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AUG 30 2012

RICHARD R. ROOKER, Clerk

by

This is the

LAST WILL AND TESTAMENT

of

WILLIAM ALLEN SMITH

BILL GARRETT, Davidson County
Trans:T20130079624 WILL
Recvd: 09/13/13 13:36 11 pgs
Fees:57.00 Taxes:0.00
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Last Will and Testament
of
William Allen Smith

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Last Will and Testament

of

William Allen Smith

I, William Allen Smith, a citizen and resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby declare this instrument to be my Last Will and Testament, hereby revoking any and all wills and codicils I formerly may have made.

ARTICLE I
PAYMENT OF DEBTS, TAXES AND COSTS OF ADMINISTRATION

1.1 Tax Apportionment. I direct my Executor to pay all claims or debts which I am legally obligated to pay at my death, all Federal and other estate, inheritance and other death taxes together with any interest and penalties thereon, which may be levied or assessed by reason of my death with respect to property included in my gross estate for estate tax purposes, whether disposed of by this Will or not, and other costs of administration of my estate. I direct and authorize that my Executor not be required to file with the Court an inventory of the assets of my probate estate, nor be required to file a final accounting of the receipts and disbursements.

ARTICLE II
DISPOSITION OF CERTAIN PROPERTY

2.1 Separate Writing. I devise certain items of the tangible personal property owned by me at the time of my death in the manner described in the last dated writing made for this purpose and signed by me that is in existence at the time of my death and which writing must be found within three (3) months after the date of my death, or it shall be conclusively presumed that such written statement does not exist.

ARTICLE III
DISPOSITION OF RESIDUARY ESTATE

3.1 My Three Children. I hereby give, will, devise and bequeath all of the remainder of my residuary estate, personal or mixed, of every name, nature, kind an description whatsoever and wherever the same may be situated at the time of my death to my three children, William Stanley Smith, Sheila Jean Smith and Phillip Anthony Smith, in fee simple.

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ARTICLE IV
SIMULTANEOUS DEATH

In the event my wife, Betty M. Smith, should predecease me or we should die as the result of a common disaster such as would make it impossible or nearly so to determine who passed first in which event it shall be assumed that she predeceased me and in such event, I leave all of my estate to my three children, William Stanley Smith, Sheila Jean Smith and Phillip Anthony Smith, in fee simple.

ARTICLE V
EXECUTOR

5.1 Appointment of Executor. I appoint my son, William Stanley Smith, as Executor of my estate.

5.1 (a) In the event my son, William Stanley Smith, is not willing or able to serve as my Executor, I appoint my son, Phillip Anthony Smith, to serve as substitute or successor Executor.

5.1 (b) In the event my sons, William Stanley Smith or Phillip Anthony Smith, are not willing or able to serve as my Executor, I appoint my daughter, Sheila Jean Smith, to serve as substitute or successor Executrix.

5.2 Appointment of Co- Executor. The individual Executor at any time serving in that capacity may appoint any other person or any bank or trust company to serve as co-Executor with that individual and may subsequently remove such co-Executor without any obligation to appoint a successor co-Executor.

5.3 Waiver of Bond. No Executor named in this Article shall be required to furnish any bond or other security in any jurisdiction for the performance of their duties as such unless so required by a court of competent jurisdiction.

5.4 Compensation. The Executor, or his/her successor(s), from time to time serving hereunder, who are individuals shall be entitled to reasonable compensation for their services determined on the basis of the amount of time spent in performing the Executor's duties. Any corporate entity that serves as a Executor shall be entitled to reasonable compensation for its services as determined in its then published fee schedule. All Executors serving hereunder shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in connection with their services hereunder.

ARTICLE VI
POWERS OF EXECUTOR

In addition to the powers and discretions elsewhere herein granted or those conferred by law, I give to my Executor the power and authority to do any of the following as my Executor, in my Executor's unrestricted judgment and discretion, shall deem advisable for the better management and preservation of the property of my estate without resort to any person or court for further authority:

6.1 Sell. To sell all or any part either of the real or personal property, or both, at any time belonging to my estate, at public or private sale, for cash or on terms.

6.2 Borrow. To borrow money and to pledge, mortgage, or otherwise encumber all or any part of the real or personal property, or both, belonging to my estate.

6.3 Distribute. To make distribution to the Trustee and beneficiaries named herein either in kind or otherwise, and to distribute to any beneficiary or the Trustee an undivided interest in any property, real or personal.

6.4 Settle Insurance. To use any of the settlement options named under policies of life insurance which may be owned by me or which may be payable to my estate or to my Executor; provided, however, no Executor who is the insured of any insurance policy held by my estate or any trust created hereunder, shall have the power to exercise any rights or have any incidents of ownership with respect to such policy, including but not limited to, the power to change the beneficiary, to surrender or cancel the policy, to assign the policy, to revoke an assignment, to pledge the policy for a loan, or to obtain from the insurer a loan against the surrender value of the policy.

6.5 Accept Property. To accept property from sources outside of my estate, including any trusts which may have been created during my lifetime.

6.6 Manage. To carry on and manage, in all respects, any business enterprise in which I may be engaged at the time of my death, with full power and authority to operate or join in the operation of such business enterprise as a going concern, to form or reform a general or limited partnership, to incorporate and reincorporate, and to liquidate or sell any business enterprise or any part thereof.

6.7 Retain. To retain all or any part of such property that I may own at the time of my death, including any interest which I may own in any partnership, land trust, or other unincorporated business.

6.8 Tax Elections. To exercise the election to take income tax deductions or estate tax deductions whenever the law permits such an election, in such manner as my Executor, in the sole discretion of my Executor, shall determine after taking into account the total tax liability of the estate and the beneficiaries thereto. There shall be no reimbursement or adjustments of the

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accounts of the estate either as to principal or income or otherwise, or of the shares of beneficiaries in income or principal, by reason of the exercise of that election by my Executor; and such election shall be conclusive and binding upon all parties.

6.9 Joinder. Without duty to give or obtain consideration therefore, to join with my spouse or my spouse's estate in the filing of any Federal income tax return for any year for which I have not filed such return prior to my death, and to consent to any gifts made by my spouse as being made half by me for the purpose of the Federal gift tax law, even though such action may result in additional liabilities for my estate; any income and gift taxes due on such returns, and any deficiencies, interest or penalties thereon shall be allocated between my estate and my spouse or my spouse's estate or all to any of them, in such manner as my Executor, in my Executor's sole discretion, shall deem equitable and proper.

ARTICLE VII
DEFINITIONS

Whenever used in this Will, unless the context of any passage thereof requires otherwise:

7.1 Executor. The term "Executor" includes executor, executrix, executrixes, executors, and administrator, administratrix, administrators, administratrixes, with or without the Will annexed, as well as all their substitutes and successors.

7.2 Tangible Personal Property. The term "tangible Personal Property" means personal property of a tangible nature other than (a) money or its equivalent (in hand or on deposit), and (b) personal property used in the operation of a trade or business or subject to a rental agreement or being offered for rent as of the date of my death.

7.3 Issue. The term "issue" shall include descendants by blood and persons conceived but not yet born.

7.4 Child. The terms "child" and "children" shall mean my descendants by blood of the first degree.

7.5 Adopted Children. Legally adopted children shall be deemed to be natural born children of their adoptive parents, and terms of kinship or descent used herein shall be construed accordingly.

7.6 Per Stirpes. The term "per stirpes" shall mean the issue of a predeceased child shall divide and equally receive the share that their parent would have been entitled to.

7.7 Tense. The singular includes the plural and the plural includes the singular.

7.8 Gender. The masculine includes the feminine and the feminine includes the masculine.

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ARTICLE VIII
CONSTRUCTION OF WILL

The headings and subheadings used throughout this Will are for convenience only and have no significance in the interpretation of the body of this Will, and I direct that they be disregarded in construing the provisions of this Will.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and signed each of the pages of this my Last Will and Testament, this 26 th day of July, 2012 at Pulaski, Tennessee.

X _____

Testator - William Allen Smith

ATTESTATION CLAUSE

Signed, signified, published and declared by the Testator as and for his Last Will and Testament, in the presence of us, the undersigned attesting witnesses, who at his request and direction, and in his sight and presence and in the sight and presence of each other, have hereunto set our hands as such witnesses the day and date above written. We do hereby certify that at the time of the execution of the foregoing Will the Testator was of sound mind and memory.

Signature David A. Nelson

PLEASE PRINT BELOW

Name DAVID A. NELSON

Address 134 ROBINS RD.

City HARVEST

State AL.

Postal Code 35749

Signature Shannon M. Wells

PLEASE PRINT BELOW

Name Shannon M. Wells

Address 2885 Pickens Rd.

Lynnville, TN 38472

City _____

State TN

Postal Code 38472

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AFFIDAVIT OF WITNESS TO PROVE WILL

STATE OF TENNESSEE

COUNTY OF GILES

David A. Nelson and Shannon M. Wells the witnesses, of legal age and after being duly sworn and according to law, depose and say:

1. That they witnessed the execution of the Last Will and Testament of William Allen smith dated this 26th day of July, 2012, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator, and in accordance with Tennessee Code Annotated 32-2-110.

2. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in his sight and presence, and in the sight and presence of each other, at the place and on the date recited in said Last Will and Testament.

3. That the Testator signed said paper writing as and for his Last Will and Testament in their sight and presence.

4. That at the time they witnessed said Last Will and Testament, the Testator was, in their opinion, of sound mind and disposing memory.

5.

David A. Nelson
Witness

Shannon M. Wells
Witness

Sworn to and subscribed before me this 26 day of July, 2012, at Pulaski, Tennessee.

Brenda K. McClure
NOTARY PUBLIC
My Commission Expires: 4-23-15

BRENDA K. McCLURE
STATE OF TENNESSEE
NOTARY PUBLIC
COUNTY OF GILES

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SEPARATE WRITING

WHEREAS, on the 26 day of July, 2012, I, William Allen Smith, signed, sealed, declared, and published my Last Will and Testament in the City of Pulaski, County of Giles, State of Tennessee; and

WHEREAS, that Last Will and Testament refers to a separate writing under which I am privileged to give certain of my tangible personal property.

THEREFORE, it is my desire that the following named persons have the items listed opposite their names:

	BENEFICIARY	GIFT
1.		
2.		
3.		
4.		
5.		

DATED this _____ day of _____, 2012.

David A. Nelson
Witness

Shawn M. Wells
Witness

William Allen Smith

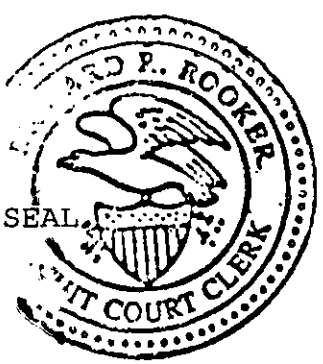
EP-A06

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 30 day of AUGUST , 2012 , in Case Number 12P1259 between SMITH, WILLIAM STANLEY ET.AL Petitioner, and SMITH, WILLIAM ALLEN 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 20 day of AUGUST 2013

RICHARD R. ROOKER, Clerk,



By _____

Deputy Clerk