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Trans:T20130103708 WILL
Recvd: 12/11/13 13:31 6 pgs
Fees:32.00 Taxes:0.00
20131211-0125604

LAST WILL & TESTAMENT OF NATHANIEL ORLANDO STARNES, SR.

FILED
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RICHARD R. ROOKER, CLERK
D.C.

I

I, NATHANIEL ORLANDO STARNES, SR., being of mature age, sound mind and disposing memory and resident of and domiciled in Davidson County, Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any heretofore made by me.

II

I have three children. They are all adults and all reside in the Davidson County area. They are LOVENIA FAYE STARNES, NATHANIEL ORLANDO STARNES, JR. and NOLAN ORENTHEAL STARNES. I have no other children and no spouse, however, I am close to my ex-spouse, ANNETTE LEE STARNES.

III

I direct that all my just debts, secured and unsecured, be paid as soon as practicable after my death, however, I direct that my Executor may cause any debt to be carried, renewed and refinanced from time to time upon such terms and with such securities for its repayment as any Executor may deem advisable taking into consideration the best interest of the beneficiaries hereunder.

I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of or any part thereof, or on any bequest or devise contained in this my Last Will and Testament (including any Codicil thereto), or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes, be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes. If my residuary estate is inadequate to pay such taxes, they shall be paid from the assets listed in Paragraph **VI** of this Last Will and Testament.

IV

In recognition of my circumstances, familial and financial as set out above, it is my will that I hereby nominate, constitute and appoint my daughter, LOVENIA FAYE STARNES, as Executor of this, my Last Will and Testament, and direct that she shall serve without bond.

In the event that LOVENIA FAYE STARNES fails or cannot otherwise serve as Executor because of age, infirmity, death or other reason, then I hereby nominate, constitute and

Exhibit # "B"

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appoint my two sons, NATHANIEL ORLANDO STARNES, JR. and NOLAN ORENTHEAL STARNES, as co-Executors of this, my Last Will and Testament, and direct that they shall serve together without bond.

In the event that NATHANIEL ORLANDO STARNES, JR. fails or cannot otherwise serve as Executor because of age, infirmity, death or other reason, then NOLAN ORENTHEAL STARNES may serve as Executor alone. Likewise, in the event that NOLAN ORENTHEAL STARNES fails or cannot otherwise serve as Executor because of age, infirmity, death or other reason, then NATHANIEL ORLANDO STARNES, JR. may serve as Executor alone.

In the event that LOVENIA FAYE STARNES, NATHANIEL ORLANDO STARNES, JR. and NOLAN ORENTHEAL STARNES all fail or cannot otherwise serve as Executor because of age, infirmity, death or other reason, then I request the Probate Court, or any other Court having jurisdiction of this matter, to appoint a successor Executor to carry out the duties incumbent upon them.

V

I expressly excuse the requirement that LOVENIA FAYE STARNES, NATHANIEL ORLANDO STARNES, JR. and NOLAN ORENTHEAL STARNES prepare and file an inventory of my estate in accordance with the provisions of Tenn. Code Ann. § 30-2-301. The preparation and filing of an inventory is excused only if LOVENIA FAYE STARNES, NATHANIEL ORLANDO STARNES, JR. or NOLAN ORENTHEAL STARNES serves as Executor under this, my Last Will and Testament.

VI

Being concerned for the continuing general welfare of my three (3) children, I hereby give, devise and bequeath to them, **except for the specific property I have listed in paragraph VII of this, my Last Will and Testament**, all of my personal effects of every kind including my ownership interest in the realties at 1727 24th Avenue North, Nashville, TN 37208, and 2004 Salem Mason Drive, Nashville, TN 37208, in shares of substantially equal value as determined by my then Executor.

VII

I hereby give, devise and bequeath the following specific items:

To my daughter, LOVENIA FAYE STARNES: All of my financial assets and monies in checking accounts, savings accounts, and retirement accounts (which I specifically have at Regions Bank and the Metro Fireman Credit Union), and my Chevrolet Suburban automobile.

To my son, NATHANIEL ORLANDO STARNES, JR.: My Dodge Pick-up automobile.

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To ANNETTE LEE STARNES: Ten percent (10%) of all funds in my Metro Nashville Fire Department Insurance Fund.

The interest of the above-named beneficiaries in this paragraph shall not be transferable by voluntary or involuntary assignment or by operation of law and shall be free from the claims of creditors and from attachment, execution, bankruptcy, or other legal process to the fullest extent permissible by law.

VIII

I hereby give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devisees), wherever situated and whether acquired before or after the execution of this my Last Will and testament, absolutely in fee simple to my three (3) children in shares of substantially equal value as determined by my then Executor.

IX

By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Last Will and Testament; to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions in cash or in kind or partly in each without regard to the income tax basis for such asset and in general, to exercise all of the powers which any individual could exercise in the management of similar property owned in its own right, upon such terms and conditions as to my then Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my then Executor may deem proper or necessary to carry out the purposes of this my Last Will and Testament, without being limited in any way by the specific grants of power made, and without the necessity of a Court Order.

X

I hereby direct that my daughter, LOVENIA FAYE STARNES, shall have complete control over the disposition and interment of my bodily remains.

XI

If, in the event that any of the separate provisions of this instrument should be held invalid, the invalidity of such provision or provisions shall not affect any of the other provisions hereof, as it is my intention that each of the separate provisions shall be independent of each of

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the others so that all valid provisions shall be strictly enforced irrespective of the invalidity of any of the others.

XII

If any beneficiary under this Last Will and Testament in any manner, directly or indirectly, contests or attacks this Will or any of its provisions, any property, share or interest in my estate given to the contesting beneficiary under this Will is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary had predeceased me without issue.

IN WITNESS WHEREOF, I have hereunto set my hand to this, my Last Will and Testament, consisting of this and the preceding three (3) typewritten pages, this 12th day of May 2010.

NATHANIEL ORLANDO STARNES, SR.

Signed, published and declared by the said NATHANIEL ORLANDO STARNES, SR., believed by us to be of sound mind and disposing memory, as and for his Last Will and Testament, in the presence and sight of us, the undersigned, who, at his request, in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the day and year last above written.

(signature)	(signature)
Kimberly Bradford	Monica C. Adams
(print name)	(print name)
1991 Nashboro Blvd.	2802 Creekbend Dr.
(address)	(address)
Nash TN 37217	Nashville, TN 37207

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AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Kimberly Bradford and Monica C. Adams, being severally duly sworn, depose and say as follows:

We are acquainted with NATHANIEL ORLANDO STARNES, SR., who executed the instrument annexed hereto, consisting of four (4) typewritten pages, dated the 12th day of May 2010, on that date in Nashville, Davidson County, Tennessee, by subscribing his name at the end thereof in the presence of each of us.

At the time of subscribing said Last Will and Testament, NATHANIEL ORLANDO STARNES, SR. declared the instrument so subscribed by him to be his Last Will and Testament, and requested that we sign our names thereto as witnesses at the end of said instrument. Upon his request we so signed our names in his sight and presence and in the sight and presence of each other.

At the time of signing said Last Will and Testament, NATHANIEL ORLANDO STARNES, SR. was known to us to be past the age of eighteen (18) years, and in our opinion was of sound mind, memory and understanding, and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of NATHANIEL ORLANDO STARNES, SR.

The annexed Last Will and Testament of NATHANIEL ORLANDO STARNES, SR. was examined by the undersigned witnesses at the time this affidavit was made.

Kimberly Bradford
Witness

Monica C. Adams
Witness

SWORN to and subscribed before me this 12 day of May 2010.

NOTARY PUBLIC

My commission expires: _____

LAURA TEK
NOTARY PUBLIC
STATE OF TENNESSEE
DAVIDSON COUNTY
COMM. EXP. 4-13

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 02 day of MARCH , 2011 , in Case Number 10P1087 between STARNES, LOVENIA FAYE Petitioner, and STARNES SR., NATHANIEL ORLANDO 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 11 day of DECEMBER 2013

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL

