BOOK 8871 PAGE 758

#P-92-895

WILL

OF

THOMAS A. BECKER, SR.

FILED _____
ENTERED 6-30-92
BOOK 55 PAGE 251-259
JANICE W. JORDAN, Clerk & Master

I, Thomas A. Becker, Sr., presently residing in Brentwood, Williamson County, Tennessee, do make and declare this my Will, hereby revoking all former wills and codicils.

ITEM I

FAMILY

A. Wife. I am married to Evelyn Adams Becker, and she is referred to in this Will as my wife. If my wife and I die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me, and my estate shall be administered and distributed in accordance with such presumption.

B. Children. I have three (3) children, whose names are Terry Becker, Thomas A. Becker, Jr., and Christina Becker Brown. These children are referred to in this Will collectively as my children.

ITEM II

DEBTS, ADMINISTRATION EXPENSES AND TAXES

All of my lawful debts (except debts secured by a mortgage or other security instrument, which may be paid or retained in the discretion of the Executor, and if paid shall be without right of contribution from my wife), my funeral expenses and the expenses of administration of my estate shall be paid by the Executor as soon as practicable after my death. The Executor shall pay out of my residuary estate all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this Will or otherwise, as an expense of administration, without apportionment. The Executor and Trustee may utilize any proceeds of life insurance payable to the Executor, to the Trustee or to my estate for the payment of debts, taxes and expenses.

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.
JANICE W. JORDAN, Clerk & Master

Thomas A. Becker
Thomas A. Becker, Sr., Testator

ITEM III

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

I bequeath to my wife, if she shall survive me, all of my clothing, jewelry, personal effects, automobiles and all of my other tangible personal property (together with any policies of insurance thereon). If my wife shall not survive me, I bequeath all such property to my children who survive me in equal shares, share and share alike, with the suggestion that they arrive at an equitable method of distribution so that each share will be approximately equal in value.

ITEM IV

MARITAL BEQUEST

A. Bequest Outright. If my wife shall survive me, I devise and bequeath to her, outright and free of trust, the marital bequest amount defined in Section B of this Item. If my wife shall not survive me, this bequest shall lapse and be distributed as a part of my residuary estate.

B. Marital Bequest Amount Defined. The marital bequest amount is that amount, if any, equal in value to the maximum unlimited marital deduction allowable to my estate at my death, reduced by an amount equal to the value for federal estate tax purposes of all property interests which pass or have passed to my wife under other Items of this Will or outside of this Will which are allowed the marital deduction, but no greater amount than is necessary to reduce to zero the federal estate tax payable as a result of my death, after taking into account all other deductions and the federal unified credit allowable to my estate at my death (but not the credit for state death taxes).

C. Tax-Related Provisions.

1. It is my intention that the marital bequest qualify for the marital deduction for federal estate and Tennessee inheritance tax purposes; accordingly, all provisions of this Will shall be interpreted and limited so

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as to carry out this intention. Any provision of this Will which cannot be so interpreted or limited or which is inconsistent with such intention shall be void. No power or discretion granted to my Executor or the Trustee shall be exercised or exercisable in a manner inconsistent with the foregoing.

2. In determining the marital bequest amount, all values shall be those finally determined for federal estate tax purposes. My Executor is authorized to satisfy the marital bequest in cash or in kind or partly in each, but shall not utilize any asset which does not qualify for the marital deduction. My Executor shall have the greatest possible discretion in selecting assets to satisfy the marital bequest consistent with my aforesaid intention that this bequest qualify for the marital deduction. All assets utilized to satisfy the marital bequest shall have an aggregate fair market value fairly representative of the appreciation and depreciation in the value of all property in my estate available for satisfaction of such bequest.

3. My Executor shall use the judgment and care which a prudent person would use if the Executor were the owner of the estate assets.

4. Any assets transferred in kind to satisfy the marital bequest shall be valued at the value finally determined for federal estate tax purposes.

5. The marital bequest shall carry with it (as income, not principal) its proportionate share of the income earned during the administration of my estate.

6. All references in this Item to the maximum unlimited marital deduction, the marital deduction, the federal estate tax, the federal unified credit and the credit for state death taxes refer to those terms as defined within the estate tax provisions of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal law.

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ITEM V

RESIDUARY ESTATE

I devise and bequeath all the rest of the property that I own at my death to the Trustee, in trust, in accordance with the following provisions:

A. Disposition During Wife's Life. Until my wife's death, the Trustee shall collect the income from the property comprising the trust estate, shall pay all taxes and incidental expenses of the trust and shall pay to or apply for the benefit of my wife the entire net income of the trust in annual or more frequent installments. The Trustee may also encroach upon the principal of the trust during such time, at any time and from time to time, for the purpose of paying to or for the benefit of my wife any amounts the Trustee, in its sole discretion, deems necessary or desirable for her health, maintenance or support.

B. Disposition of Assets at Wife's Death. Upon the death of my wife (or upon my death if she shall not survive me), the Trustee shall divide the assets of the trust into three equal shares. If all three of my children are then living, the trust shall terminate and one share shall be distributed to each of them. If Terry Becker is not living, his share shall be distributed in equal shares to my other two children (or to their issue, per stirpes, if one or both of them also be deceased). If either Thomas A. Becker, Jr. or Christina Becker Brown is not living, his or her share shall be distributed to his or her own issue, per stirpes, subject to Section C of this Item.

C. Distribution to Young Issue. If any issue of a child of mine to whom the Trustee is directed in the preceding Section B to distribute any share of the trust principal is under the age of twenty-five (25) years when the distribution is to be made, his or her portion shall vest in interest in him or her but shall be retained in trust by the Trustee until he or she attains such age, with the Trustee in the meantime paying to or for the benefit of him or her such amounts of income and principal as the Trustee, in its sole discretion, deems necessary or desirable for his or

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her health, education, maintenance or support. If such beneficiary has attained twenty-five (25) at the time when a share is to be set apart for him or her, the Trustee shall distribute the share (instead of holding the same in trust) as directed to be distributed upon attaining such age.

ITEM VI

GENERAL TRUST PROVISIONS

A. Rule Against Perpetuities. Anything in this will to the contrary notwithstanding, no trust or trust share created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period, all trusts or trust shares shall terminate and the assets thereof shall be distributed absolutely to those parties (and in the same proportions) as are then receiving the income therefrom.

B. Distribution to a Minor or Incapacitated Beneficiary. During the minority or incapacity of any beneficiary to whom income or principal is payable under this Will, the Trustee may make distribution in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a custodian under a Gift to Minors Act, including a custodian selected by the Trustee; (d) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; or (e) by expending such income or principal directly for the health, education, maintenance or support of such beneficiary. The Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

C. Spendthrift Provision. Neither the income nor principal of the trust herein created, nor any share thereof, 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 the

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trust estate hereunder be in any manner subject to or liable in the hands of the Trustee for the debts, contracts or engagements of any beneficiary or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatsoever; but in all distribution of income or principal, the same shall be paid only to the beneficiary entitled, upon receipt of the beneficiary, or to others for his or her benefit as herein provided.

D. Termination of Trust. Irrespective of other provisions herein, the Trustee, in its own discretion, may terminate any trust, or share thereof, if it determines that the amount available to continue the trust, or share thereof, is less than One Hundred Thousand ($100,000.00) Dollars or that there are other reasons why the best interest of the beneficiary may be served by an outright or earlier distribution. If such trust, or a share thereof, is terminated, the trust assets shall be distributed outright to the beneficiary then receiving income thereunder.

ITEM VII

FIDUCIARIES

A. Executrix. I appoint my wife, Evelyn Adams Becker, as the Executrix of this Will (herein referred to as the "Executor"). If she is unable to serve as the Executrix for any reason, then I appoint my daughter, Christina Becker Brown as the alternate Executrix. I direct that no bond be required of them for the faithful performance of their duties.

B. Trustee.

1. Appointment. I appoint First American Trust Company, Nashville, Tennessee, as the Trustee of the trust created herein. I direct that no bond be required of it for the faithful performance of its duties.

2. Reports. The Trustee is excused from making any accounting or report to any court regarding the administration of the trust herein created, but at least annually there shall be furnished to each income beneficiary of the trust a statement of receipts and disbursements, as well as a statement of the net value, of the trust.

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3. Resignation. The Trustee, including any successor, may resign upon thirty (30) days written notice to my wife. A Successor Trustee may be appointed by my wife but if she fails to appoint a Successor Trustee within such thirty (30) day period, the Trustee may petition the court having jurisdiction over the trust for the appointment of a successor. The Successor Trustee must be a trust company or bank qualified to act as such and possessing trust powers and having trust assets under management of not less than One Hundred Million ($100,000,000.00) Dollars. Upon appointment of its successor, the Trustee shall deliver all assets then held to its successor, whereupon the resigning Trustee shall have full acquittance for all assets so delivered (subject to judicial settlement of its accounts if requested by my wife or by the successor). Any Successor Trustee shall have all powers and authority herein conferred on the original Trustee, and bond is excused.

4. Removal. My wife shall have the right to remove the Trustee, including any successor, and appoint a Successor Trustee, which must be a trust company or bank qualified to act as such and possessing trust powers and having trust assets under management of not less than One Hundred Million ($100,000,000.00) Dollars. Such right of removal shall be continuing and shall be exercised by my wife serving the acting Trustee with written notice of its removal, which notice shall specify the Successor Trustee and certify its willingness to serve as such. Within sixty (60) days thereafter, the Trustee so removed shall deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered (subject to judicial settlement of its accounts if requested by my wife or by its successor) and shall have no further duties hereunder. Any Successor Trustee shall have all powers and authority herein conferred on the original Trustee, and bond is excused.

C. Powers of Executor and Trustee. In addition to the powers and other related provisions of Item IV, the Executor and Trustee, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate or the trust hereunder,

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may exercise any and all of the powers set forth in Tennessee Code Annotated, Section 35-50-110, to the extent applicable (and provided I have not expressly prohibited such in this Will), all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this Will), even if said statute be amended or repealed hereafter and even if my estate or the trust hereunder be administered in a state other than Tennessee. Without in any way limiting the foregoing, the Executor shall at all times during the administration of my estate be vested with all the powers, duties and authority of the Trustee herein provided, and shall be authorized to make payments in the same manner and to the same extent as if she were acting as Testamentary Trustee. The Executor is directed to carry out the provisions of a certain Shareholders and Stock Redemption Agreement entered into with my brother, Frank H. Becker, and Becker's Standard Baking Company, Inc., whereby the latter shall be bound to purchase all of the shares of stock I may own in Becker's Standard Baking Company, Inc., at my death.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Will, consisting of this and the preceding seven (7) printed pages, and for the purpose of identification, I have signed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 29th day of January, 1991, at Nashville, Tennessee.

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Signed and declared by the Testator, Thomas A. Becker, Sr., to be his Will in the presence of all of us at one and the same time, and we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Names	Addresses
Jack V. Robinson, Sr.	Nashville, TN.
Patricia Harris	Nashville, TN.

THIS WILL PREPARED BY:

GULLETT, SANFORD, ROBINSON & MARTIN
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3rd Floor, Metropolitan Federal Building
P. O. Box 2757
Nashville, TN 37219-0757

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IDENTIFICATION REFERENCE
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DAVIDSON COUNTY, TN
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