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BOOK 11191 PAGE 331

LAST WILL AND TESTAMENT
OF
DEBORAH ANN PHILLIPS

I, Deborah Ann Phillips, a resident of Nashville, Davidson County, Tennessee, do publish and declare this to be my Last Will and Testament, hereby revoking all prior testamentary instruments.

I. PAYMENT OF DEBTS AND TAXES

I direct that all my matured debts, funeral expenses, expenses of my last illness and for the administration of my estate, and any estate or inheritance taxes that may be imposed by reason of my death, be paid out of my residuary estate by my Executor without proration among the several beneficiaries.

II. BEQUEST OF TANGIBLE PERSONAL PROPERTY

(A) I give and bequeath to my Trustee, hereinafter named, to be held by said Trustee for the benefit of my three daughters, Dawn Michelle Phillips, Devon Mellanie Phillips, and Debra Mellisa Phillips, all of my tangible personal property, including automobiles, clothing, jewelry, cash, and all other articles of personal use or ornament, and all furniture, furnishings and appliances that I may own at the time of my death, wheresoever situated. Said Trustee shall distribute said property in accordance with the Trust provisions set forth in Article III below.

(B) The minority and disability provisions set forth in Article V shall govern the distribution of any tangible personal property to a minor.

(C) In the event that my youngest minor child shall have attained her twenty-first (21st) birthday prior to my death, then the property set forth in Article I(A) above shall be divided equally among my three children, per stirpes.

III. RESIDUARY ESTATE

I give, devise and bequeath all the rest, residue and remainder of my estate as follows:

0508993
IDENTIFICATION REFERENCE

98 NOV -5 PM 1:43
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

Deborah Ann Phillips
DEBORAH ANN PHILLIPS

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(A) Provided that my youngest daughter shall have attained her twenty-first (21st) birthday, then I direct that all the rest and residue of my estate shall be delivered outright and in fee to my children, in equal shares, per stirpes.

(B) If any of my daughters shall be under the age of twenty-one (21) years, I direct that all the rest and residue of my estate shall be delivered to my Trustee, hereinafter named, to be held as a separate trust for my children. I direct my Trustee to pay, to or on behalf of any of said children, so much of the income and principal in the trust as my Trustee, in its uncontrolled discretion, may determine is necessary for the formal education of any of said children. At the present time, each of my children are enrolled in parochial schools, and I suggest to my Trustee that my real property, located at 1204 Vultee Boulevard, Nashville, Davidson County, Tennessee, be utilized as the primary source asset for each of my children's educational expenses. My Trustee may also utilize from this Trust any income and/or principal that may be available for any of my children to pursue a private high school, college or university education. As each child reaches the age of twenty-one (21) years, my Trustee shall distribute all of that child's share to her outright and in fee at that time. The trust shall completely terminate when the youngest child reaches the age of twenty-one (21) years.

IV. OPTIONAL TERMINATION OF TRUSTS

My Trustee may, in its sole and absolute discretion, terminate any trust created hereunder when, in its opinion, the principal amount thereof does not warrant the cost of continuing said trust, or its administration would be otherwise impractical. Upon such termination, my Trustee shall pay over the then remaining balance in such trust to or for the benefit of the beneficiary.

V. MINORITY AND DISABILITY PROVISIONS

(A) My Executor and my Trustee may make payments and distribute property under the provisions of this Will on behalf of any minor or incompetent beneficiary to any person having the care, custody and control of said beneficiary, or to any other

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person my fiduciaries may deem proper, or directly to said beneficiary, without the necessity of the intervention of a legally appointed guardian, and without any duty on the part of my fiduciaries to supervise or inquire into the application thereof.

(B) If it becomes necessary or advisable, after I become deceased and while any of my beneficiaries are still minors, to appoint a legal guardian for the person or estate of any beneficiary of mine, then I nominate and appoint my ex-husband, George Michael Phillips, a resident of Charlotte, Dickson County, Tennessee, to serve as Testamentary Guardian. In the event that he shall fail or cease to serve in said capacity, then I nominate and appoint my brother, James Richard Frazier, a resident of Hermitge, Davidson County, Tennessee, to serve as Testamentary Guardian. I authorize my Executor and my Trustee to make payments or distributions under the provisions of this Will to the above-named person or persons who may serve as Testamentary Guardian for any minor beneficiary, and I direct that no bond or other security be required of any of them for the faithful performance of their duties.

VI. POWERS OF EXECUTOR AND TRUSTEE

I incorporate by reference, as fully as if copied verbatim, all of the provisions and powers set forth in Tennessee Code Annotated Sec. 35-50-110, which section enumerates the administrative powers that I hereby confer upon my Executor and my Trustee.

Without in any way limiting the applicability of the foregoing, I specifically give my Trustee the following powers:

(A) To use any portion of the principal assets contained in said Trust for the purpose of paying my funeral expenses, the debts and expenses of administering my estate, and any estate or inheritance taxes that may be imposed by reason of my death, without requiring reimbursement from my Executor or the beneficiaries of my estate. Such assets, however, shall be free from the claims of all creditors except to the extent that my Trustee deems it desirable to pay any claims from this source.

(B) To pay from the trust funds available the expenses of administering the trusts. I specifically withhold from my Trustee any power to distribute funds or make payments to the Guardian of my children for items such as support, maintenance,

Deborah A Phillips
DEBORAH ANN PHILLIPS

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health or welfare. My ex-husband has the financial capacity to care for and maintain my children, and is not expected to be in need of any financial contribution from this Trust for any purpose other than private, parochial, college or university educational expenses.

VII. APPOINTMENT OF EXECUTOR AND TRUSTEE

I appoint my ex-husband, George Michael Phillips, to be the Executor of this my Last Will and Testament. (All references in this Will to "Executor" shall apply equally to "Executrix".) If my ex-husband should for any reason fail or cease to serve as Executor hereunder, then in such event, I appoint my brother, James Richard Frazier, to serve as Executor hereunder. I further appoint James Richard Frazier to serve as Trustee of all trusts which may be created hereunder. I do hereby expressly relieve and exempt my Executor from the necessity of giving bond or other security for the faithful performance of his or her duties herein, or to make or file an inventory, settlement, or accounting with any Court in which they may be called upon to act in the administration of my estate, except that my Executor shall provide an Inventory and Accounting to my Trustee.

VIII. ORDER OF DEATH PRESUMPTION

If any beneficiary and I die under circumstances in which the order of our deaths cannot be factually determined, it must be presumed that I survived the beneficiary.

IX. MISCELLANEOUS

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable, where appropriate, to all genders.

IN WITNESS WHEREOF, I, Deborah Ann Phillips, have hereunto subscribed my name to this, my Will, contained in six (6) pages, including attached Affidavit of Witnesses, on each of which I have subscribed my name in the sight and presence of the undersigned attesting witnesses, who at my request and in my sight and presence, and in the sight and presence of each other, have subscribed their names as attesting witnesses in the City of Hermitage, County of Davidson, State of Tennessee,

DEBORAH ANN PHILLIPS

this the 16 day of January, 1990, and pursuant to Tennessee Code Annotated Sec. 32-2-110, I request the attesting witnesses to make the Affidavit which is attached to this Will.

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DEBORAH ANN PHILLIPS

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WITNESSES:

Gail Pecanty

Cindy Borden

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the undersigned attesting witnesses, after first being duly sworn according to law, make oath or affirm as follows:

1. That Deborah Ann Phillips signed the foregoing Last Will and Testament on the date shown on the Will, and at the time of such signing, she informed us that she signed it as her Last Will and Testament.

2. That Deborah Ann Phillips signed this Last Will and Testament when we were both in her sight and presence. Contemporaneously with the signing, she requested us to sign the Will as her attesting witnesses, which we did in her sight and presence and in the sight and presence of each other.

3. That Deborah Ann Phillips is more than eighteen (18) years of age, and we are both more than eighteen (18) years of age.

4. In our judgment, Deborah Ann Phillips is legally competent to make this Last Will and Testament.

Gail Pecanty
WITNESS

Cindy Gordon
WITNESS

Sworn to or affirmed and subscribed before me this the 16th day of January, 1990.

NOTARY PUBLIC

My Commission Expires: 5-13-90

DEBORAH ANN PHILLIPS

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BOOK 11191 PAGE 837

CODICIL #1
TO THE LAST WILL AND TESTAMENT
OF
DEBORAH ANN PHILLIPS

'93 APR 13 P4:21
GEORGE

I, Deborah Ann Phillips, a resident of Nashville, Davidson County, Tennessee, do make, publish and declare this to be the First Codicil to the Last Will and Testament executed by me on the 16th day of January, 1990, in the presence of Gail Pecanty and Cindy Gordon.

I do herewith specifically amend Article V entitled "Minority and Disability Provisions", Paragraph (B) and Article VII entitled "Appointment of Executor and Trustee" as follows:

At the time of the execution of this Codicil, my three children, Dawn Michelle Phillips, Devon Mellanie Phillips and Debra Mellisa Phillips are 15, 13 and 11 years old respectively. Because of their ages and their level of maturity, I respectfully request that each of them be given the opportunity of deciding whether or not they wish to live and reside with their father, my ex-husband, George Michael Phillips or my brother, James Richard Frazier. To the extent that the Court having jurisdiction over this Will and over my children shall deem it to be in the manifest best interests of said children, I request that each child be expressly given the opportunity to make their residential preferences known such that if any or all of my children shall specifically desire to reside with my brother at his home in Mt. Juliet, Wilson County, Tennessee, then they should be permitted to do so. At the time of the execution of this Codicil each child is attending a parochial school in Davidson County, Tennessee and residing in Mt. Juliet would place them closer to Father Ryan and Holy Rosary Schools than they would be if they resided with their father at his residence in Charlotte, Dickson County, Tennessee. If a child, or children shall elect to reside with my brother; then, I request that the Court appoint my brother as Guardian of the person of such child or children as shall have selected him as their Guardian. Otherwise, I nominate and appoint, my ex-husband, George Michael Phillips to serve as Testamentary Guardian and adopt by

Deborah A. Phillips
DEBORAH ANN PHILLIPS

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reference thereto as though set forth herein in its entirety, all other provisions contained in Article V(B) of my Last Will and Testament not otherwise inconsistent with this Codicil.

I do herewith delete from Article VII the first and second sentences contained in said Article and do herewith amend Article VII as follows: "I nominate and appoint my brother, James Richard Frazier, to serve as Executor of this my Last Will and Testament." I further ratify and adopt all other provisions contained in the original Article VII of my Last Will and Testament by reference thereto as though set forth herein in its entirety not otherwise inconsistent with this Codicil.

IN WITNESS WHEREOF, I have hereunto set my hand to this my First Codicil to my Last Will and Testament, at Hermitage, Davidson County, Tennessee, this 29 day of April, 1992.

Deborah A. Phillips
DEBORAH ANN PHILLIPS

The foregoing instrument, consisting of three (3) typewritten pages, including the attached Affidavit, was signed, sealed, published and declared by Deborah Ann Phillips, the Testatrix, to be the First Codicil to her Last Will and Testament, in our presence, and we at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses this the 29th day of April, 1992, at Hermitage, Davidson County, Tennessee.

Lisa M. Lollis
WITNESS

Deborah L. Kennedy
WITNESS

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the undersigned attesting witnesses, after first being duly sworn according to law, make oath or affirm as follows:

1. That Deborah Ann Phillips signed the foregoing Codicil #1 to her Last Will and Testament on the date shown on the Codicil, and at the time of such signing, she informed us that she signed it as Codicil #1 to her Will.

2. That Deborah Ann Phillips signed this Codicil when we were both in her sight and presence. Contemporaneously with the signing, she requested us to sign the Codicil as her attesting witnesses, which we did in her sight and presence and in the sight and presence of each other.

3. That Deborah Ann Phillips is more than eighteen (18) years of age, and we are both more than eighteen (18) years of age.

4. In our judgment, Deborah Ann Phillips is legally competent to make this Codicil #1 to her Last Will and Testament.

Lisa M. Lodtfelter
WITNESS

Deborah L. Kennedy
WITNESS

Sworn to or affirmed and subscribed before me this the 29th day of April, 1992.

David B. Kelley
NOTARY PUBLIC

My Commission Expires: 3-26-94

Deborah Ann Phillips

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STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of the original on file in my office. Will Book 284 Page 327

Given under my hand and official seal, at office, in Nashville, this 5th of November 19 95.

RICHARD R. ROOKER, CLERK

By _____ Deputy Clerk

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