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LAST WILL AND TESTAMENT

OF

MILDRED F. DIXON

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RICHARD R. ROOKER, CLERK
D.C.

My name is Mildred F. Dixon. I presently reside in Davidson County, Tennessee, and I declare this to be my last Will and Testament, revoking all prior testamentary instruments.

ARTICLE I

1.1 **Appointment of Personal Representative.** I appoint my Daughter, Myra Dixon Finley, as Executrix of my estate. If she should be unable or unwilling to serve for any reason, I then appoint my Daughter, Sandra Dixon Johnson, to serve as the alternate Executor of my estate.

This person and any successor fiduciaries are referred to generally herein as my "personal representative."

1.2 **Accounting and Inventory of Estate.** Unless such is required by applicable state law, I hereby excuse my personal representative from the requirement of filing an accounting or a detailed inventory of my estate in the probate proceedings.

1.3 **Bond is Excused.** I direct that each personal representative, Executor, or Trustee named herein be permitted to serve without bond. If the law should require a bond for such personal representative, Executor, or Trustee, I then authorize such bond to be purchased using funds of my estate.

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ARTICLE II.

2.1 **Expenses, Debts, and Taxes.** All of my lawful debts, funeral expenses, and expenses of the administration of my estate are to be paid from my general estate as soon as is practicable after my death at the direction of my personal representative.

All inheritance, estate, and similar taxes assessed by reason of my death shall be paid in respect of all property and interest required to be included in my estate for tax purposes whether the same passes under this Will or otherwise and without contribution from any recipient of any property required to be included for tax purposes.

2.2 **Secured Debts.** I do provide, however, that any debts of mine which are secured by mortgages, deeds of trust, or other security instruments may be paid from my general estate, or such debts may be continued according to their terms and the property interest delivered to the beneficiary subject to the unpaid balance of the obligation, with the option at the discretion of my personal representative.

s2.3 **Ancillary Administration.** If, at the time of my death, I own or have an interest in property located outside the state of my domicile and requiring ancillary proceedings, I authorize the payment from my domiciliary estate of the cost of ancillary and similar proceedings in other jurisdictions. To such extent as may be allowed by the laws of another jurisdiction, I authorize my personal representative to serve in the same or similar capacity, alone or with someone else, if required, and without bond unless required by law.

ARTICLE III

3.1 **Bequest of Tangible Personal Property.** In the event I should leave a memorandum with my Will setting forth my desires with respect to the disposition of certain

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items of tangible personal effects, it is my request that said memorandum be followed. Items of tangible personal property and personal effects not covered by said memorandum, if any, consisting generally of jewelry, wearing apparel, articles of personal adornment, books, pictures, paintings, household furniture, furnishings, and equipment, I leave to my Daughter, Myra Dixon Finley. This bequest shall specifically include any automobile(s) titled in my name. For such personal property items as my daughter or any other beneficiary does not want or has no need for, my personal representative shall have the authority to sell the same and add the proceeds to my residuary estate. All decisions as to distribution by my personal representative shall be final and binding on all parties.

3.2 **Residuary Bequest.** I give my residuary estate, to my Daughter, if she survives me. If my Daughter does not survive me, I give my residuary estate to my children, or their survivors in equal portion *per stirpes.*

3.3 **Real Property.** I give my property located at 1403 Villa Place, Nashville, TN 37212-3022 to my Daughter, Myra Dixon Finley.

ARTICLE IV.

4.1 **Fiduciary Powers.** My personal representative shall have all of the powers set forth in §35-50-110, of the Tennessee Code Annotated, which are incorporated into this Will by specific reference. In the event I am not a resident of the State of Tennessee at the time of my death, or in the event of an ancillary administration, my personal representative shall have all of the powers set forth in the applicable state's probate code. In addition to the foregoing powers incorporated by reference, my personal representative shall have the powers and duties set forth in the balance of this Article.

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4.2 **Authority to Operate Business.** My personal representative shall have full and complete authority to continue the operation of any business or business interest which I may have at the time of my death without the necessity of court approval and for such time as my personal representative deems appropriate. My personal representative shall be exonerated from liability for any loss incurred in the operation of such business so long as he or she is acting in good faith and is not guilty of willful misconduct.

4.3 **Authority to Sell Real Property.** My personal representative shall have the authority and discretion to buy or to sell or lease real property or any interest in real property which I may have and to use and apply the proceeds from a sale or lease to the payment of debts, taxes, and expenses of administration of my estate.

4.4 **Powers of Appointment.** I am not aware of any powers of appointment vested in me, but to such extent as I am allowed to do so, I authorize my personal representative to exercise or decline to exercise such powers of appointment as he or she determines to be in the best interest of my estate and the beneficiaries of my estate.

4.5 **Payments to Minor, etc.** If my personal representative or Trustee determines that income or principal is payable to a minor or to a person under mental or physical disability, whether or not adjudicated, then my fiduciary shall have the discretion to either make payments directly to the beneficiary, to the legally appointed guardian or conservator, or to distribute and pay such amounts directly for the benefit of such beneficiary. No recipient of payments from my fiduciaries for the benefit of a minor or incompetent shall be required to furnish bond with respect to any such funds, or be required to make reports as to the disposition of same.

4.6 **Beginning of Payments.** Beginning immediately after my death, my personal representative may begin making payments to my beneficiaries during the administration of my

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estate and need not wait for the final settlement of the estate. My personal representative shall be given credit on the final settlement for all disbursements made to my beneficiaries under the provisions of this power.

4.7 **Unproductive Assets.** I authorize my personal representative and Trustee to hold unproductive assets in the absence of a specific written request to dispose of same and convert such assets to income producing property.

4.8 **Insurance Policies.** My fiduciaries are authorized to hold, own and pay premiums on life insurance policies owned by me and to continue same in force for so long as they deem appropriate.

4.9 **Disposition of Life Insurance Proceeds.** My personal representative shall distribute life insurance proceeds according to the provisions of this Will or, in his or her discretion, use all or a part of the proceeds for the payment of funeral and administration expenses, death taxes, and my lawful debts.

4.10 **Payment of Penalties and Interest.** I authorize my personal representative to pay from my general estate any interest which may accrue on debts or taxes due from my estate. Provided also, I authorize the payment of any penalties assessed as a charge against my estate so long as they are not the result of willful dereliction of duty by my personal representative.

ARTICLE V

5.1 **Spendthrift Provision.** I direct that the interest of the beneficiaries hereunder shall not be subject to or liable in any manner to or for their anticipation, assignments, sales, pledges, debts, contracts, engagements or liabilities or subject or liable to attachment and execution under any legal or equitable process.

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5.2 **Disclaimer.** I give the right to all beneficiaries or their legal representatives to disclaim all or such part of a legacy or devise as the beneficiary or his legal representative may specify in writing deposited with my personal representative and filed in the Probate Court of the County in which my estate is being administered within the time prescribed by the applicable law following my death or at the time allowed after becoming entitled to receive an interest in my estate.

If a beneficiary disclaims, his or her share shall lapse and be distributed as if the beneficiary had not survived me.

IN WITNESS WHEREOF, I have executed this my Last Will at Nashville, Tennessee this 7th day of February, 2005 and request the attesting witnesses to make the Affidavit set out below.

Mildred Dixon

Mildred F. Dixon

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On the date shown above, Mildred F. Dixon produced to us the foregoing instrument declaring it to be her Last Will and Testament, and she signed the same 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, have signed our names on the day and date above shown.

ATTEST TO EXECUTION OF WILL: ADDRESSES:

WITNESS

1409 Oakland Acres
Madison, TN 37115

WITNESS Amy Kuzio

214 2nd Ave N. Ste 103
Nashville TN 37201

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT OF ATTESTING WITNESSES

We, the undersigned witnesses to the foregoing Last Will and Testament to which this is attached, being more than 18 years of age and having no interest in her estate, do depose and make affidavit that Mildred F. Dixon on the day and date shown produced this instrument, declared the same to be her Last Will and Testament and signed it as such in our sight and presence and we, at her request, and in her sight and presence, and in the sight and presence of each other, signed as attesting witnesses. At the time, we considered Mildred F. Dixon to be of sound mind and knew her to be more than 18 years of age.

Sworn to and subscribed before me this the 7 day of February, 2005.

NOTARY PUBLIC

My Commission Expires: 7/14/08

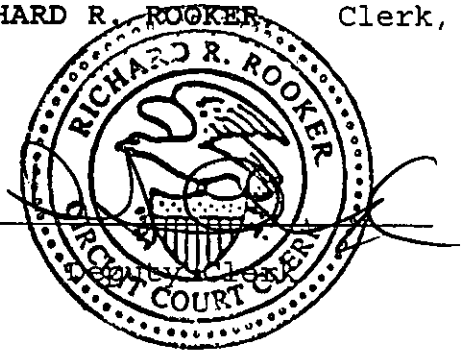
KARL D. WARDEN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

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 11 day of MARCH , 2009 , in Case Number 09P256 between FINLEY, MYRA DIXON Petitioner, and DIXON, MILDRED F. 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 07 day of DECEMBER 2012

RICHARD R. ROOKER, Clerk,



By _____ Deputy Clerk

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