LAST WILL AND TESTAMENT

OF

DORIS HANSEN WILEY

PICK-UP

BOOK 8899 PAGE 952

I, Doris Hansen Wiley, a resident of Davidson County, Tennessee, hereby make, publish and declare this instrument as my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I

A. I nominate and appoint Third National Bank in Nashville, Nashville, Tennessee, as Executor of my Will. If Third National Bank should be unable or unwilling to qualify or serve, for any reason, I then authorize my daughter, Polly Winifred Wiley and my daughter-in-law, Evalee E. Wiley, or the survivor of them, to nominate an Administrator.

B. If any part of my estate is distributable in trust under the provisions of my Will, I then nominate and appoint Third National Bank in Nashville, Nashville, Tennessee, as Trustee of each trust herein created. If said Trustee declines to accept the trust, then an alternate Trustee shall be appointed by the Court supervising the administration of my estate, and I request that the wishes of the current income beneficiaries of the trust, or the guardians of any minor or incompetent current income beneficiaries, be considered in making such appointment.

C. No bond shall be required of my Executor or Trustee for the faithful performance of their duties.

D. I waive the filing of an inventory and I waive the filing of a court account of receipts, disbursements and distributions in the administration of my estate, by my Executor or other personal representative.

 Doris Hansen Wiley

ARTICLE II

A. My Executor or other personal representative shall pay my just debts, funeral expenses and the expenses of administering my estate as soon as practicable after my death.

B. My Executor or other personal representative shall pay all estate, inheritance and succession taxes which may be payable as the result of my death, whether imposed by reason of any property passing under my Will or passing outside the provisions of my Will, and shall pay the same from my residuary estate, without contribution by any devisee or legatee or any recipient of any such property.

C. In the exercise of a reasonable discretion with respect to all property, both real and personal, at any time forming a part of my estate, including my trust estate, my Executor or other personal representative and my Trustee may exercise any or all of the fiduciary powers set forth in Section 3 of Chapter 110 of the Public Acts of the Tennessee General Assembly of 1963, being Section 35-50-110, Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are hereby incorporated in my Will by reference. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended or repealed at any time after the execution of this Will.

D. The proceeds of any life insurance policies issued on my life, and payable to my estate or its personal representative, shall not be charged with my debts, but I give my Executor or other personal representative the discretionary authority to use such funds for the payment of any debts, taxes or administration expenses.

E. My Executor or other personal representative may exercise the powers of my Trustee in order to provide for the needs of any trust beneficiary and to make any distribution provided for under any trust provided for in my Will, before the trust is fully funded.

 Dana Hansen Wiley

[redacted]

F. I direct that any real property or interest in real property that I may own at the time of my death shall be administered as a part of my estate and subject to the control of my Executor or other personal representative.

ARTICLE III

A. I give and bequeath to my daughter, Polly Winifred Wiley, and my daughter-in-law, Evalee E. Wiley, in equal shares, if they survive me, all of my tangible personal property for household or personal use, including all furniture, furnishings, library, works of art, chinaware, glassware, silverware, tools and equipment used or located about my home place, all recreational equipment and personal belongings, such as jewelry, and clothing, except any automobile or automobiles, I may own at the time of my death, together will all policies of insurance on said property, insuring against any loss whatsoever.

B. My beneficiaries may agree upon a division of those articles of personal property, but if they do not agree within a reasonable time, then my Executor or other personal representative shall make the division. If either beneficiary does not survive me, all of such property shall go to the survivor of them, and if neither survives me then such property shall become a part of my residuary estate.

C. The reasonable costs of packing, shipping and insurance for the delivery of such tangible personal property shall be paid as an administration expense of my estate.

D. It is my wish that certain friends of mine have certain of my articles of tangible personal property that are disposed of by this article of my Will. If I do not make such provisions by a Codicil to my Will, I intend to leave a list or memorandum indicating my wishes, having full confidence that Polly Winifred Wiley and Evalee E. Wiley will carry out my wishes that I make known to them, but no trust or binding obligation is intended by this provision.

 Maria Hansen Wiley

ARTICLE IV

Under the Last Will and Testament of my husband, Mike M. Wiley, which was admitted to probate by the Probate Court of Davidson County, Tennessee, I was given the right and power, exercisable by my Will, to appoint the corpus and principal of a Marital Deduction Trust. I hereby exercise said power of appointment and direct that all property subject thereto shall be paid, distributed and delivered to the residuary beneficiaries under my Will, in the same manner and proportions as provided under the residuary provisions of my Will.

ARTICLE V

All the rest, residue and remainder of my estate, whether real, personal or mixed, and wherever situate, including any lapsed legacies, together with all property over which I have a power of appointment, I give, devise and bequeath as follows:

A. If I am survived by my daughter, Polly Winifred Wiley, or, if she does not survive me but I am survived by any issue of hers, then nine-tenths (9/10) of my residuary estate shall be paid and delivered to the Trustee named above, in trust for the uses and purposes and subject to the terms and conditions hereinafter set forth, this trust being referred to as the Polly Winifred Wiley Trust.

B. If I am survived by my daughter-in-law, Evalee E. Wiley, then one-tenth (1/10) of my residuary estate shall be paid and delivered to her, in fee and not in trust. If she does not survive me but I am survived by Polly Winifred Wiley or any issue of hers, then this one-tenth (1/10) residuary share shall be added to the Polly Winifred Wiley Trust. However, if I am not survived by Polly Winifred Wiley or any issue of hers or by Evalee E. Wiley but I am survived by any issue of Evalee E. Wiley, then this one-tenth (1/10) residuary share shall be paid and delivered to the Trustee named above, as a separate trust for the uses and purposes and

subject to the terms and conditions hereinafter set forth, this trust being referred to as the Evalee E. Wiley Family Trust.

C. If I am not survived by Polly Winifred Wiley or by any issue of hers, then the residuary share left in trust for them under paragraph A of this article shall be paid and delivered as follows:

(1) One-half (1/2) shall be added to the residuary share left to Evalee E. Wiley if she survives me, otherwise to the Evalee E. Wiley Family Trust if I am survived by any issue of hers.

(2) The other one-half (1/2) shall be paid and delivered in equal shares among the following persons, or the issue, by representation, of any of them who does not survive me:

Stewart Van Dyke, presently a resident of Dayton, Ohio;

Kinzly Moore, presently a resident of Williamson County, Tennessee;

Connie Harvard, presently a resident of Williamson County, Tennessee;

Kate S. Pentecost, presently a resident of Sumner County, Tennessee.

The share of any of said four persons who predeceases me without leaving issue who survive me shall be added to the other shares. These bequests are made outright and not in trust.

D. If I am not survived by Evalee E. Wiley or by any issue of hers, but I am survived by Polly Winifred Wiley or by any issue of hers, then the share left to Evalee E. Wiley or the Evalee E. Wiley Family Trust shall be added to the Polly Winifred Wiley Trust.

E. If I am not survived by Polly Winifred Wiley or by Evalee E. Wiley or by any issue of either of them, then my entire residuary estate shall be paid and delivered to the beneficiaries named and provided for in subparagraph (2) of paragraph C of this article, in the same manner as therein provided.

 Louise Hansen Wiley

ARTICLE VI

A. The provisions of this article apply to the Polly Winifred Wiley Trust.

B. If I am survived by Polly Winifred Wiley, the Trustee shall hold and administer the assets of said trust for the use and benefit of Polly Winifred Wiley during her lifetime. From and after the date of my death, the Trustee shall pay or apply such amounts of the principal or income of the trust estate as the Trustee deems advisable, to or for the use and benefit of Polly Winifred Wiley, in order to provide for her comfortable care, maintenance and support, and to assist her in providing for the comfortable care, maintenance and support of her husband and any children, if she is married or has any children. In determining the amount of such payments, the Trustee shall take into consideration the other funds available to Polly Winifred Wiley and the value and income of the trust estate. The Trustee may accumulate income or encroach on principal as it deems appropriate.

C. I expressly confer upon Polly Winifred Wiley the right and power to appoint the entire principal and any accumulated income of this trust estate, free of the trust, but said power shall be exercisable by her only by will, and shall be exercisable by her alone and in all events, and shall be exercisable by her in favor of her estate, or in favor of others, as she may elect. Upon the death of Polly Winifred Wiley, the entire remaining principal and accumulated income of this trust estate, if any, shall be distributed to such person or persons, or to the estate of Polly Winifred Wiley, free from all trusts created herein, in such manner and in such proportions as she may have designated and appointed in and by her Last Will and Testament, and if for any reason, upon the death of Polly Winifred Wiley, she has failed to exercise said power of appointment by her Last Will and Testament, the entire principal and accumulated income of this trust estate shall be paid and distributed as follows:

(1) To her issue, if any, in equal shares by representation.

(2) In default of such issue, then

(a) One-half (1/2) to Evalee E. Wiley, if she survives Polly Winifred Wiley, and if not, then it shall be added to and become a part of the Evalee E. Wiley Family Trust and shall be administered in accordance with the provisions thereof, if said trust is in existence, and if not, then to the then living issue of Evalee E. Wiley, in equal shares by representation.

(b) The other one-half (1/2) to those beneficiaries named and provided for in subparagraph (2) of paragraph C of Article V of my Will, in the same manner except that the beneficiaries shall be determined as of the date of Polly Winifred Wiley's death.

(c) If there is no beneficiary of one of said one-half (1/2) shares but one or more beneficiaries of the other one-half (1/2) share, then all to such surviving beneficiary or beneficiaries.

D. If Polly Winifred Wiley does not survive me but I am survived by any issue of hers, the Trustee shall hold and administer the trust estate for their benefit until all of her children who survive me have attained the age of twenty-one (21) years or until their earlier deaths. The Trustee shall pay or apply such amounts of the principal or income of the trust estate as the Trustee deems advisable to or for the use and benefit of the beneficiaries in order to provide for their care, maintenance, support and education, taking into consideration the other funds available to them and the value and income of the trust estate. The Trustee may accumulate income or encroach on principal as it deems appropriate. When all living children of Polly Winifred Wiley have attained the age of twenty-one (21) years, or upon their earlier deaths, the trust shall terminate and the balance of the trust estate, including principal and accumulated income, shall be distributed to the then living issue of Polly Winifred Wiley in

 Doris Hansen Wiley

equal shares by representation. In default of such issue, said trust assets shall be distributed in the same manner provided for in subparagraph (2) of paragraph C of this Article of my Will, except that the beneficiaries shall be determined as of the date of the termination of the trust.

ARTICLE VII

A. The provisions of this article apply to the Evalee E. Wiley Family Trust.

B. If the Evalee E. Wiley Family Trust shall be created, the Trustee shall hold and administer the trust estate for the use and benefit of the issue of Evalee E. Wiley until all of her children who survive me have attained the age of twenty-one (21) years or until their earlier deaths. The Trustee shall pay or apply such amounts of the principal or income of the trust estate as the Trustee deems advisable, to or for the use and benefit of the beneficiaries in order to provide for their care, maintenance, support and education, taking into consideration the other funds available to them and the value and income of the trust estate. The Trustee may accumulate income or encroach on principal as it deems appropriate. When all living children of Evalee E. Wiley have attained the age of twenty-one (21) years, or upon their earlier deaths, the trust shall terminate and the balance of the trust estate, including principal and accumulated income, shall be distributed to the then living issue of Evalee E. Wiley in equal shares by representation. In default of such issue, said trust assets shall be distributed in the same manner provided for in subparagraph (2) of paragraph C of Article V of my Will, except that the beneficiaries shall be determined as of the date of the termination of the trust.

ARTICLE VIII

A. The provisions of this Article shall be applicable to each trust created under my Will.

 Doris Hansen Wiley

B. When making any distribution upon the termination of the trust, my Trustee may retain sufficient assets to pay any liability which then or later may be imposed upon it until the liability finally has been determined.

C. If my Trustee reasonably determines that it is uneconomical to continue or establish a trust, the Trustee may terminate or not establish the trust and may distribute the trust assets, or property that would have been used to establish the trust, to the current income beneficiaries, in equal shares by representation. My Executor may exercise the same power as to any property that would be distributed to my Trustee but for this power.

D. My Trustee may accumulate income or encroach upon principal of my trust estate to such extent as the Trustee deems expedient in order to carry out the purposes for which the trust is created.

E. The Trustee shall be excused from making reports to any Court, but shall make reports to the current income beneficiaries annually and upon final distribution of the trust assets or appointment of a Successor Trustee.

F. Neither the principal nor the income of any trust shall be assigned, transferred, or in any way encumbered, by any beneficiary; nor shall the principal or income of any trust be liable for the debts of any beneficiary; nor shall the same be subject to seizure by any creditor of any beneficiary under any writ or proceeding at law or in equity.

G. In the event that the Trustee considers it impracticable to continue to act as Trustee of any trust, by reason of change of residence of the beneficiaries or for any other reason, the Trustee may resign upon giving written notice to the current income beneficiaries. A Successor Trustee may be appointed by a court of competent jurisdiction upon application of any interested party. The Successor Trustee shall be a corporation authorized to exercise fiduciary powers in any State in which at least one current income

beneficiary of the trust resides. When the Successor Trustee accepts appointment and receives the trust assets the administration of the trust shall be governed by the law of the State to which administration is transferred. The Successor Trustee shall have all the powers and duties of the original Trustee and shall serve without bond.

ARTICLE IX

I hereby declare that I am the widow of Mike M. Wiley and that I have the following child now living: Polly Winifred Wiley. My only other child, Konrad M. Wiley, is deceased and is survived by his widow, Evalee E. Wiley, who I refer to herein as my daughter-in-law.

ARTICLE X

As used in my Will, unless some other meaning and intent is apparent from the context, the plural shall include the singular and vice versa; masculine, feminine and neuter words may be used interchangeably; and any reference to issue or descendants shall include any adopted child and the issue of any adopted child, by birth or adoption.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, consisting of eleven (11) typewritten pages, each page of which bears my signature, this 26 day of May, 1989, in Davidson County, Tennessee.

Doris Hansen Wiley
Doris Hansen Wiley, Testatrix

The foregoing instrument was signed, published and declared by the said Doris Hansen Wiley, as and for her Last Will and Testament, in our sight and presence, and we at her request, and in her sight and presence, and in the sight and presence of each

 Doris Hansen Wiley

other, have hereunto subscribed our names as witnesses, this 24th day of May, 1989.

Penny Ellis

ADDRESS: 26 Bay St. Suite 200
Nashville TN 37201

Lucille Gordon

ADDRESS: 1508 Elliston Pl
Old Hickory, Tn. 37138

AFFIDAVIT OF WITNESSES TO PROVE WILL 8899 PAGE 963

Leroy J. Ellis III and Lucille Gordon,

first being duly sworn according to law, depose and say:

1. We are each more than eighteen (18) years of age.

2. The paper writing to which this affidavit is attached was signed in our sight and presence by Doris Hansen Wiley, the Testatrix, and was acknowledged by her to be her Last Will and Testament in our sight and presence, and we, at the request of the Testatrix and in her sight and presence and in the sight and presence of each other, thereupon subscribed our names as attesting witnesses, all on the 26 day of May, 1989, in Davidson County, Tennessee.

3. This affidavit is made at the request of the Testatrix.

4. At the time we witnessed said Will, the Testatrix was, in our opinion, of sound mind and more than eighteen (18) years of age.

Leroy J. Ellis

Lucille Gordon

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Subscribed and sworn to before me, this the 26th day of May, 1989.

Cindy Mansfield
NOTARY PUBLIC

My Commission Expires: 5/8/91

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