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WILL BOOK 31 PAGE 010

LAST WILL AND TESTAMENT

OF

MARY ALICE LOWE MEAGHER

I, **MARY ALICE LOWE MEAGHER**, a resident of Reeders, Monroe County, Pennsylvania, being of sound and disposing mind and memory and not acting under duress, coercion or undue influence of any person, do make, publish and declare this as my Last Will and Testament, hereby revoking all prior Wills and Codicils made by me.

FIRST: I direct that all my legally enforceable debts and funeral expenses, including grave marker, shall be paid from my residuary estate as soon as practicable after my death as a part of the expenses of the administration of my estate.

SECOND: I hereby give and devise unto my son, ROBERT MICHAEL LOWE, my real estate, including residence, located at 501 Carolyn S.W., Leeds, Alabama, per stirpes and not per capita.

THIRD: I give and devise to my daughter, CATHERINE ANN LOWE, the real estate, including residence located at 4008 Scotwood Drive, Nashville, Tennessee, per stirpes.

FOURTH: I give and bequeath, to be divided equally between my two children, ROBERT MICHAEL LOWE and CATHERINE ANN LOWE, my IRA Account which I maintain with Fidelity Investments, per stirpes.

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FIFTH: In the event that my husband ROBERT J. MEAGHER shall survive me:

a) I give and bequeath a sum equal to the largest amount that can pass free of Federal Estate Tax under this item, by reason of the Unified Credit, and the State Death Tax Credit (provided use of this credit does not require an increase in the State Death Taxes paid) allowable to my estate, taking into account the prior bequests set forth above, to be divided equally between my two children ROBERT MICHAEL LOWE and CATHERINE ANN LOWE, and their lineal decedents, per stirpes and not per capita.

(b) I give, devise and bequeath all the rest, residue and remainder of my estate and property of which I may be seised or possessed or to which I may be entitled at the time of my death, wherever situate or of whatever nature, be it real, personal or mixed, including lapsed legacies and any property over which I may have a power of appointment to my beloved husband, ROBERT J. MEAGHER, as his sole and absolute property, per capita, if and only if he shall survive me.

SIXTH: In the event that my beloved husband, ROBERT J. MEAGHER, shall predecease me, I then give, devise and bequeath the entire residue of my estate to be divided into four equal shares which shall be distributed as follows:

(1) I give devise and bequeath two such shares to be divided equally between the following:

(a) My daughter CATHERINE ANN LOWE and her lineal decedents, per stirpes and not per capita;

(b) My son ROBERT MICHAEL LOWE and his lineal decedents, per stirpes and not per capita.

(2) I give devise and bequeath one such share to be divided equally between the following:

(a) My step-daughter, KAREN MEAGHER SMALL and her lineal decedents, per stirpes and not per capita;

(b) My step-daughter, SHERRIE MEAGHER RISBERG and her lineal decedents, per stirpes and not per capita;

(3) I give one such share to be divided equally per stirpes and not per capita among my grandchildren and the grandchildren of my husband, ROBERT J. MEAGHER, as are living at the time of my death.

SEVENTH: All Federal, State and other death taxes payable as a result of my death, with respect to the property forming my gross estate for tax purposes, whether or not passing under this Will, including any interest or penalty imposed in connection with such tax, shall be

considered a part of the expense of the administration of my estate and shall be paid out of the residue of my estate without apportionment or right of reimbursement.

EIGHTH: I hereby nominate, constitute and appoint my beloved husband, ROBERT J. MEAGHER, as Executor of this, My Last Will and Testament, and I request that he be permitted to serve without bond or surety thereon and without the intervention of any court or courts except as required by law. I hereby authorize and empower my said Executor, in his absolute discretion, to sell, exchange, convey, transfer, assign, mortgage, pledge, lease or rent the whole or any part of my real or personal estate; to invest, reinvest or retain investments of my said estate and to perform all acts and to execute all documents which my said Executor may deem necessary, convenient or proper in regard to my property.

NINTH: In the event that at the time of my death, my beloved husband, ROBERT J. MEAGHER, does not survive me, or is unable or unwilling to serve or continue to serve as Executor, I hereby nominate and appoint my daughter, CATHERINE ANN LOWE, as Alternate Executor, in his stead, to serve with the same powers and authority.

TENTH: In the event that any Beneficiary has not yet attained the age of eighteen (18) years of age at the time of proposed distribution of my estate, I then give, devise and bequeath the entire residue of my estate to my Trustee, hereinafter named, on the following terms and conditions:

1. To expend as much of the income as my Trustee shall in his absolute discretion, determine appropriate to provide for the

support, education, medical care, travel, or other needs of my said beneficiaries, until they attain the age of eighteen (18) years of age. Any income not so expended in any calendar year shall be added to the principal of the Trust;

2. In addition to expending the income for the purposes set forth above, my Trustee may also expend so much of the principal of the Trust for the benefit of said beneficiaries as my Trustee, in his absolute discretion, may determine appropriate to provide for the needs of the beneficiaries, as set forth above, subject to the limitations as set forth above.

3. The Trust terminates when Beneficiary attains the age of eighteen (18) .

4. In the event Beneficiary dies before attaining the age of eighteen (18), then the Trust terminates immediately and all principal and accrued interest will be distributed as if the Beneficiary had predeceased me.

5. All interest under this Trust, while undistributed and in the possession of my Personal Representative or Trustee, shall not be subject to attachment, execution or sequestration for any debt or liability of any beneficiaries and shall not be subject to attachment, conveyance or anticipation.

ELEVENTH: I hereby nominate, constitute and appoint CATHERINE ANN LOWE as Trustees of any Trust established pursuant to the terms of this Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this, my Last Will and Testament, which consists of six pages, this 3rd day of February, 1997.

MARY ALICE LOWE MEAGHER

SIGNED, SEALED, PUBLISHED and DECLARED by MARY ALICE LOWE MEAGHER, the above-named Testatrix, as and for her Last Will and Testament in the presence of us, who at her request and in her presence and in the presence of each other, have hereunto subscribed our names as Witnesses.

BETH A. DONSCHIETZ of Henryville, Pennsylvania

W. BRIAN GOLDEN of Mount Pocono, Pennsylvania

COMMONWEALTH OF PENNSYLVANIA)
)SS.:
COUNTY OF MONROE)

I, MARY ALICE LOWE MEAGHER, BETH A. DONSCHIETZ, and W. BRIAN GOLDEN, the Testatrix and the Witnesses respectively to the Last Will and Testament of MARY ALICE LOWE MEAGHER, dated this 3rd day of February, 1997, being duly sworn according to law, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her free and voluntary act for the purposes therein expressed and that each of the Witnesses, in the presence and hearing of the Testatrix, signed the Will as Witnesses and that to the best of their knowledge, the Testatrix was at that time eighteen (18) years of age or older, of sound mind and under no constraint or undue influence

MARY ALICE LOWE MEAGHER

BETH A. DONSCHIETZ

W. BRIAN GOLDEN

Sworn to and subscribed
before me this 3rd day
of February, 1997.

Notary Public

NOTARIAL SEAL
DIANE TAITT, Notary Public
Mt. Pocono Boro, Monroe County
My Commission Expires April 15, 2000

STATE OF TENNESSEE, COUNTY OF RUTHERFORD

The undersigned County Clerk of said County and State, hereby certifies that the foregoing is a true and correct copy of the original document filed in the Office of the County Clerk.

This 10th day of Nov. 1999

ED (SONNY) ELAM, RUTHERFORD COUNTY CLERK

BY: _____ Deputy Clerk