BILL GARRETT, Davidson County
Trans:T20160088997 WILL
Recvd: 10/10/16 10:50 7 pgs
Fees:37.00 Taxes:0.00
20161010-0106826

16p1556

LAST WILL AND TESTAMENT

FILED
OCT 06 2016
RICHARD R. ROOKER, Clerk
By ____ D.C.

OF

WILLIAM O. KEELING, JR.

I, WILLIAM O. KEELING, JR. a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish and declare this to be my Last Will and Testament, revoking all former Wills and Codicils made by me.

I am married to MARGARET M. KEELING. referred to hereafter as "my wife." We have four children of our marriage: Nancy K. Davis, Donald W. Keeling, Elise A. Keeling and Kevin C. Keeling. All four of my children named in this paragraph are referred to hereafter as "my children."

ARTICLE I
APPOINTMENT OF EXECUTOR

Executor. I appoint my daughter, NANCY K. DAVIS, and my son, DONALD W. KEELING, to be the Co-Executors of my estate. If either my said daughter or my said son is unable or unwilling to serve as Co-Executor, then the other shall serve as sole Executor. I direct that no bond shall be required of my Executor in any jurisdiction.

ARTICLE II
DISPOSITION OF PERSONAL EFFECTS

I may leave a list designating some items of personal property that I wish certain persons to have, and I request, but do not require, that my Executor honor my wishes as set forth in the list. All of my furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property not mentioned on said list I give to my wife, if she survives me. If my wife does not survive me, I give all of my tangible personal property to my children, in equal shares as they agree, and if a child does not survive me, the share of the deceased child shall be distributed to the surviving issue of such deceased child, if any, and if none, to my children who do survive me, in equal shares. My Executor shall pay all expenses associated with safeguarding, insuring, packing, storing, delivering and distributing the tangible personal property and such expenses shall be deemed to be a proper part of the expenses of administering my estate. Any other items of personal property that my family members do not want to keep

WOK

may be sold, either privately or publicly, or otherwise disposed of as my Executor may elect, in my Executor's sole discretion, and any proceeds shall be added to my residuary estate.

ARTICLE III
DISPOSITION OF RESIDUARY ESTATE

1. If my Wife Survives. If my wife survives me, then I give, devise and bequeath to my wife, without condition or limitation, all the rest and residue of my property, real, personal and mixed, of whatever kind and character and wherever situated, including the proceeds of any insurance policies payable to my estate.

2. If my Wife Does Not Survive. If my wife does not survive me, then I give devise and bequeath all the rest and residue of my property, real, personal and mixed, of whatever kind and character and wherever situated, including the proceeds of any insurance policies payable to my estate, in equal shares to my children who survive me with the surviving issue of any child who does not survive me receiving the share of the deceased child, per stirpes.

3. Adjustment for mortgage payments made. If my wife does not survive me, I direct the Executor to adjust the residuary distributions to my four children to credit the share of my son Kevin C. Keeling with the mortgage payments made on Kevin's behalf by my wife and me during our lives. It is our intention that the mortgage payments shall be considered an advancement of Kevin's share of our estate and that the share he receives after our deaths shall be reduced by what he has already received from us in the form of mortgage payments (including principal, interest and all associated payments) on his home.

ARTICLE IV
DEBTS, ADMINISTRATION EXPENSES AND TAXES

1. Payment of Debts and Administration Expenses. My Executor, in my Executor's sole discretion, may pay my legal debts, including funeral expenses, the cost of a suitable monument, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate, and I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in my Executor's sole discretion.

2. Payment of Taxes. I direct that my Executor pay as an expense of administration, without apportionment against the share of any beneficiary, all transfer, estate, inheritance, succession and other death taxes, together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise.

W01K

ARTICLE V
POWERS AND DUTIES OF EXECUTOR

1. General Powers. I authorize my Executor in the exercise of all 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 of the powers set forth in T.C.A. § 35-50-110 and § 35-15-816, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim; provided, however, that the fiduciaries shall not exercise any power in a manner inconsistent with the right to the beneficial enjoyment of the trust property accorded to a beneficiary of a trust under the general principles of the law of trusts.

2. Authority to Administer Real Property. My Executor shall have full authority and discretion to convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court. Furthermore, for purposes of T.C.A. § 31-2-103, all such real property shall be deemed to be personal property following my death, subject to sale by my Executor, for the purpose of facilitating the distribution of my estate among the beneficiaries of this Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

3. Administrative Powers and Duties.

(a) Inventory and Accountings. I relieve the fiduciaries from the duty to file any inventory or accountings with any court.

(b) Employment of Agents. The fiduciaries shall be authorized, in the fiduciaries' discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration and investment decisions for any trust created in this Will, or to enter into a custodial arrangement with a bank or other financial institution of the fiduciaries' choosing. The fees of any person or institution employed by the fiduciaries in accordance with this paragraph may be paid from the income or principal of my estate or the trusts created hereunder, as the fiduciaries shall determine.

4. Tax Returns. I specifically authorize my Executor to execute and file joint income tax returns with my wife for the year in which my death occurs and for any years prior thereto. My Executor shall incur no personal liability for any action taken in good faith in accordance with the foregoing authorization.

5. Distributions to Incapacitated Beneficiaries. If, pursuant to this Will, any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability (an "incapacitated beneficiary"), the fiduciaries shall have the power, exercisable in their sole discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to an incapacitated beneficiary, to a parent, guardian, or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Transfers to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property, on behalf of an incapacitated beneficiary, shall not be required to furnish bond or file any accountings with respect to such property, unless

WOIK

the fiduciaries should direct otherwise; and the receipt of such property by the recipient shall discharge my fiduciaries from any further responsibility or liability with respect to such property. If the fiduciaries shall elect to defer payment of any such property, I authorize the fiduciaries to hold such property as trustees for the benefit of an incapacitated beneficiary, with all the powers given to the fiduciaries in this Will and by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as the fiduciaries shall deem advisable. When an incapacitated beneficiary attains capacity, whether legal, mental or physical, the balance of such property then remaining shall be distributed to him or her. If an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

ARTICLE VI
MISCELLANEOUS PROVISIONS

1. References and Meaning of Terms.

(a) Code. Unless specifically provided to the contrary, the term "Code" shall mean the federal Internal Revenue Code of 1986, as from time to time amended, or any successor federal laws thereto, and shall also include the Treasury regulations promulgated thereunder.

(b) Construction. Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

(c) Family. As used herein, the terms "child," "children" and "issue" are intended to include persons born after the execution of this Will as well as adopted persons. Unless specifically provided to the contrary, whenever a provision has been made for a child to take his or her deceased parent's share, in the event such child is also deceased, his or her share shall pass to his or her issue, *per stirpes*.

(d) Fiduciaries. All references in this Will to the "Executor" shall mean the Executor named herein or any alternate or successor thereto. The foregoing terms are used for convenience, regardless of the gender or number of parties serving in such capacities and such terms shall be read as the context shall require.

2. Failure of Beneficiaries. If all of my named or described beneficiaries should predecease me, then the residue of my estate shall be distributed to my heirs at law as determined by the Tennessee laws of intestate succession.

WDK

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of five (5) pages, and on each page I have affixed my initials or my signature for better identification, this 21st day of June, 2013.

William O. Keeling Jr.
William O. Keeling Jr.
William O. Keeling, Jr.

The foregoing instrument was signed, published and declared by WILLIAM O. KEELING, JR. (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, have hereunto subscribed our names as witnesses this day last above written.

WITNESS:	ADDRESS:
[illegible]	Nashville Tn
Tiffany Kenworthy	Nashville, TN

THIS INSTRUMENT PREPARED BY:

M. Allison Thompson
Thompson Law Office PLLC
4525 Harding Pike, Suite 200
Nashville, TN 37205
615.620.4613

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT

On this day, Andrew L. Hirt and Tiffany Kinworthy personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1. That they are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of William O. Keeling, Jr. dated June 21, 2013 to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament which they signed or affixed the same at the instance and at the request of the Testator and in the Testator's presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

5. That at the time they witnessed said Last Will and Testament the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Witness Andrew L Hirt

Witness Tiffany Kinworthy

Subscribed and sworn to before me, this 21st day of June, 2013.

M. Allison Thompson
Notary Public

My Commission Expires 11/5/2014.

M. ALLISON THOMPSON
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

MY COMMISSION EXPIRES:
November 5, 2014

Address New Owner
Margaret Keeling
6767 Brookmont Terrace
Nashville TN 37205

Send Tax Bills
Kevin Keeling
1412 Campbell Rd.
Goodlettsville TN 37072

Tax Map 116 01
3L-115

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL AND TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **16P1556**.

ESTATE OF WILLIAM O KEELING JR

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 6th day of October in the year Two Thousand and Sixteen.

RICHARD R. ROOKER CIRCUIT COURT CLERK

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk