BOOK 11150 PAGE 615

Last Will and Testament Apr. 17-1935

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Will BOOK 60 PAGE 751-766

JANICE W. JORDAN, Clerk & Master

OF

KENNETH D. WARREN

ARTICLE I

DECLARATIONS

1.1 Last Will: I, **KENNETH D. WARREN**, a resident of Williamson County, Tennessee, hereby make and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

1.2 My Family: My wife is **KRISTI L. WARREN** and she is referred to as "my wife" and "my spouse" in this Will. My children are **DANA L. WARREN, ROBIN C. WARREN, AND DREW G. WARREN.**

ARTICLE II

APPOINTMENT OF EXECUTRIX, TRUSTEES AND CUSTODIAN

2.1 Appointment of Executor: I appoint my **WIFE** as Executrix of my Will. If my wife fails or ceases to serve, I appoint **MARK G. WARREN**, as alternate or successor Executor. I excuse my Executrix and her successor(s) from bond in all events. My Executrix is excused from filing an inventory and all accountings with the Court.

2.2 Appointment of Trustees: I appoint my **WIFE** and **CAVALRY BANKING, FNB**, (its successors or assigns) as Co-Trustees of any trusts created by my Will. I excuse my Trustees and their successor(s) from bond in all events. My Trustees are excused from filing all accountings and reports with any court.

2.3 Appointment of Guardian of the Person: If my wife predeceases me, and any of my children are under the age of eighteen (18) years, I nominate and appoint **DR. OR MRS. JOHN CRAIG ROMER OF HUNTSVILLE, ALABAMA** to serve as Guardian of their person.

2.4 Appointment of Custodian: If my wife predeceases me and any of my surviving children are under the age of twenty-one (21), then I appoint **DR. OR MRS. JOHN CRAIG ROMER OF HUNTSVILLE, ALABAMA** as Custodian under the Tennessee Transfer to Minors Act for all personal property each child is given under the provisions of ARTICLE IV of this Will. I excuse any Custodian from bond. The Custodian shall be excused from filing all inventories, reports and accountings to any court or to any beneficiary.

ARTICLE III
TAXES, DEBTS AND EXPENSES

3.1 Estate and Inheritance Taxes: Any and all estate and inheritance taxes assessable by reason of my death, whether based on transfers under my Will or outside it, are charged against the KDW FAMILY TRUST, without apportionment, except the Executrix shall make claim, if and to the extent permitted by law, for death taxes assessed against my estate because of any power of appointment which I may have or because of the inclusion of any qualifying income interest for life.

3.2 Generation-Skipping Tax: Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

3.3 Debts and Expenses: I direct that all of my funeral expenses, expenses of administering my estate and just debts be paid as soon as practicable and in such order and out of such of the assets of my estate as the Executrix deems appropriate.

ARTICLE IV
SPECIFIC GIFTS

4.1 Personal Property: Much of the tangible personal property located in our home already belongs to my wife, and, therefore, I make no disposition of such property. Whatever tangible personal effects, including furniture, clothing, jewelry, collectible coins, silver, books, pictures, china, automobiles and their equipment, boats, articles of personal or household use or adornment and policies of insurance on such property, which I may own at my death, I give outright to my wife if she survives me, and if not, I give such articles in equal shares to such of my children as shall survive my death to be divided as they shall agree, and if they fail to agree or if all or any of them are then under the age of twenty-one (21) years, my Executor shall decide the method of dividing said assets and such decision of the Executor shall be final. If any of my children are under the age of twenty-one (21) at the time of my death, the assets passing to such child shall be distributed to the **CUSTODIAN** to be held until such child reaches the age of twenty-one (21) years, at which time the Custodian shall deliver the property outright. While holding such property, the Custodian is relieved of any obligation to produce earnings from such property and is only required to hold it pending distribution. I expressly authorize the Executor in its discretion to sell any part or all of said property not wanted by the beneficiary or inappropriate for the beneficiary to whom it is given and to make the

proceeds thereof a part of my residuary estate.

4.2 Personal Residence and Lot: Any interest I may own at the time of my death in my personal residence or residences, and in all land adjoining the same, I give and devise to my wife, if my wife survives me, without right of contribution. Any interest I may own at the time of my death in a lot located on Bell Road, I give and devise to my wife, if she survives me, without right of contribution.

ARTICLE V
MARITAL GIFT IN TRUST

5.1 Marital Gift: If my wife survives me, I give to the Trustee in trust for my wife the smallest pecuniary amount, if any, as finally determined for federal estate tax purposes necessary to produce the least federal estate tax payable by reason of my death, taking into account the unified credit and the state death tax credit (provided use of this credit does not require an increase in state death taxes payable) allowable to my estate but no other credits. It is my desire that this bequest increase my taxable estate to the largest amount which will not result in an increase in federal estate tax payable by my estate provided, however, use of the federal state death tax credit shall apply only to the extent that it does not cause an increase in death taxes paid. Property allocated in kind shall be valued at its fair market value as of the date of distribution. Only assets which qualify for the Federal Estate Tax and Tennessee Inheritance Tax Marital Deduction are to be allocated by the Executors to fund this bequest.

5.2 Disclaimer: If my wife survives me, she may choose to disclaim all or some portion of this marital gift. In making such decision I recommend, but do not require, that my wife consult with my attorneys, and other advisers. If she does choose to disclaim any such assets, such disclaimed assets will be allocated to the KDW FAMILY TRUST. Notwithstanding ARTICLE III above there shall be charged against the disclaimed

property the entire increment in taxes to the extent that the total of such taxes is greater than it would have been if no disclaimer had been made.

5.3 Marital Trust Terms: The Trustee shall take, hold, manage, invest, sell, reinvest and dispose of the trust assets of KDW MARITAL Trust as follows:

(A) During the life of Kristi, the Trustee shall pay to my wife the entire net income of the Trust at least quarter-annually. Upon Kristi's death, all income of the Trust which is accrued or undistributed at my spouse's death shall be paid to my wife's estate.

(B) The Trustee, other than my spouse, in that Trustee's sole discretion, from time to time believes desirable for the health, support in reasonable comfort, best interests, and comfort of my wife, considering all factors deemed pertinent by that Trustee and having due regard to the other assets available to my wife and the standard of living to which she is accustomed.

(C) My wife shall have the right to demand in writing and to receive from the Trustee in each calendar year succeeding my death, but on a noncumulative basis, as much as the greater of Five Thousand Dollars ($5000.00) or five percent (5%) of the aggregate value of the principal of this Trust determined at the end of said calendar year.

(D) Upon the death of my wife, the Trustee shall distribute any remaining property in this Trust estate to such one or more persons who are descendants of mine, or who at any time were married to a descendant of mine, as my spouse may appoint by her last will and testament, and any such property not so appointed shall be added to, and thereafter be administered as part of, the principal of the KDW FAMILY TRUST.

ARTICLE VI

KDW FAMILY TRUST

6.1 KDW Family Trust: I give all the rest and residue of my estate including all lapsed or void legacies to the KDW FAMILY TRUST to be administered and disposed of as follows:

(A) Phase One: During the life of my wife, the Trustee shall administer the KDW Family Trust as follows:

(1) The Trustee shall distribute to any one or more of my spouse and my descendants from time to time living as much of the net income and principal of the KDW Family Trust, even to the extent of exhausting principal, as the Trustee, other than my spouse, in that Trustee's sole discretion, from time to time believes desirable (i) for the health, support in reasonable comfort, education (including private secondary, college, and graduate or professional education), best interests, and comfort of my spouse and my descendants, (ii) to purchase an automobile for a child of mine at the earlier of that child obtaining a significant college scholarship or graduating from college with a four-year degree, (iii) to pay for a wedding.

(2) My primary desire is that my wife be supported as well as possible during her life, rather than the preservation of the principal until the termination of this trust, and I wish the Trustee to be guided by this consideration in determining the amount to be used for the support of my wife.

(3) Insofar as the Trustee, other than my spouse, deems it advisable, no principal of the KDW Family Trust shall be distributed to my spouses as long as any principal remains in the trust named for my spouse;

(4) The Trustee may make unequal distributions to my descendants or may exclude one or more of them, and shall have no duty to equalize those distributions.

(B) Phase Two: After the death of my wife and during the period when any one or more of my children are under the age of forty (40), the Trustee shall administer the KDW Family Trust as follows:

(1) The Trustee shall distribute to any one or more of my descendants from time to time living as much of the net income and principal of the KDW Family Trust, even to the extent of exhausting principal, as the Trustee, in the Trustee's sole discretion, from time to time believes desirable for (i) for the health, support in reasonable comfort, education (including private secondary, college, and graduate or professional education), best interests, and comfort of my descendants, (ii) to purchase an automobile for a child of mine at the earlier of that child obtaining a significant college scholarship or graduating from college with a four-year degree, (iii) to pay for a wedding for a child of mine.

(2) The Trustee may make unequal distributions to my descendants or may exclude one or more of them, and shall have no duty to equalize those distributions.

(3) Any undistributed net income shall be accumulated and added to the principal of the KDW Family Trust, as from time to time determined by the Trustee.

(4) My primary concern during this phase of administration is for the health, support in reasonable comfort, education, best interests, and welfare of my descendants who are from time to time living rather than for the preservation of principal for ultimate distribution to my descendants.

(C) Phase Three: After the death of my wife and when my youngest then living child is at least twenty-five (25) years of age (or all my children have sooner died), or at my death, if later, the property in this trust shall be divided into as many separate and equal shares as I have children then living and deceased children with descendants then living. The Trustee shall distribute one of the shares per stirpes among the descendants than living of each deceased child of mine, except that the share of any descendant of a deceased child then under twenty-one (21) years of age may be held in trust as provided in ARTICLE IX. The Trustee shall hold one of the shares in a separate trust named for each then living child of mine and his or her descendants living from time to time and shall administer each separate trust as follows:

(1) The Trustee shall be authorized to encroach upon the principal of

the trust of any such child in such amounts as the Trustee may deem necessary in its judgment to provide for (i) for the health, support in reasonable comfort, education (including private secondary, college, and graduate or professional education), best interests, and comfort of such child and his or her descendants from time to time living, (ii) to permit such child to make a reasonable down payment on a personal residence, (iii) to pay for a wedding. (iv) to permit such child to enter into or engage in a business or profession in which the Trustees believe such child has reasonable prospects for success, (v) to purchase an automobile at the earlier of that child obtaining a significant college scholarship or graduating from college with a four-year degree, in each case considering all circumstances and factors deemed pertinent by the Trustees. The Trustee shall be authorized in the Trustee's discretion to distribute to any child of mine from the trust of such child, a portion of the principal of the trust to enable such child to marry, to purchase a home, to enter a business or profession, or for similar purposes if the Trustee deems such distribution to be for the best interests of such child.

(2) The Trustees may make unequal distributions to the descendants of the child or may exclude one or more of them, and shall have no duty to equalize those distributions.

(3) After the death of my wife and the division of the property into separate trusts, if and when a child is thirty (30) years of age, the Trustee shall distribute to such child one-third (1/3) of the property remaining in the trust of such child, and if and when such child is thirty-five (35) years of age, the Trustee shall distribute to such child one-half (½) of the property remaining in the trust of such child, and if and when such child is forty (40) years of age, the Trustee shall distribute all of the property remaining in the trust of such child.

(4) Should any child die after the division of the property into separate trusts, but before such child has become entitled to receive all of his or her trust, then the trust of such child shall be distributed per stirpes among the surviving descendants of such child, if any, and if none, shall be added equally to the trust shares originally set apart for my other children or their descendants and be held and distributed in all respects as if it

had originally been a part of such other shares.

ARTICLE VII
FAILURE OF BENEFICIARIES

7.1 Failure of Beneficiaries: If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or any trust created hereunder, such assets shall vest in and be paid over to those persons and in those shares they would have taken had I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

8.1 Spendthrift Provision: In all circumstances, despite any provisions of law to the contrary, no power of appointment or power of withdrawal shall be subject to involuntary exercise, and no interest of any beneficiary shall be subject to anticipation, to claims for alimony or support, to voluntary transfer without the written consent of the Trustee, or to involuntary transfer in any event.

8.2 Rule against Perpetuities: Anything in this Will to the contrary notwithstanding, all property of every trust created by this Will shall vest in and be distributed to the persons then entitled to the income from such property one day prior to the expiration of the longest time permissible by the relevant application of the Rule against Perpetuities, if any, unless sooner vested under the dispositive provisions hereof. The purpose of this provision is to prevent any possible violation of the rule against perpetuities and this provision should be so construed.

8.3 Successor Fiduciaries: All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. A successor fiduciary shall have no responsibility or accountability for the acts of a predecessor fiduciary and shall not be required to inquire into the acts or doings of a predecessor.

8.4 Interpretation: Whenever used herein and to the extent appropriate, the masculine, feminine, or neuter gender shall include the other two genders, the singular shall include the plural, and the plural shall include the singular.

8.5 Compensation: Any individual Trustee, Executrix, successor, or co-fiduciary serving under this Will or any trust created my this Will shall receive reasonable compensation. The Corporate Trustee is entitled to fees due under its published fee schedule then in effect. I request the Custodian of Personal Property to serve without compensation.

8.6 Successor Trustee Appointment: If my wife fails or ceases to act as a trustee hereunder for any reason, the Trustee Appointer indicated in paragraph 8.7 of this Article may, by written instrument, appoint any successor individual Co-Trustee to serve with the corporate Trustee. If the corporate or successor corporate Trustee fails or ceases to act as a Trustee hereunder for any reason, the Trustee Appointer indicated in paragraph 8.7 of this Article shall, by written instrument, appoint any Qualified Appointee as successor corporate Trustee. The Trustee Appointer may at and time, by written instrument, approve the accounts of the Trustees with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and of all necessary parties.

8.7 Trustee Appointer: The Trustee Appointer shall be my wife if she is then living, and if not, the majority of my adult children who are thirty (30) years of age or over and

are not disabled, and if none, Mark G. Warren. The Trustee Appointer shall act only in a fiduciary capacity in the best interests of all current or potential trust beneficiaries.

8.8 Trustee Removers: My spouse shall have the power at the time and from time to time to remove any corporate Trustee by signed notice in writing delivered to the corporate Trustee, provided that in such notice of removal my spouse shall appoint an accepting successor Qualified Appointee. If my spouse is deceased or legally incapacitated, a majority of my children who are thirty (30) years of age or over and are not disabled shall, in my spouse's place and stead, have the same such powers. If my spouse is deceased or disabled and none of my children are thirty (30) years of age and not disabled, then Mark G. Warren shall have the powers set forth in this provision.

8.9 Qualified Appointee: A Qualified Appointee means any corporate trustee who is not related or subordinate to the individual trustees or to the current or potential trust beneficiaries within the meaning of the Internal Revenue Code Sec. 672(c) of 1986, as amended. The successor Trustee is under no duty to inquire into or audit the acts of its predecessor.

8.10 Limitation on Discretionary Powers: Notwithstanding anything in this Will to the contrary, no individual Trustee or Executrix shall (i) participate in any decisions as a fiduciary regarding the discretionary distribution of income or principal to himself or herself, or to or for his or her benefit; or (ii) have the authority to appoint income or principal to his or her creditors, his or her estate, creditors of his or her estate, or to or for the benefit of any child to whom he or she owes a legal obligation of support and for which such discretionary distribution would constitute a discharge of such legal obligation of support. In the event that any individual Trustee or Executrix is in a position where such a decision would have to be made, such fiduciary shall not participate in such a decision and instead any Co-Trustee or Co-Executor shall make such decision. Further, if there is no Co-Trustee or Co-Executor, then the next named successor Trustee or

Executor, as the case may be, who is willing and able to participate, shall become the Co-Trustee or Co-Executor to make such decision. The purpose of this provision is to prevent such person (or such person's estate) from being taxed because of such power. This paragraph shall not apply to any power such individual may have in his or her personal capacity and not as Executrix or Trustee.

ARTICLE IX
EXECUTOR AND TRUSTEE POWERS

9.1 Powers Granted to Executrix and Trustee: I give the Executrix all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated Section 35-50-110, as if the language thereof were incorporated in this Will verbatim. I give the Trustee all the powers recited in the introductory paragraph and subparagraphs five (5) through thirty-three (33) of T.C.A. §35-50-110 as if the language thereof were incorporated in this Will verbatim. Notwithstanding the above, no fiduciary hereunder shall be deemed to be given any of the powers contained in subparagraphs eighteen (18), nineteen (19) or thirty-one (31) with respect to any bequest or trust which qualifies for the Federal estate Tax or Tennessee Inheritance Tax Marital Deduction.

9.2 Trust for Beneficiaries Under the Age of Twenty-one (21): Whenever the Executrix or Trustee is directed to distribute any property in fee simple to a person who is then under twenty-one (21) years of age, the Trustee shall be authorized to hold such property in trust for such person until he or she becomes twenty-one (21) years of age, and in the meantime shall use such part of the income and the principal of the trust as the Trustee may deem necessary to provide for the proper support and education of such person. If such person should die before becoming twenty-one (21) years of age, the property then remaining in the trust shall be distributed to the personal representative of such person's estate.

9.3 Tax Elections: The Executrix or Trustee shall be authorized to make any election permitted by any tax law, including the filing of joint returns and the consenting to have gifts made by my wife treated as if made partially by me, if in the opinion of the Executrix or Trustee such election is for the combined best interest of my estate and the beneficiaries thereof, and shall be authorized to make, or fail to make, such adjustment between the parties or the several bequests or accounts as the Executrix or Trustee may deem equitable and just under all the circumstances.

9.4 Trustee Resignation: Any Trustee named or acting as Trustee under this Will may refuse to so act or resign and be discharged from acting as a Trustee by giving, personally or by mail, written notice of the Trustee's resignation or refusal, to the Trustee Appointer. Such notice shall specify the date when such resignation shall take effect, which date (except as the person to whom notice of such resignation shall have been given shall otherwise consent) shall be at least sixty (60) days after the mailing thereof.

9.5 Power of Attorney: Any Executrix or Trustee may give to any Co-Executor or Co-Trustee power of attorney to act for or to sign the name of such Executrix or Trustee to any paper and any action taken pursuant to such power of attorney shall be valid for all purposes as if done or signed in person by the Executrix or Trustee giving such power of attorney.

9.6 Waiver of Conflicts: The Executrix or the Trustee of any trust created by this Will shall be authorized to sell any property to or to purchase any property from any other trust created by this Will or created by me during life, or the estate of my wife or any trust created by my wife by will or during life at the fair market value as determined by the Executrix or Trustee, even though the same person may be acting as trustee the other trust(s) or as Executor of my wife's estate and as the Executrix or Trustee of the trusts under my Will.

9.7 Legal Disability of Beneficiary: If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability or in the opinion of the Trustees is incapable of properly managing his or her financial affairs, then the Trustees may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary or to a custodian selected by the Trustees for the beneficiary under a Uniform Transfers to Minors Act of similar applicable law or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustees consider advisable.

ARTICLE X
SIMULTANEOUS DEATH PROVISION

11.1 If my wife and I die and it cannot be determined who died first, it shall be conclusively presumed for all purposes of this Will that she survived me.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 9th day of MAY, 1997.

Kenneth D. Warren

The foregoing instrument was signed, published and declared by the said **Kenneth D. Warren** as and for his Last Will and Testament in the joint sight and presence of the undersigned, who at his request and in his sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

Ann Wright residing at Milton, TN 37129

Serena Biasier residing at Murfreesboro, TN

STATE OF TENNESSEE)
ss.)
RUTHERFORD COUNTY)

We, the undersigned, being fist duly sworn, make oath that **Kenneth D. Warren**, on the day and date above written, declared and signified to us that the foregoing instrument was his Last Will and Testament; that he then signed 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 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.

Serena Brasier

SWORN to and subscribed before me this the 9th day of may, 1997.

Notary Public

My commission expires: 3-18-2000

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IDENTIF. & REFERENCE

98 OCT -9 AM 10:07

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

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.
ELAINE B. BEELER, Clerk & Master

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