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RICHARD R. ROOKER, CLERK

LAST WILL AND TESTAMENT

OF

MAI LEVINSON

My name is Mai Levinson. I presently reside in Davidson County, Tennessee, and I declare this to be my Last Will and Testament, revoking all prior testamentary instruments.

I have two children: Steven W. Levinson, born May 16, 1956, and Terry R. Levinson, born December 9, 1957.

ARTICLE I

1.1 **Appointment of Personal Representative.** I appoint Terry R. Levinson as Executor of my estate. If Terry R. Levinson should be unable or unwilling to serve for any reason, I then appoint Steven W. Levinson as Executor of my estate. If Steven W. Levinson should be unable or unwilling to serve for any reason, I then appoint Joe R. Levinson as Executor of my estate provided he has attained the age of eighteen (18) years at the time he is to serve as Executor.

These persons 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 or Executor named herein be permitted to serve without bond. If the law should require a bond for such personal representative or Executor, I then authorize such bond to be purchased using funds of my estate.

ARTICLE II

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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.

2.3 **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 Residuary Bequest. My entire estate, after payment of debts, taxes and expenses, shall be distributed to the Trustee of the Living Trust Agreement of Mai Levinson, entered into as of this same date of this my Last Will and Testament, to be administered and distributed under the terms of the trust created in the said Living Trust Agreement of Mai Levinson.

ARTICLE IV

4.1 Fiduciary Powers. My personal representative shall have all of the powers set forth in Section 35-50-110, Tennessee Code Annotated, which are incorporated into this Will by specific reference. In addition

to the foregoing powers incorporated by reference, my personal representative and Trustees shall have the powers and duties set forth in the balance of this Article.

4.2 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 and may generally treat real property the same as personalty.

4.3 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.

4.4 Payments to Minor, etc. If my personal representative 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, nor make reports as to the disposition of same.

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

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

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4.7 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.

4.8 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.

4.9 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.

IN WITNESS WHEREOF, I have executed this my Last Will at Hermitage, Tennessee this 11th day of October, 1999 and request the attesting witnesses to make the Affidavit set out below.

Mai Levinson
MAI LEVINSON, TESTATRIX

IT IS RECOMMENDED THAT YOU COPY THIS WILL AND KEEP THE COPY AT ANOTHER LOCATION OR WITH YOUR NAMED EXECUTOR.

On the date shown above, Mai Levinson, 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:

Jimmy Carter
WITNESS

Lynne Hiett
WITNESS

ADDRESSES:

223 Bonnafield dr,
Hermitage, tn. 37076

3932 Hermitage Trace Ln.
Hermitage, Tenn. 37076

PAGE 4 OF MY LAST WILL AND TESTAMENT: M.L. et.

Copy

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 Mai Levinson, 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 Mai Levinson to be of sound mind and knew her to be more than 18 years of age.

Sworn to and subscribed before me this the 11th day of October, 1999.

NOTARY PUBLIC

My Commission Expires: 9-20-03

PAGE 5 OF MY LAST WILL AND TESTAMENT: M. L. L.

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RICHARD R. ROOKER, CLERK

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

FIRST CODICIL

I, Mai Levinson, a resident of the County of Davidson, State of Tennessee, hereby make and publish this First Codicil to my Last Will dated 1-31, 2003, as follows:

(1) Article I, Paragraph 1.1 of my Last Will, dated 1-31, 2003, is hereby deleted in its entirety and the following substituted in its place:

> 1.1 **Appointment of Personal Representative.** I appoint Terry R. Levinson as Executor of my estate. If Terry R. Levinson should be unable or unwilling to serve for any reason, I then appoint Joe R. Levinson as Executor of my estate provided he has attained the age of eighteen (18) years at the time he is to serve as Executor.
>
> These persons and any successor fiduciaries are referred to generally herein as my "personal representative."

(2) As amended by this First Codicil, I hereby ratify and confirm my said Will under the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of Jan, 2003.

x Mai Levinson
Mai Levinson

SIGNED, SEALED, PUBLISHED and DECLARED by the above named Testatrix, Mai Levinson, as and for the First Codicil of her Last Will and Testament in the sight and presence of us, 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, said Testator appeared at that time to be of full age and of sound mind and memory and not under any restraint or compulsion and competent in every respect to make a codicil of his will.

Bonni Stark of Columbia TN

Mary Bonstein of Franklin TN

Subscribed and sworn to before me by Mai Levinson, the Testatrix, and by Mary Bonstein and Bonni Stark, the witnesses, on this the 31st day of Jan, 2003.

Notary Public

My Commission Expires: 9-20-03

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 JUNE , 2006 , in Case Number 06P849 between LEVINSON, TERRY R. Petitioner, and LEVINSON, MAI HELEN 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 JUNE 2013

RICHARD R. ROOKER, Clerk,

SEAL

By _____

Deputy Clerk