STATE OF TENNESSEE

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Karen Johnson Davidson County
Batch # 1241799 WILL
02/27/2025 10:20:57 AM 7 pgs
Fees: $37.00 Taxes: $0.00
20250227-0014561

IN RE: ***KEITH NEIL CLAYTON***

Docket No: ***25P81***

I, JOSEPH P. DAY, 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 document heretofore entered in the above styled case on January 24, 2025 in the Seventh Circuit Court for Davidson County, Tennessee, as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, on February 27, 2025.

JOSEPH P. DAY CIRCUIT COURT CLERK

JOSEPH P. DAY, Clerk,

By: _____
Deputy Clerk

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LAST WILL AND TESTAMENT

OF

KEITH NEIL CLAYTON

JAN 24 2025
JOSEPH P. DAY, Clerk
By _____ Deputy

I, KEITH NEIL CLAYTON, a resident of Davidson County, Tennessee, do publish and declare this to be my Last Will and Testament, hereby revoking all prior testamentary instruments.

I. PAYMENT OF DEBTS AND TAXES

I direct that all of my matured debts, funeral expenses, expenses of my last illness and for the administration of my estate and any estate or inheritance taxes that may be imposed by reason of my death, be paid out of my residuary estate by my Executor without proration among the beneficiaries. My Executor in its sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

II. BEQUEST OF TANGIBLE PERSONAL PROPERTY

I give to the children of mine then living all of my tangible personal property, including automobiles, clothing, jewelry, silver, and other articles of personal use or ornament. I direct that such property be divided among them as they may agree. In making such division, if there shall be any disagreement among my children, I direct that my Executor shall determine and put into effect the method of settling any such disagreement, and that the result of the method so determined shall be conclusive. I may leave a letter of intent with my Executor, or another, for the purpose of giving guidance to my Executor in the distribution

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of my tangible personal property among my children and I request but do not require, that my Executor honor my wishes therein expressed.

III. RESIDUARY ESTATE

I direct that all the rest and residue of my estate shall be distributed outright and in fee in equal shares to my children or the share of a deceased child shall be distributed per stirpes and in fee unto his or her then living issue, if any, and if none, then in like manner unto my living issue; or if none, then in accordance with the existing laws of descent and distribution of the State of Tennessee, as the case may be.

IV. POWERS OF EXECUTOR

I hereby incorporate by reference, as fully as if copied verbatim, all the provisions and powers set forth in Tennessee Code Annotated Section 35-50-110 which section enumerates the administrative powers that I hereby confer upon my Executor. Should Tennessee Code Annotated Section 35-50-110 be amended in any particular, or be repealed subsequent to the date of this Will, my intention is that my Executor shall, nevertheless, have all the powers defined in that section as of the date of this Will, notwithstanding any such amendment or repeal.

Without any limitation on these powers, my Executor shall have the following powers:

(a) To retain any property of my estate;

(b) To sell any real or personal property of my estate for cash or on credit, at public or private sales, and for any

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purpose; to exchange any such property for other property; to grant options to purchase or acquire any such property; and, to determine the prices and terms of sales, exchanges, and options;

(c) To invest and reinvest in property of any character without being limited to such properties in which fiduciaries are authorized by law or any rule of court to invest in trust funds;

(d) To employ attorneys, auditors, depositories, proxies, and agents, with or without discretionary powers;

(e) To keep any property in the name of an executor or a nominee, with or without disclosure of any fiduciary relationship, or in bearer form;

(f) To collect, pay, contest, compromise, or abandon claims of or against my estate, wherever situated;

(g) To execute contracts, conveyances, and other instruments;

(h) To make any distribution or division of my estate in cash or in kind or in both, and to determine the value of any such property; and

(i) Generally, to do all such acts with respect to any such property as if the absolute owner.

V. APPOINTMENT OF EXECUTOR

I appoint my friend, WILLIAM F. CALL of Nashville, Tennessee to be the Executor of this my Last Will and Testament. If my WILLIAM F. CALL should for any reason fail or cease to serve as Executor hereunder, then in such event, I appoint THIRD NATIONAL BANK, Nashville, Tennessee to serve as the sole Executor. I direct

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that no bond or other security shall be required of any of the above named fiduciaries for the faithful performance of their respective duties.

VI. MINORITY AND DISABILITY PROVISIONS

(a) My Executor may make payments and distribute property under the provisions of this Will on behalf of any minor or incompetent beneficiary to any person having the care, custody, or control of said beneficiary, or to any other person my fiduciaries may deem proper, or directly to said beneficiary, without the necessity of the intervention of a legally appointed guardian, and without any duty on the part of my fiduciaries to supervise or inquire into the application thereof.

(b) If, under the foregoing provisions of my Will, any property shall vest in any minor, I authorize, but do not direct, my Executor to distribute such minor's share by paying and delivering such minor's share to a custodian as prescribed in the Tennessee Uniform Transfers to Minors Act or under a similar statute of another state to be held and administered for the benefit of such minor as set forth in said Act, without responsibility upon my Executor to see to the proper application of the share so distributed. Such custodian shall be selected by my Executors. The receipt of such custodian shall constitute full acquittance, pro tanto, of my Executor for any assets so paid over and delivered to such custodian.

VII. GENDER USAGE

Any personal pronoun used herein shall be deemed to

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include the masculine, feminine and neuter genders as the context may require, and the singular shall include the plural and vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of May, 1993, and do publish and declare this as my Last Will and Testament, in the presence of each and all of the subscribing witnesses whom I have requested to act as such by signing their names as attesting witnesses in my presence and in the presence of each other, and by signing the Affidavit attached hereto pursuant to the provisions of T.C.A. 32-2-110.

Keith Neil Clayton
KEITH NEIL CLAYTON

Witnesses:

Sarah M. Hill residing at Nashville, TN

Michael B. Willey residing at NASHVILLE, TN

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the undersigned, being first duly sworn, make oath that KEITH NEIL CLAYTON, on the 27th day of May, 1993, declared and signified to us that this instrument is his Last Will and Testament; that he then signed said instrument in our sight and presence; that we, at his request and in his sight and presence; and in the sight and presence of each other, then subscribed our names hereto as attesting witnesses; that at the time of execution the Testator was more than 18 years of age, of sound mind and disposing memory, and did not appear under any undue influence; and that the undersigned each being more than 18 years of age, make and sign this Affidavit at the Testator's request on the day and date above written.

Sarah M. Hill

Michael B. Whitley

Sworn to and subscribed before me this 27th day of May, 1993.

Notary Public

My Commission Expires:

1/21/96