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LAST WILL AND TESTAMENT

OF

Gracie Juanita Hill Rogers

FILED
NOV 10 2016
RICHARD R. BOOKER, Clerk
By _____ Deputy

I, **Gracie Juanita Hill Rogers**, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my last will and testament and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

ARTICLE FIRST

Appointment of Executor and Payment of Debts and Taxes

A. Appointment of Executor and Payment of Debts. I appoint John R. Hill, Jr. or Patricia A. Hill Littlejohn as personal representative (Executor) of my estate.. I direct that my Executor pay as soon as practical after my death all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my Executor), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon.

B. Payment of Taxes. I direct that my Executor pay all estate, inheritance or other death taxes, including interest and penalties thereon, which may be lawfully assessed by reason of my death, together with administration expenses, from property which would otherwise become part of my residuary estate, without apportionment. I waive on behalf of my estate the right to recover any part of such taxes, interest, penalties or administration expense from any person, including any beneficiary of insurance on my life or any other similar insurance, and anyone who may have received from me or my estate any property which is taxable as part of my estate.

C. Real Estate. I authorize my executor to enter into any contract and sell and convey any Real Estate in my estate without court approval.

G.H.R.

ARTICLE SECOND

Bequests

A. I leave all my real and personal property to my children John R. Hill, Jr. and Patricia A. Hill Littlejohn, per stirpes.

B. I plan to attach a list of personal property to this Will. I wish for my executor to give those items to the loved one next to that item. If I forget to make such a list then I leave it up to my Executor to do what is best.

C. Discretion of Executors. I direct that if it becomes necessary to make the required division of my personal effects and household and similar items among anyone, my Executor shall have discretion as to what specific article or articles shall be included in that property, and as to what items thereof each person shall receive.

ARTICLE THIRD

Executor Powers and Duties

My Executor shall have the following powers and duties, in addition to those now or hereafter conferred by law, subject, however, to any contrary provisions elsewhere in this will unless stated otherwise:

A. Incorporation of Statutory Powers. Unless contrary to any power or duty set forth in this will, I incorporate by reference all of the fiduciary powers contained in Section 35-50-110 of the T.C.A., as fully as if set out verbatim herein.

B. Bond, Inventory and Accountings. I direct that my Executor, including its successors, shall not be required to furnish a bond for the faithful performance of its duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. My Executor shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any residuary distributee or legatee of my estate. Further, my Executor shall be excused from the statutory requirement of filing with the probate court any interim accountings, in addition to the final accounting for my estate.

C. Shares and Distributions. Whenever my Executor is required to divide the estate property into separate shares, or to make distribution thereof, it is authorized in its discretion to make division or distribution wholly

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or partly in cash or in kind, or assign undivided interests in any property or shares, and to make joint investment of funds belonging to the estate. The judgment of my Executor as to the values for such purposes shall be binding and conclusive on everyone.

D. Payment of Debts and Expenses.. When required to make a distribution or transfer of all or part of the assets of my estate, my Executor may retain therefrom assets sufficient in its judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

E. Successor Executors. Any successor Executor shall be vested with all duties, rights and powers, whether discretionary or otherwise, as if originally named as such Executor. No successor Executor shall be liable or responsible in any way for any acts or defaults of any predecessor Executor, nor for any loss or expense from or occasioned by anything done or elected to be done by any predecessor Executor, but such successor Executor shall be liable for its own acts or default in respect to property actually received by such successor Executor. Provided the successor Executor has no reason to suspect a default by the predecessor Executor, the successor Executor may accept the accounts rendered and the assets and property delivered to such successor Executor by the predecessor Executor as a full and complete discharge to the predecessor Executor, and shall incur no liability by reason of so doing.

F. Executor Standard of Care. My Executor shall be charged with the duty of good faith and reasonable care in the management of my estate, but shall not be responsible for losses, if any, resulting from honest mistakes of judgment.

G. Facility of Payment. If my Executor determines that any income or principal shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of my Executor, unable properly to administer such funds, then such funds may be paid out by my Executor in any of the following ways as its deems best: (i) directly to such beneficiary; (ii) to the legally appointed guardian or conservator of such beneficiary; (iii) by my Executor using such amounts directly for the benefit of such beneficiary; or (iv) to some relative or friend for the care, support, education and welfare of such beneficiary. The receipt of any such person shall discharge my Executor from any further responsibility with respect to any such funds. No recipient shall be required to furnish bond with respect to any such funds, nor make report as to the disposition of the same.

H. Payment of Expenses. My Executor shall pay out of principal or income as it may elect, or partially out of each in such shares as it may determine, taxes, assessments, charges, attorneys' fees, the Executor's compensation, and other expenses incurred in the administration or protection of the estate. Compensation payable to a corporate fiduciary shall be paid pursuant

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to its published fee schedule at such time. The discretion of my Executor to pay these items from income or principal, or partially from each, may be exercised not only in the interest of the estate but further for the benefit of any beneficiary thereof.

I. Protection of Life Insurance From Creditors. Any insurance on my life or other similar insurance payable to my Executor or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my will; provided, however, that my Executor may in its discretion pay my personal debts from the proceeds of such policies, but my Executor shall, in its discretion, determine which, if any, of my debts shall be so paid.

ARTICLE FOURTH

Governing Law

Except as may be otherwise herein stated to the contrary, this will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the fourth (4) page of my last will and testament, consisting of five (5) typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this 2nd day of October, 2014, at Nashville, Tennessee.

Gracie Juanita Hill Rogers
Gracie Juanita Hill Rogers

SIGNED, PUBLISHED AND DECLARED by Gracie Juanita Hill Rogers, the testator, as and for the testator's last will and testament, in the presence of us, who at the testator's request, in the testator's presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the testator to be of sound and disposing mind and memory.

Kimberly Lovish
Witness

Witness

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State of Tennessee
County of Davidson

AFFIDAVIT BY WITNESSES TO WILL

Kimbra Rousa and Todd Parsley,

after first being duly sworn or affirming, hereby together make oath or affirm that the foregoing last will and testament was signed by Gracie Juanita Hill Rogers, the testator, as and for, and at that time acknowledged, published and declared by the testator to be the testator's last will and testament, in the sight and presence of us, the undersigned, who at the testator's request and in the testator's sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 2nd day of October, 2014. We further make oath or affirm that the testator was of sound mind and disposing memory; was not acting under the fraud, menace or undue influence of any person; was more than eighteen (18) years of age and that each of the attesting witnesses is more than eighteen (18) years of age.

Kimbra Rousa
Witness

Todd Parsley
Witness

Sworn to and subscribed before me, the undersigned, this 2nd day of October, 2014.

BLAKE FREEMAN
NOTARY PUBLIC
STATE OF TENNESSEE
DAVIDSON COUNTY
My Commission Expires 8/23/2016

Notary Public
My Commission Expires:

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G.H.R.

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 & TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **16P1789**.

ESTATE OF JUANITA B. HILL

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 10th day of November in the year Two Thousand and Sixteen.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

