Davidson County WILL
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LAST WILL AND TESTAMENT

OF 03P65

SARA R. REGEN

Prepared by:

William L. Harbison
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, Tennessee 37219
(615) 742-4200

LAST WILL AND TESTAMENT

OF

SARA R. REGEN

I, Sara R. Regen, domiciled in Nashville, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

I.

I appoint my daughter, Brent Goodrich, to be the Executor of this my Last Will and Testament and direct that no bond be required of her for the faithful performance of her duties; and I vest my Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such price and upon such terms and conditions (including credit) as she may determine and to do every other act and thing necessary or appropriate to complete the administration of my estate. If my daughter shall predecease me or for any reason shall fail to qualify as Executor hereunder (or having qualified, shall die or resign), then in such event I appoint William L. Harbison as successor Executor. My successor Executor shall not be required to inquire into or audit the acts or doings of my Executor or to make any claim against her or her estate. My successor Executor shall have and may exercise any and all of the powers, privileges, immunities and exemptions herein conferred on my Executor as fully and to the same extent as if such successor Executor had originally been named Executor herein, and no bond shall be required of my successor Executor.

II.

I direct that all my just debts that constitute enforceable claims against my estate (except debts secured by mortgages or other security instruments which may be paid or retained in the discretion of my Executor), including funeral and testamentary expenses, the cost of a suitable monument at my grave, the expenses of my last illness, unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and

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the cost of administration of my estate be paid as soon as practicable after my death. My Executor, in her sole discretion, may pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions.

III.

I direct that there shall be paid out of my residuary estate as an expense of administration without apportionment, all estate, inheritance, succession and other taxes (together with any interest or penalty thereon), assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property. I further direct that the proceeds of any life insurance payable to my estate or to my Executor may be used for the payment of debts or taxes.

IV.

I make the following specific bequests:

(a) I give and bequeath all of my household furniture and furnishings not specifically bequeathed, and all of my tangible personal property, including any automobiles, boats, jewelry, and personal effects, but excluding cash on hand or on deposit, in six equal shares to my children hereinafter named in Article V, to be divided among them by my Executor in the same proportions as provided in Article V, in her sole and absolute discretion, in as nearly equal portions as may be practicable, having due regard for the personal preferences of such persons. Any items not so distributed shall be sold, with the net proceeds to be added to my residuary estate.

(b) I may from time to time attach to this will a list of tangible personal property, indicating items of property and identifying the persons to inherit such items. I instruct my Executor to honor the bequests contained in such list. If any of such persons fails to survive me, the bequest to that person shall lapse and shall pass as provided above.

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The list shall be entirely in my own handwriting and signed and dated by me. If no such list is found with my will, it shall be presumed that none exists.

(c) If my daughter, Brent Goodrich, survives me, I give and bequeath to her my 2 carat diamond ring.

(d) If there are any loans outstanding that I have made to any of my children at the time of my death, I hereby declare that such loans are to be canceled and forgiven in their entirety.

V.

(a) I give, devise and bequeath all of my property (not specifically bequeathed) of every kind and description, real or personal, and wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have any power of appointment) in six (6) equal shares as follows:

One-sixth (1/6th) to James Burr Regen, III, or his issue per stirpes.

One-sixth (1/6th) to Brent Goodrich, or her issue per stirpes.

One-sixth (16th) to Michael Henry Regen, or his issue per stirpes.

One-sixth (16th) to Joel Damon Regen, or his issue per stirpes.

One-sixth (1/6th) to Patrick Clinton Regen, or his issue per stirpes.

One-sixth (1/6th) to Russell Owen Regen, or his issue per stirpes.

(b) If any of my children named in subsection (a) should predecease me and his or her share is to be distributed to persons then under the age of twenty-five (25), then I direct that the share of such person or persons be held in trust, with Brent Goodrich and Russell Owen Regen as trustee and alternate trustee, respectively. If any of my children has more than one grandchild entitled to a share, then such share shall be divided into separate and equal shares for such grandchildren. The Trustee may in her discretion use the income and principal of the separate share of each person for his or her health, education, maintenance and support, with any undistributed income being added to principal. The separate share of each grandchild shall terminate at his or her 25th birthday, and the property then remaining in his or her separate share shall be distributed to him or her outright. If any grandchild should die prior to receiving his or her separate share, such

share shall be added to the shares of his or her siblings, if any, and otherwise shall be added proportionately to the shares of my children or their issue, per stirpes.

VI.

(a) In addition to the specific powers enumerated in this Item of my Will, I authorize my Executor and Trustees (including any substitute or successor personal representative or Trustees) in the exercise of all reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all of the powers set forth in Tennessee Code Annotated, Section 35-50-110, as amended, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim; and provided further, that my Executor and Trustees shall not exercise any power in a manner inconsistent with the right to the beneficial enjoyment of the trust property accorded to a beneficiary of a trust under the general principles of the law of trusts. These powers (as set out in said statute on the date of execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

(b) The Trustees of any trust created by this Will shall have and may exercise any and all powers, privileges, immunities and exemptions conferred on my Executors under any Item of this Will, including the waiver of bond. I excuse my Executor and Trustees from filing any inventory or accounting with any court.

(c) My Trustees are authorized to commingle the corpus of any trust estates herein created with the corpus of any other trust established by me or my husband for any of our descendants solely for the purpose of convenience and economy with respect to administration and investment.

(d) My Trustees are authorized to receive additional property from any source and to hold and administer such property as an integral part of any of the trust estates herein created.

(e) Except as otherwise expressly provided herein, none of the beneficiaries of any trust created in this Will shall have the right or power to assign, encumber or anticipate the income or corpus of the property in trust, nor shall any trust be subject to their debts or liabilities.

(f) Whenever my Executor is directed to pay any money to or deliver any property to any minor, and whenever my Trustees are directed to pay any money to or use any money for the benefit of any minor, they need not require the appointment of a guardian but shall be authorized to pay or deliver the same over to the person having custody of such minor, to pay or deliver the same to such minor without the intervention of a guardian, to pay or deliver the same to a legal guardian of such minor if one has already been appointed, or pay or deliver the same directly to any person or entity for the benefit of such minor.

(g) If not earlier terminated, any trust created hereunder, and any separate fund thereof, shall terminate twenty-one (21) years after the death of the last surviving beneficiary of mine living at the time of my death. At such time, any trust created hereunder which is still in existence shall terminate and be distributed to the then income beneficiaries, irrespective of their ages, in the same proportion as they are then receiving or will become entitled to receive income when it is distributed.

(h) My Trustees shall be authorized in their discretion to employ attorneys, investment advisors, or other institutions or persons to assist in the administration and

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investment decisions for any trust hereunder, and to pay such institutions or persons from the income or principal of the trust.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, on the margin of each page of which I have affixed my initials for better identification, this 30th day of April, 1996.

Sara R. Regen
SARA R. REGEN

The foregoing instrument was signed, published and declared by Sara R. Regen, the Testatrix, 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 this 30 day of April, 1996, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESS:

Sandra F. Brown

Laurelle B. Smith

ADDRESS:

381 Green Harbor Drive
Old Hickory, Tn 37138

7009 Cracklille Pike
Mt. Juliet, TN 37122

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STATE OF TENNESSEE)
)
COUNTY OF Davidson)

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, Sandra F. Brown and Danielle B. Smith, who, after being duly sworn according to law, depose and say:

1. That they are citizens of Wilson and Rutherford Counties, Tennessee, respectively, and are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Sara R. Regen, dated April 30, 1996, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix.

3. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testatrix and in her presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

5. That at the time they witnessed said Will, the Testatrix was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Sandra F. Brown

Danielle B. Smith

Subscribed and sworn to before me this 30 day of April, 1996.

Notary Public

My Commission Expires:

SEPT. 26, 1998

STATE OF TENNESSEE

RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the Order heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 28 day of JANUARY , 2003 , in the Case Number 03P65 between GOODRICH, BRENT Petitioner, and REGEN, SARA R. Respondent, as same remains of record in Vol. 5039 , Page 1006353 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 18 day of JUNE in the year two thousand three and in the 226th year of American Independence.

RICHARD R. ROOKER, Clerk

By Patty Jack Deputy Clerk

SEAL

