regard to principles of diversification.

(3) To borrow money if deemed advisable in the administration of my estate and upon such terms and conditions as deemed in the best interest of my estate.

(4) To enter into leases extending beyond the period of administration of my estate.

(5) To make distribution in cash or in kind or partly in each, even if such distributions be composed differently.

(6) To exercise in general all powers with respect to the said property which any individual would exercise in the management of similar property owned in his own right and not be responsible for losses if any resulting from honest mistakes of judgment.

C. Incorporation of Code Powers.

I authorize my Personal Representatives to exercise any and all powers set forth in Tennessee Code Annotated § 35-50-110, *et seq.*, and all such provisions and powers are incorporated herein by reference as fully as if copied herein verbatim.

D. Waiver of Inventory and Accounting.

I hereby waive the requirement of my Personal Representatives filing an inventory of the assets of my estate with and making accountings of the administration of my estate to the court having jurisdiction over the administration of my estate. This provision shall not relieve my Personal Representatives from providing an inventory of my estate nor from making accountings of the administration of my estate to the beneficiaries of my estate.

IN WITNESS WHEREOF, I have set my hand on this 3rd day of July 2002.

Jeannette R. Willis
JEANNETTE R. WILLIS

Signed, declared, and published by the said **Jeannette R. Willis** 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 subscribed our names hereto as attesting witnesses the day and date above written.

Charlotte B. Wright
Name

Franklin, TN
Address

Loretta McCain
Name

Nashville, TN
Address

Copy

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the aforesaid subscribing witnesses, CHARLOTTE B. WRIGHT and LORETTA McCOLN, being first duly sworn, make oath that the foregoing Last Will and Testament was signed, published and declared by **Jeannette R. Willis** as and for her Last Will and Testament, in our sight and presence, and we, the undersigned, at her request and in her sight and presence, and in the sight and presence of each other, subscribed our names thereto as attesting witnesses on the 3RD day of July 2002 in Davidson County, Tennessee; and we further make oath that on said date, the said Jeannette R. Willis was of sound mind, she was more than eighteen (18) years of age, that each of the witnesses was of sound mind and they were more than eighteen (18) years of age.

Charlotte B. Wright
Witness

Franklin, TN
Address

Loretta McCoin
Witness

Nashville, TN
Address

Sworn to and subscribed before me this 3rd day of July 2002.

Notary Public

My Commission Expires: Jan 29, 2006

I hereby certify that this is a true copy of original instrument filed in my office this 10 day of May 20 10
RICHARD R. ROOKER, CLERK
By: Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK