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Last Will and Testament of WHITWELL S. WILLEY, JR.

FILED
2010 NOV 10 PM 12:07
RICHARD R. ROOKER, CLERK
D.C.

108-1662

I, WHITWELL S. WILLEY JR., a resident of Davidson County, Tennessee being of sound and disposing mind, and not acting under duress, menace, fraud, or undue influence of any person, declare this to be my last will and testament, and I revoke and cancel all previous wills and codicils made by me.

Clause One

Marital Status; Spouse's Name

I am married. My wife's name is Virginia Willey. All references in this will to my "spouse" or my "wife" are to her. I was previously married to Mary Willey, who died during our marriage. I was also previously married to Mary M. Jennings.

Clause Two

Children

1. I have two (2) living children, the issue of my marriage to Mary, as follows: Claude H. Willey and William A. Willey. My previous wife, Mary M. Jennings, has a son whose name is James E. Jennings and I make no provision in this will for him.

2. I have no deceased children.

3. References in this will to my children include all the children mentioned in Paragraph 1 of this clause of my will.

Clause Three

Life Estate

1. I give to my wife Virginia Willey, who resides at 732 Cheryl Ave Madison, TN 37115, County of Davidson, State of Tennessee, a life estate, for her use and benefit during the rest of her life, in the real property described as follows:

> Being the house and lot located at 732 Cheryl Avenue, Madison, Tennessee, and more particularly described as Lot 17 and part of Lot 18 of Block B RAINBOW TERRACE, of record in property Book 2156, page 21, of the Register's Office of Davidson County, Tennessee

2. Upon the death of my wife, I give the above-described real property to my son, William A. Willey, to be his absolute and in fee simple.

Clause Four

Personal Property

I give to my son, William A. Willey, all my tangible personal property, including but not

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limited to, all household furniture, furnishings, and fixtures, jewelry, china, silverware, books, pictures, clothing, and all other items of domestic, houschold, or personal usc or adornment, and all motor vehicles which at the time of my death shall be in, about, or used in connection with my home.

Clause Five

Bequests to Trust

1. I give Ten Thousand ($10,000.00) to Martha D. Holt, as Trustee, for the use and benefit of my step-great-granddaughter, Caley Smith, and I hereby authorize and empower the Trustee in her sole and absolute discretion, at any time and from time to time to disburse from the principal of the trust created for Caley (even to the point of completely exhausting same) such amounts as she may deem advisable to provide for and adequately and properly care for the health, support, maintenance and education of Caley, including but not by way of limitation, expenses incurred by reason of illness and/or disability. In determining the amount of the principal to be so disbursed, the Trustee shall take into consideration any other income or property Caley may have from any other source, and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement and shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. Upon Caley, obtaining the age of 25 years, the entire balance of the corpus of said trust is to be paid to Caley.

2. I give, bequeath, and devise to William A. Willey, as Trustee, Fifty Thousand ($50,000.00) to be held in a trust for the benefit of my son, Claude H. Willey, and to be administered and distributed as follows:

i. My trustee shall pay to or for the benefit of Claude H. Willey, at least annually, and in such proportions as my trustee, in my trustee's absolute discretion may from time to time determine, all of the net income of this trust.

ii. At any time, and from time to time, and notwithstanding any other provision of this Will, my trustee may, in my trustee's absolute discretion, in addition to any other payment provided for in this Will, pay to or apply for the benefit of Claude H. Willey such amounts as my trustee may, in my trustee's absolute discretion, elect from the principal of the trust estate. However, it is my preference that my trustee not distribute more than 10% of the original principal of said trust on an annual basis.

iii. If my son Claude H. Willey does not survive me or dies before the exhaustion of the principal of the trust I have established for him, my trustee shall distribute the remaining trust principal as set forth in the distribution of my residuary estate as provided in Clause 6 hereof..

Clause Six

Residuary Estate

1. All the rest, residue and remainder of my properties I give, bequeath, and devise in equal shares to my wife, Virginia and my son William A. Willey, all of my properties, real, personal, and mixed, wherever located, and all rights and interests which I may be entitled to devise and bequeath.

2. In the event my spouse does not survive me, then I give the sum of One Hundred Thousand ($100,000.00) Dollars to my Martha D. Holt and husband, Charles W. Holt, Jr. and the balance to my son William A. Willey.

3. If my son William A. Willey does not survive me, then I give the bequest or devise intended for him to his issue living at my death; but if there be no such surviving lawful descendants then one-half (1/2) of my residuary estate to my brothers, Charles E. Wiley, a resident of Newport, North Carolina; Harold L. Wiley, a resident of Greenville, North Carolina; and

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Norman H. Wiley, a resident of Raleigh, North Carolina, or their issue, per stirpes, and one-half (1/2) to the issue of my wife, Virginia, per stirpes.

Clause Seven

Joint Accounts

For the purpose of determining the share of any beneficiary herein, I direct the value of any U.S. Savings Bond(s) held in joint names so as to cause the ownership of such bond to pass to the co-owner at my death, be included in such co-owner's share for the purpose of determining such beneficiary's share.

Clause Eight

Debts and Expenses

I direct that all my just debts, including the expenses of my last illness and funeral, shall be paid out of my estate by my executor.

Clause Nine

Simultaneous Death

In the event the death of my spouse and myself should occur simultaneously, or in a common accident, or under circumstances that make it difficult to determine who died first, it shall be presumed that my spouse survived me and my estate shall be disposed of in accordance with such a presumption.

Clause Ten

Forfeiture of contestant's share

Every heir, legatee, devisee, or beneficiary under this will who shall contest in any court any provision of this instrument except as may be permitted by the provisions of Tennessee Code Annotated shall not be entitled to any devises, legacies or benefits under this will or any corresponding codicil, and any and all devises, legacies and portions of the income or corpus of my estate, otherwise provided to be given to such a person. shall lapse and shall be given, distributed, and passed as though such person had died prior to my death leaving no living lawful descendants. My executor is specifically authorized to defend at the expense of my estate any contest or attack of any nature upon this will or any codicil to it, or upon any paragraph or provision of this will.

Clause Eleven

Executor

1. I nominate and appoint my Wife, Virginia Willey, as the Executor of this will, to serve without bond and I further direct that my Executor shall not be required to file an inventory in any court.

2. If Virginia does not survive me, or if she does not qualify or is unwilling to act as such executor, I nominate and appoint my son, William A. Willey and Charles W. Holt, Jr. the Co-Executor's of this will, to serve without bond.

Clause Twelve

Powers of Executor

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I authorize my Executor or any alternate or substitute Executor and any Trustee, herein named, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my Estate or any Trust to exercise any or all the power set forth in T.C.A. §35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied here in verbatim. I further authorize my Executor or any Trustee:

1. To retain, purchase, or otherwise acquire without restriction or limitation, any stocks, bonds, notes, or other securities, or any other variety of real or personal property, including interests in investment trusts, the holding of which he deems in the best interest of my estate, even though such property would not otherwise be of a character suitable for investment by fiduciaries, or is unsecured, unproductive, speculative, or of a wasting nature;

2. To sell, lease, pledge, mortgage, transfer, exchange, convert, or otherwise dispose of, or grant options with respect to, any real or personal property at any time forming a part of my estate, in such a manner, at such times, for such purposes, for such prices, on such terms, and subject to such conditions as he may deem advisable;

3. To manage, operate, repair, maintain, and improve any real property at any time forming a part of my estate in such a manner as he may deem in the best interests of my estate;

4. To borrow money whenever, in his judgment, he deems it advisable for the protection, preservation, or improvement of my estate, and to mortgage or pledge as security any property forming part of my estate;

5. To compromise, settle, or otherwise adjust any claims or demands in favor of or against my estate;

6. To exercise any of the powers conferred on executors under the laws of the State of Tennessee; and

7. To perform any other act which he may deem necessary or desirable for the execution or discharge of any powers or duties granted to or imposed upon him whether by the terms of this will, or by law.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my last will and testament on this 27 day of November, 2007, at Nashville, Davidson County, Tennessee.

Whitwell S. Willey Jr.
WHITWELL S. WILLEY, JR.

(Attestation clause on next page)

WSW

Signed by the said **WHITWELL S. WILLEY, JR.** as and for his Last Will and Testament in the presence of us, the undersigned, who, at his request and in his presence and in the presence of each other, have subscribed our names as attesting witnesses the day and date first above written.

ATTESTING WITNESSES:	ADDRESS:
[signature]	4107 Moog Rose Dr. Nashville, TN 37216
[signature]	900 Potter Lane Nash, TN 37206

[signature]

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Affidavit

State of Tennessee

County of Davidson

Personally appeared Lori Corley and Kelsey Mahaffey each of whom being duly sworn says:

I am personally acquainted with WHITWELL S. WILLEY, JR. the Testator named in the foregoing document and with each of the subscribing witnesses hereto. On the date mentioned therein, the Testator declared said document to be his Last Will and Testament and signed his name thereto in the sight and presence of each of the subscribing witnesses and, at his request, each of said witnesses, in the sight and presence of the Testator and of each other, signed their name as subscribing witness thereto.

The Testator was more than 18 years of age and appeared to be of sound mind and disposing memory.

This Affidavit is made and signed at the request of the Testator for the purpose of proving said Will as provided in Section 32-2-110 of the Tennessee Code Annotated, and was attached to said Will prior to our signing it.

This 27th day of November 2007.

Lori Corley
Witness

Kelsey Mahaffey
Witness

Subscribed and sworn to before me by the persons whose signatures are affixed hereto this 27th day of November, 2007.

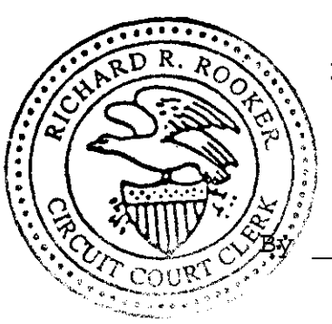
Notary Public

My Commission Expires: March 23, 2008

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 10 day of NOVEMBER , 2010 , in Case Number 10P1662 between WILLEY, VIRGINIA Petitioner, and WILLEY JR., WHITMEL S. 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 26 day of SEPTEMBER 2011



RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

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