96P-1
7-10-96

STATE OF TENNESSEE, DAVIDSON COUNTY
I, Richard R. Rooker, Clerk of the Chancery Court of said County, do hereby certify that the foregoing is a true copy of the original on file in my office. Book WH Book 207 Page 179
Given under my hand and official seal, at office, in Nashville, this 29 of Oct 19 97.
RICHARD R. ROOKER, CLERK
By Deputy Clerk

LAST WILL AND TESTAMENT

OF

LILLIAN KRAFT

I, LILLIAN KRAFT, of Nashville, Davidson County, Tennessee, do make, declare and publish this my last will and testament, hereby revoking all former wills and codicils.

BOOK 10663 PG 87

ITEM I

My husband, Cyril Kraft, is referred to as my husband in this will. My children, Sherri D. Kraft, Glenda Kraft Cucher, Kay Kraft Raybin, and any children hereafter born to or adopted by me, are referred to individually as my child and collectively as my children. Reference to a section of the Internal Revenue Code shall mean the Federal Code of 1954, as amended, or the corresponding provision of any subsequent federal tax law.

ITEM II

I direct that all my lawful debts, including my funeral expenses and the costs of administration of my estate, be paid by my Executor as soon as practicable after my death. My Executor shall pay out of that portion of my residuary estate which is not included in the gift qualifying for the marital deduction all estate, inheritance, succession 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. I authorize my Executor and Trustee to utilize any proceeds of life insurance payable to my Executor, to my Trustee or to my estate for the payment of debts, taxes and expenses.

Lillian Kraft
Testatrix

ITEM III

I bequeath to my husband, if he shall survive me, all of my clothing, jewelry, personal effects, automobiles (together with any policies of insurance thereon) and all other tangible personal property owned by me at the time of my death. If my husband shall predecease me, I bequeath all of the above property to my children, to be divided among them in such manner as they agree upon. If any of my tangible personal property is not selected by my children it shall be sold and disposed of by my Executor in accordance with Item IV hereinbelow.

ITEM IV

All of the rest and residue of my property, real, personal and mixed, of whatever kind and character and wheresoever situate, shall be divided into two separate shares, which are designated as the "marital share" and the "family share." Said properties shall be allocated between those shares in the following manner:

A. First, there shall be allocated to the family share an amount equal in value to that which will provide (at applicable federal estate tax rates) the unified credit allowable pursuant to Section 2010 of the Internal Revenue Code against the federal estate tax imposed on the transfer of my estate; and

B. Second, there shall be allocated to the marital share an amount which, when added to the total value of any other amounts allowed as a marital deduction in the federal estate tax proceeding relating to my estate, shall equal the greater of $250,000.00 or one-half of my adjusted gross estate, as finally determined in such proceeding, such greater amount to be reduced by any adjustments required by Section 2056 (c) (1) (B) of the Internal Revenue Code; and

Lillian Kraft
Testatrix

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

[redacted]hird, there shall be allocated to the family share the [redacted]r thereof, if any.

With respect to the amount to be allocated to the marital share, which share I devise and bequeath to my husband absolutely and free of trust, my Executor is authorized to satisfy such share in money or in kind or partly in each, but shall not allocate to the marital share any asset which does not qualify for the marital deduction. Any such asset so transferred in kind shall be valued at the same amount as used in determining the federal estate tax finally imposed on the transfer of my estate. Assets, including cash, when distributed to the marital share shall have an aggregate fair market value fairly representative of the appreciation and depreciation in the value of all property available for distribution. In the event my husband shall not survive me or in the event no portion of the residue of my estate is required under the provisions of Paragraph B of this Item to be allocated to the marital share, then I direct that the entire residue of my estate go into the family share.

In making the allocation to the marital share, my Executor shall be vested with all the discretionary powers herein conferred; provided, however, that it is my intent and purpose that the marital share shall qualify for the marital deduction for federal estate tax purposes, and my Executor shall not exercise any discretionary powers in any manner which would disqualify this share for such marital deduction; and, accordingly, all other provisions of this will shall be interpreted and limited so as to achieve such deduction. Any provision of this will which cannot be so interpreted or limited and which is inconsistent with such intent shall be void.

Lillian Kraft
Testatrix

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

ITEM V

I devise and bequeath the family share, as determined in ITEM IV hereinabove, to my Trustee hereinafter named, in trust, to be held, administered and distributed with all the rights and in accordance with all the terms, conditions and limitations and for the uses and purposes hereinafter set forth:

A. 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 husband, my children who survive me, and issue of any of my children who predecease me, so much of the net income of the trust as my Trustee, in his sole and absolute discretion, deems necessary, proper or desirable and shall pay over said amounts or amounts to or for the use of such beneficiaries, without regard to equality of distribution. Any income not required to be distributed shall be incorporated, at least annually, into the corpus of the trust.

B. If at any time the net income of the trust is not sufficient to provide properly for the health, maintenance, education and support of my husband, my children who survive me, and issue of any of my children who predecease me, then the Trustee is hereby authorized to encroach upon the corpus of the trust to whatever extent he may determine, in his sole and absolute discretion, to be necessary, proper or desirable and to pay over said amount or amounts to or for the use of my said beneficiaries, without regard to equality of distribution. It is my desire that, in making the foregoing distributions of income and corpus, the Trustee consult with my husband and consider his wishes.

C. Upon the death of my husband (or upon my death if he shall not survive me), the Trustee shall divide the corpus of the trust, including any undistributed income, into as many equal shares as

Lillian Kraft
Testatrix

there are children of mine then living and deceased children of mine leaving issue then living, one share for the benefit of each; provided, however, that if any of my living children be unmarried at the time when such division is made, then such child's share shall be twice as much as the other shares. In making the division of the trust into shares, it will not be necessary to equalize or make credits or offsets for expenditures previously made on behalf of any of my children or issue of a deceased child during the administration of the trust. The share for the issue of a deceased child shall be distributed to them, per stirpes, subject to Section D hereinbelow. The share for a living child shall be distributed to her absolutely.

D. If any beneficiary to whom the Trustee is directed in the preceding Section C to distribute any share of the trust corpus is under the age of twenty-one (21) 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 corpus as the Trustee deems necessary for his or her health, education, maintenance and support.

E. Anything in this will to the contrary notwithstanding, no trust 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 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.

ITEM VI

A. During the minority or incapacity of any beneficiary to or for whom income or corpus is authorized or directed to be paid

Liliana Kraft
Testatrix

under this my last will and testament, my Trustee may pay, transfer or assign the same in any one or more of the following ways: (a) directly to such beneficiary such amount as he may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or corpus solely for the benefit of the beneficiary; (d) by expending such income or corpus directly for the health, education, maintenance or support of such beneficiary. My Trustee shall have the power in his uncontrolled discretion to determine whether a beneficiary is incapacitated, and his determination shall be conclusive.

B. Neither the corpus nor income of the trust herein created shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary, nor shall any income or corpus of said trust estate 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 corpus, 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.

ITEM VII

If my husband and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I survived him; and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

Lillian Kraft
Testatrix

ITEM VIII

I authorize my Executor and Trustee, including any substitute or successor personal representative or 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 any trust, to exercise any and all the powers set forth in Section 3, Chapter 110, of the Public Acts of the Tennessee General Assembly of 1963, T.C.A. § 35-618, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this will) are granted, even should said statute be amended hereafter or repealed at the time of my death. Without in any way limiting the foregoing, my 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 he were acting as Testamentary Trustee.

ITEM IX

I appoint my husband, Cyril Kraft, to be the Executor of this my last will and testament. If my husband is unable to serve for any reason, I appoint my brother-in-law Joe Kraft as First Alternate Executor and my brother-in-law Morris Kraft as Second Alternate Executor. I appoint my brother-in-law Joe Kraft to be the Trustee of the trust herein created. If my brother-in-law Joe Kraft is unable to serve for any reason, I appoint my brother-in-law Morris Kraft as Alternate Trustee. I direct that no bond or other security be required of my said fiduciaries for the faithful performance of their duties. The Trustee is excused from making any accounting or report regarding the administration of the trust herein created to any court,

Lillian Kraft
Testatrix

least annually there shall be furnished to the income beneficiary beneficiaries of such trust a statement of receipts and disbursements, as well as a statement of the net value of the trust.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament, consisting of this and the preceding seven (7) typewritten 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 3rd day of January, ~~1979~~ 1980, at Nashville, Tennessee.

Lillian Kraft
Lillian Kraft
Testatrix

Signed, sealed, published and declared by the Testatrix, LILLIAN KRAFT, to be her last will and testament in the presence of all of us at one and the same time and we, at her request and in her 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 Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Names	Addresses
Julie W. Robinson	Home Federal Bldg, Nashville, Tenn.
[illegible]	Home Federal Bldg. Nashville Tenn.
Harold Bigham	Home Federal Bldg, Nashville, TN

CODICIL NO. 1

TO THE LAST WILL AND TESTAMENT

OF

LILLIAN KRAFT

BOOK 10663 PG 95

I, Lillian Kraft, of Nashville, Davidson County, Tennessee, having heretofore made and published my last will and testament executed January 3, 1980, do make and declare this as Codicil No. 1 thereto, to-wit:

1. The provisions contained in Item IV of my will concerning the allocation of my residuary estate are amended to provide that my residuary estate shall be allocated between the marital share and the family share as follows:

A. First, there shall be allocated to the family share an amount equal in value to that which will provide the maximum unified credit permitted to my estate by the Internal Revenue Code; and

B. Second, there shall be allocated to the marital share the remainder thereof.

2. Item II of my will is amended to provide that any estate, inheritance, succession or other death taxes shall not be payable out of the family share of my estate but, to the extent there be any, they are payable out of the marital share.

I hereby ratify, republish and reaffirm my said last will and testament in all respects except as modified by this Codicil No. 1 thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this Codicil No. 1 to my last will and testament at Nashville, Tennessee, on this the 14th day of November, 1983.

Lillian Kraft

Lillian Kraft, Testatrix

Signed, sealed, published and declared by the Testatrix, Lillian Kraft, to be her Codicil No. 1 to her last will and testament in the presence of all of us at one and the same time, and we, at her request and in her 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 Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

NAMES	ADDRESSES
Marie D. Collie	#306 Wesley Towers, Nashville, Tn 37205
Don Eastman	6501 Harding Rd. Nashville, TN. 37205
[illegible]	313 WILSON BLVD NO. NASHVILLE, TN 37205

BOOK 10663 PG 96

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Don Eastman, Marie D. Collie and Kerry P. O'Neil, after first being duly sworn according to law, depose and say:

1. That they are adult citizens and residents of the state and county listed below beside their respective signatures.

2. That they witnessed the execution of Codicil No. 1 to the last will and testament of Cyril Kraft, dated the 14 day of November, 1983, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testator.

3. That their signatures are affixed to the said Codicil No. 1 to his last will and testament, that they signed or affixed the same at the instance and request of the Testator, and in his presence, and in the presence of each other, at the place and on the date recited in said Codicil No. 1 to his last will and testament.

4. That the Testator signed said paper writing as and for his Codicil No. 1 to his will and testament in their sight and presence.

5. That at the time they witnessed said Codicil No. 1 to his last will and testament, the Testator was, in their opinion, of sound mind.

Don Eastman
WITNESS residing at 6501 Harding Rd.
Nashville
Davidon County TN State

Marie D Collie
WITNESS residing at #306 Wesley Towers
Nashville, Tn 37205
Davidson County Tn State

Kerry P O'Neil
WITNESS residing at 313 WILSON BLVD NO.
NASHVILLE TN
DAVIDSON County TN 37205 State

Sworn to and subscribed before me this 14 day of November, 1983.

Pamela B. Phillips
Notary Public

My Commission Expires: April 19, 1987

5191 10/29 0101 03CHECK 40.00

FELIX Z. H[illegible] REGISTER
DAVIDSON COUNTY, TN.
87 OCT 29 PM 2:08

MAIL ENV.

IDENTIFICATION REFERENCE
0363968