LAST WILL AND TESTAMENT

OF

KIRT KIRTLAND

Instr:200002040011973 Page: 1 OF 10
REC'D FOR REC 02/04/2000 1:39:30PM
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I, KIRT KIRTLAND, a resident and citizen of the State of Tennessee, being of sound and disposing mind and memory do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I

DEBTS, COST OF ADMINISTRATION AND TAXES

I direct that all my just debts, funeral expenses (whether or not another person is obligated to pay the same) and costs of administration be paid out of my general estate as my fiduciary named herein determines appropriate and proper. I direct that my Executor may pay out of my residuary estate as provided therein and without apportionment, all estate and inheritance taxes which may be assessed or imposed with respect to my estate or property passing out of my estate.

I direct that to the extent allowed by law, my fiduciary be excused from filing any preliminary, interim or final accountings and any inventory otherwise required by the Probate Clerk of the Court having jurisdiction over my Estate.

ITEM II

PERSONAL EFFECTS

I may prepare a written memorandum listing certain items of tangible personal property which I wish certain persons to have. I request that my wishes, as set forth in any such memorandum which is found with this will, be observed. If no such memorandum shall be found with this will following my death, then all of my tangible personal property shall be distributed as provided in the balance of this Item II.

I give all my tangible personal property, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles, boats and all articles of personal or household use or ornament (including all policies of insurance on such tangible personal property), which I may own at the time of my death to the Trustee appointed in Item VIII, to hold for the benefit of my children, who at the present time are NICHOLAS KIRTLAND, KELLI

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KIRTLAND and RAEGAN KIRTLAND, who survive me and to hold said property for my children in trust until such time as they obtain the age of 21 years at which time said property shall be distributed to them in equal shares, the division and distribution of such property to be determined in the sole and absolute discretion of my Trustee. I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administration expense thereof.

I direct that in no event shall any items of my personal property ever be distributed to either of my former spouses.

In the event none of the foregoing survive me, I give all of said personal property as part of my residuary estate.

The Executor of my estate shall be the sole judge of the disposition of property under this paragraph, and the decision of said fiduciary shall be final and binding upon all parties.

ITEM III

BEQUESTS

I hereby bequeath to Mt. Olivet Baptist Church the sum of $10,000.00.

ITEM IV

RESIDUARY

All of the rest, residue and remainder of my estate shall be distributed as follows:

The Executor of my estate shall divide my residuary into equal separate trust shares for the benefit of each of my children, who at the present time are NICHOLAS KIRTLAND, KELLI KIRTLAND and RAEGAN KIRTLAND.

If at the time my estate is divided under this Item, there shall be any child of mine surviving, then an equal share so divided shall be set apart and shall be held in trust for the benefit of each said child of mine. It is my intention that an equal separate trust be established for each deceased child of mine who leaves issue surviving me. With respect to each such trust, the Trustee shall distribute or apply such amounts of the income and principal of the trust as the Trustee deems advisable to provide adequately and properly for the unreimbursed health care expenses of each child which are not covered by insurance and the college and graduate school education of each said child of mine. The

Trustee may incorporate any undistributed income into the corpus or may accumulate the same.

I further direct that the Trustee shall distribute or apply such amounts of income and/or principal of each child's trust for support and maintenance during such child's college and any graduate education years. It is my intent that these trusts be primarily for my children's college and graduate school education and that the principal and income be invested for that purpose. I direct that the Trustee is not to distribute any income or principal for my children's support and maintenance prior to their college years, unless a child's mother is deceased and the child has no other means of support.

At such time as each child has attained the age of twenty-four (24) years, the Trustee shall distribute one-third (1/3) of his or her trust fund to such child in fee. The remainder of the fund shall be retained in trust as set forth above until he or she shall attain the age of twenty-seven (27) years, at which time one-half (1/2) of his or her then remaining trust fund shall be distributed to such child in fee. The remainder of the fund shall be retained in trust as set forth above until he or she shall attain the age of thirty-three (33) years at which time the trust shall terminate as to such child and the Trustee shall distribute the balance of his or her trust fund to such child in fee.

If any child of mine shall die after the time the trust fund is directed to be divided under this Item and before the entire trust fund has been distributed to him or her in fee, then upon the happening of such event the Trustee shall distribute the remainder of his or her trust fund equally, per stirpes, to such deceased child's children or if none, then equally, per stirpes, to my other living children. Except, however, any portion therefore payable to any person then a beneficiary of any other trust under this Item shall not be distributed to him or her outright but shall be added to such trust and shall be dealt with, administered and distributed as an integral part thereof; if there are no said beneficiaries then surviving then said fund shall be distributed to such persons and in such proportions as my heirs would inherit real property from me under the laws of the State of Tennessee had I died at said time, a resident of said State and without having left a valid Will. I direct that in no event shall any of my residuary estate, or the trust set forth above ever be distributed to either of my former spouses.

ITEM V

SPENDTHRIFT CLAUSE

Except as provided for in this Will, the interest of any beneficiary under any trust created under this Will shall not be grantable, transferable or otherwise assignable by anticipation. No spouse or any person claiming to be the spouse of any beneficiary hereunder shall have any right or claim to the principal or the income of any trust created

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under this Will. No part of either principal or income of any trust created under this Will shall be subject to attachment, garnishment, execution, receivership or to Trustee's process and in the event any such process shall be served upon my Trustee, the right of any beneficiary in respect to whose interest such process is attempted, to receive either income or principal and the obligation of the Trustee to pay same shall terminate until such process shall be released and discharged; provided, that the Trustee may make such advance from either principal or income for the support, maintenance, health and education of such beneficiary as said Trustee in its discretion may deem wise and proper under the circumstances.

ITEM VI

POWERS OF FIDUCIARIES

In extension and not in limitation of the powers given by law or other provisions of this Will, I direct that the Executors under this Will, any successor Executors, the Trustees and any successor Trustees shall have all powers and authority as set out in Section 35-50-110 of the Tennessee Code Annotated as it presently exists and as it may be amended from time to time, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. Insurance proceeds made payable to my estate or which become part of my probate estate, may be used by my Executor or other fiduciaries for the payment or discharge for my debts, taxes and administration expenses. Real estate shall be treated as a probate asset and my Executor (or the Trustee if real estate is transferred to any trust created under this Will) shall have the power including but not limited to mortgage, sell, transfer, lease and convey any real estate without the joinder of any beneficiary.

I direct that my Executor convert all of my business holdings and real estate to cash and invest the same in marketable securities.

I further direct that my Executor, Executrix, Trustee, or other fiduciaries as the case may be, shall have the following additional powers:

My fiduciary shall have the sole and absolute discretion in making distributions of property as to whether the same should be made wholly in cash, wholly in kind, or partly in cash, partly in kind and my fiduciary may distribute an undivided interest in property if in the opinion of the fiduciary, such distribution seems appropriate and proper.

Any successor fiduciary shall be clothed and vested with all duties, rights and

powers whether discretionary or otherwise, as if originally named as such fiduciary. No successor fiduciary shall be liable or responsible in any way for any acts or defaults of any predecessor fiduciary, nor for any loss or expense from or occasioned by anything done or neglected to be done by any predecessor fiduciary, but such successor fiduciary shall be liable for his, her or its own acts or default in respect to property actually received by such successor fiduciary. The successor fiduciary may accept the accounts rendered and the assets and property delivered to such successor fiduciary by the predecessor fiduciary as a full and complete discharge to the predecessor fiduciary, and shall incur no liability by reason of doing so.

All powers granted my fiduciaries in this my Will are to be exercised without court order. It is my intention that the incorporation by reference into this Will of the powers hereinabove referred to and contained in the Tennessee Code Annotated, be effective in whatever state and by whatever Executor this instrument may ultimately achieve effect by virtue of my death, this device being for the purpose of shortening my Will and not for the purpose of compelling the application of Tennessee law to the administration of my estate. In the event any one or more of the provisions of that section should prove to be illegal or incapable of exercise by a fiduciary under the laws of the state in which administration of my estate is ultimately accomplished, so many of the provisions as are legal, or capable of exercise by an executor thereunder, shall be exercisable by my said fiduciary.

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

For all purposes of this Will, any trusts created under this Will, and the disposition of my estate hereunder, the terms "child", "children", "grandchildren", "issue", "issue or children of a child", or "descendants" shall be deemed to include persons adopted prior to attaining eighteen (18) years of age; except, however, children of the testator of this Will shall include children adopted regardless of age.

Insurance proceeds made payable to my estate or which become part of my probate estate, may be used by my Executor or other fiduciaries for the payment or discharge for my debts, taxes and administration expenses.

To vote in person or by proxy upon all stocks or other securities held, to participate in any plan or reorganization with any protective reorganization committee and to delegate to such committee discretionary powers with relation thereto, and to pay a proportionate part of the expense of such committee and any assessments levied under any such plan and to accept and retain new securities received in pursuance of any such plan; to exercise all conversion, subscription, voting and other rights of whatsoever nature

appertaining to the estate or to the trust property and pay such sums as may be deemed advisable in connection therewith; to cause the securities held by them to be registered in the name of the nominee or their own names without disclosing the fiduciary capacity, or in "street" certificates and without liability in so doing.

To hold, invest, reinvest and retain any funds or property held hereunder, including also, but not by way of limitation, accumulations of net income for minor beneficiaries in stocks of any kind, bonds, investment company shares, securities or obligations of any person or of any private corporation or of any state of the United States or county or municipality therein, or of the Government of the United States and in such other property, investments and securities of any class, kind or character as they may deem suitable without regard to any restrictions of law on investments by Executors or Trustees and to change the form of any or all investments.

To determine whether any payments, distributions, expenses or other disbursements shall be charged against principal or income, or partly against principal and partly against income, to retain and secure the services of accountants and attorneys as they shall deem advisable and to pay for such services.

The fiduciaries shall have the additional authority as may be granted by any other provisions of this Will.

ITEM VII

PERPETUITIES CLAUSE

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 outright to those parties (and in the same proportions) as are then receiving the income therefrom.

ITEM VIII

FIDUCIARIES

I appoint PHILLIP DAVID KIRTLAND as Executor of my Last Will and Testament. If he is unable or unwilling to serve for any reason, I appoint my sister KAY IDA SCHERR and FIRST AMERICAN NATIONAL BANK OF NASHVILLE, TENNESSEE as Co-Successor Executors.

I appoint PHILLIP DAVID KIRTLAND as Trustee under the trusts created by

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my Last Will and Testament. If he is unable or unwilling to serve for any reason, I appoint my sister, KAY IDA SCHERR and FIRST AMERICAN NATIONAL BANK OF NASHVILLE, TENNESSEE as Co-Successor Trustees. If my sister is unable or unwilling to serve, then FIRST AMERICAN NATIONAL BANK shall serve as sole Trustee.

I appoint DON and CATHY PRICE as the guardian of the person and property of any of my minor children. If DON and CATHY PRICE are unable or refuse to serve for any reason, then I appoint DON and HOLLY PRICE as guardian of the person and property of my minor children (or the other of them as sole guardian if one of them shall also be unable to serve for any reason).

The term "child" or "children" for the purposes of this Will and any trusts created hereunder shall mean children I have at the time of the execution of this Will (including adopted children) and any children born to me (or adopted by me) subsequent to the execution of this Will. Any children born to me subsequent to the execution of this will shall share equally in my estate on the same terms and conditions set forth for my present children.

If I have appointed a fiduciary who is not a resident of the State of which I am a resident of at the time of my death, then I empower those persons whom I have so appointed to appoint a duly qualified person or corporation who is a resident of said State to act as co-fiduciary with that person or those persons whom I have so appointed.

I direct that all fiduciaries named in this Will and all successors or substitutes appointed pursuant to the terms of this Will be not required to execute bond.

I further direct that my fiduciaries not be required to make reports to any court, but said fiduciaries shall render to the income beneficiaries of all trusts created hereunder statements of account of receipts and disbursements at least annually. Statements to minor beneficiaries shall be sent to the legal guardian, if any, otherwise to the parent or any other person with whom the beneficiary may be residing.

Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving thirty (30) days written notice to that effect to the current income beneficiary (or beneficiaries) of the trust. Each Executor hereunder (whether designated herein or appointed as successor) shall have the right to resign at any time by giving thirty (30) days written notice to that effect to the then living beneficiaries of my estate; in the event the beneficiaries include trusts, said notice shall be given to the Trustee of said trust or to the current income beneficiaries of said

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trust.

IN WITNESS WHEREOF, I have hereunto subscribed my name in Nashville, Tennessee, this 10th day of Nov., 1997, to this my Last Will and Testament, and have also initialed each of the pages for identification.

KIRT KIRTLAND

Signed, published and declared by the said KIRT KIRTLAND as his Last Will and Testament, in the presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names thereto as attesting witnesses on this the 10th day of November, 1997.

WITNESS

ADDRESS

WITNESS

Nashville TN
ADDRESS

WITNESS

Nashville TN
ADDRESS

STATE OF TENNESSEE
COUNTY OF DAVIDSON

We, the undersigned, after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament consisting of eight (8) pages, this page not included, on the 10th day of November, 1997, was signed by KIRT KIRTLAND, as and for and at that time acknowledged, published and declared it to be his Last Will and Testament, in the sight and presence of we the undersigned and we in each other's presence have subscribed our names as attesting witnesses on this the 10th day of November, 1997, and we further make oath or affirm that the Testator was of sound mind and disposing memory and not acting under the fraud, menace or influence of any person and was more than eighteen (18) years of age; and that each of the witnesses is more than eighteen (18) years of age.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 10th day of November, 1997 before me personally appeared Lesa Skenes, Yvonne Norman and Tina O Blewster to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

WITNESS my hand, at office, this 10th day of November, 1997.

NOTARY PUBLIC

MY COMMISSION EXPIRES: [illegible]

PATTY J. WELCH
NOTARY PUBLIC
AT
LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires SEPT. 29, 2001

STATE OF TENNESSEE, COUNTY OF WILSON

I, Jim Goodall, Clerk of the Probate Court of Wilson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of Last Will and Testament of Kirt Kirtland recorded in Will Book A-17 , page 119

which remains of record on file in said office.

Given under my hand and official seal, at office, in Lebanon, this 31 day of January, 19 2000.

Jim Goodall
JIM GOODALL, COUNTY CLERK

Brenda DeBerry
DEPUTY CLERK