Last Will and Testament

OF

GEORGE WESLEY KIRK

I, GEORGE WESLEY KIRK, a single person, residing in Nashville, Davidson County, Tennessee, being of sound mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke and annul all other wills and codicils heretofore made by me.

FIRST: I direct that my Executrix, hereinafter appointed by me, pay all of my just debts, my funeral expenses, all fees and expenses incident to the administration of my estate as soon as practicable after my death as expenses of administration, without apportionment or proration among the several beneficiaries, legatees or devisees.

SECOND: Upon my death, I give, devise, and bequeath all of my property, both real and personal, and wherever situated, to my good friend, Patricia Ann Punaro, of Nashville, Tennessee, as Trustee, and in trust for the exclusive use and benefit of my son, George Wesley Kirk, Jr., and my seven (7) grandchildren, Darryl Lynn Kirk, Karen Denise Kirk, Dana Michelle Kirk, and Dawn Renea Kirk, the four (4) children of my said son, George Wesley Kirk, Jr., and his wife, Agnes Lena Belle Kirk, and Kenneth Wesley Kirk, Kelly Wynne Kirk, and Kara Lynne Kirk, the three (3) children of my deceased son, Jimmy Leon Kirk, and Daphne Lynn Kirk Williams, who has remarried Joseph Edward Williams, whom I understand has adopted said last three (3) mentioned children, to hold and

 George Wesley Kirk Sr

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administer the same, subject to the following rights, duties, and powers.

I hereby express the utmost confidence in my said Trustee, and vest her with the sole, absolute and exclusive discretion to hold and administer my estate in her discretion for the manifest best interests of my said son, George Wesley Kirk, Jr., and my said seven (7) grandchildren. I direct my Trustee to use both the income and principal of said trust estate for the maintenance, health, welfare and especially education of my said seven (7) grandchildren.

If at any time my Trustee, in her discretion, shall be of the opinion that it is necessary or desirable to encroach upon the principal of said trust estate in order to provide for the maintenance, health, welfare or education of my said seven (7) grandchildren, or any of them, during the existence of this trust, then my Trustee is hereby authorized to encroach upon said principal for said purposes to whatever extent she may determine is necessary. I direct my Trustee to use this trust estate for the formal education of my seven (7) grandchildren, as their formal education needs arise, especially through college. This power of encroachment upon the principal of said trust estate is a continuing one for the duration of said trust estate.

In determining the amounts of principal to be so disbursed, my Trustee shall take into consideration any other income which any such beneficiary may have from any other source; furthermore, my Trustee's judgment and decision in this regard shall be conclusive as to the advisability of any such disbursement and the same shall not be subject to judicial review.

If any of my said grandchildren who is a beneficiary under this my Last Will and Testament, shall die before my Trustee shall

have given him or her a portion or a sufficient portion of my estate in her sole and absolute discretion, then I give, devise and bequeath said child's share in the sole and absolute discretion of my said Trustee, to the issue of said child, per stirpes, if any, and if said child is not survived by any issue, I give, devise and bequeath the same to said child's next of kin as determined by the laws of descent and distribution of the State of Tennessee.

Neither the principal nor income of this trust shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated, or encumbered by any beneficiary, nor shall any income or principal of this trust estate be in any manner subject to or liable in the hands of my Trustee for the debts, contracts or engagements of any beneficiary except as herein specified, or be subject to any assignment or other voluntary or involuntary alienation or disposition whatever.

THIRD: I hereby direct my Trustee to establish a reasonable spending allowance for any one or more of said beneficiaries under this my Last Will and Testament, including my son, George Wesley Kirk, Jr., in the sole and absolute discretion of my said Trustee, considering any special or unusual needs or circumstances, which spending allowance may be increased or withdrawn completely in the sole and absolute discretion of my Trustee. I direct that my Trustee shall not be required to give any accounting of receipts and disbursements of my trust estate to any beneficiary, except that she may give a final accounting to the Court as required by law.

FOURTH: My Trustee is authorized to take into her possession and receipt therefor and to control all of the properties of my entire estate, both real and personal, with all of the rights, powers, and privileges which are or may be lawfully exercised by any

persons owning similar properties in his own right, including but not limited to the powers enumerated to such Trustees under the Tennessee Code Annotated.

FIFTH: I hereby nominate, constitute and appoint my good friend, Patricia Ann Punaro, of Nashville, Tennessee, as Executrix and Trustee of this my Last Will and Testament, to serve without bond. In the event that my said friend, Patricia Ann Punaro, shall be unable to act as either Executrix or Trustee for any reason, then I nominate, constitute and appoint the Third National Bank of Nashville, Tennessee, as alternate or successor Executor and/or Trustee.

SIXTH: I hereby direct that my said Executrix, or alternate Executor hire my said attorney, J. L. Thompson, III, and no other attorney to handle all legal matters and represent my estate in every way.

SEVENTH: I hereby express my sincere and heartfelt gratitude to my good friend, Patricia Ann Punaro, for being a good and trusted friend and neighbor for many years, and further, for serving as my Executrix and Trustee under this my Last Will and Testament, and therefore, direct that she be paid her reasonable compensation for acting as such Executrix and Trustee, including but not limited to the proceeds of a certain policy of insurance upon my life, payable to her as beneficiary, and finally, that she apply to the Court for such compensation in her sole and absolute discretion.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and three (3) preceding typewritten pages, and one (1) succeeding page, and for the purpose of identification, I have signed each such page,

 George Wesley Kirk Sr

all in the presence of the persons witnessing it at my request on this 13th day of December, 1976.

George Wesley Kirk
GEORGE WESLEY KIRK

The foregoing instrument, consisting of this and four (4) preceding typewritten pages, was signed, sealed and published and declared by GEORGE WESLEY KIRK, the Testator, to be his Last Will and Testament, in our presence, and we, at his request, and in his presence have hereunto subscribed our names as witnesses this 13th day of December, 1976, at Nashville, Tennessee.

J. T. Thompson, Nashville, Tennessee.

Marilyn Willis, Nashville, Tennessee.

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DAVIDSON COUNTY, TENN.
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STATE OF TENNESSEE, DAVIDSON COUNTY

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I, BILL McPHERSON, Clerk of the County Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of ...Last.Will.and.Testament.of.George Wesley.Kirk,.Sr..Probated.September.5,.1980,.Recorded.in.Minute.Book.... ...266.Page.819.and.Will..Book.131.Page.436..... *which remains of record on file in said office.*

Given under my hand and official seal, at office, in Nashville, this..... 17th *..... day of* ....August..... *19..* 80...

Bill McPherson
Clerk of the County Court.

By June Walker
Deputy Clerk.