This Instrument Prepared
Without Title Search, From
Information Provided By
The Parties By:

Robert H. Stratton
Attorney at Law
4811 Lebanon Road, Suite 209
Hermitage, Tennessee 37076
(615) 902-0311

Davidson County AFFIDAVIT
Recvd: 01/02/04 14:13 28pgs
Fees:142.00 Taxes:0.00
20040102-0000698

Owner(s): **Calvin Richard Withers** **Map & Parcel No.:** **Map 119-13-0**
Parcel 013-00

Send Tax Notice To:

Calvin Richard Withers
1816 SW LONGVIEW TERRACE
LEE'S SUMMIT, MISSOURI 64081

AFFIDAVIT OF INHERITANCE (REAL ESTATE)

Come now the undersigned, who, after being duly cautioned and sworn, deposes and says as follows:

Calvin Ben WITHERS, the owner in fee simple of the following described real estate:

Land in Davidson County, State of Tennessee described as follows, To-wit:

Land in Davidson County, Tennessee, being lot No. 62 on the Map of an Addition to and a Revision of certain lots in H. G. McNabb's Subdivision as of record in Book 1130, Page 79, Register's Office for said County.

Said Lot fronts 75 feet on the West side of Harlin Drive and runs back between lines, 204.5 feet on the North Line, 200.2 feet on the South line to a dead line on which it measures 75.12 feet.

Subject to restrictions of record in Book 1333, Page 387, and to the plan of record in Book 1130, Page 79, which shows a 30-foot set-back line from Harlin Drive and a 10-foot easement along the rear of the lot for public utilities, in said Register's Office.

Being the same property conveyed to Calvin Ben Withers and Wife, Mary C. Withers, by deed from Harry E. Welch, Jr. and Wife, Rebecca Reed Welch, as of record in Book 1517, Page 483, in the Register's Office of Davidson County, State of Tennessee.

Being the same property conveyed to Calvin Ben Withers by QUITCLAIM deed from MARY C. WITHERS, of record in Book 10329, Page 784, in the Register's Office of Davidson County, State of Tennessee.

And, being subject to all other easements, restrictions or conditions of record in the Register's Office for Davidson County, Tennessee.

This is improved property, known as:

3011	Harlin Drive	Nashville	Tennessee	37211
(House Number)	(Street)	(City)	(State)	(Zipcode)

died on May 6, 2001, as a citizen and resident of Davidson County, Tennessee. That thereafter the surviving spouse of Calvin Ben Withers (a/k/a/C.B. Withers), Mary C. Withers, died on December 14, 2001, as a citizen and resident of Davidson County,

Tennessee.

That no survey was made and that the description herein is the same description as in the prior deed of record. This deed was prepared without benefit of a Title Examination and therefore the preparer makes no certification as to the validity of the title thereto

The undersigned received the following described interest in the decedent's real estate described above by the provisions of the Last Will and Testament of C. B. Withers [a/k/a Calvin B. Withers] and the Last Will and Testament of Mary C. Withers copies of which are attached hereto and incorporated herein as Exhibit "A". The undersigned party is the only child and sole surviving heir of the **Decedent, C.B. WITHERS,** [a/k/a Calvin B. Withers] and the deceased Mary C. Withers and is entitled to receive Decedent's fee simple interest in said real property.

The Tennessee Inheritance Tax waiver has been received and is attached hereto and incorporated herein as **Exhibit "B".**

There are no debts or encumbrances remaining which are or might become a lien on said interest in the above described real estate except: Current real estate taxes.

State of Tennessee)
County of Davidson)

BY: Calvin Richard Withers
Calvin Richard Withers
Personal Representative of the Estate of C.B. Withers, and sole child and heir of Decedent.

WITNESSES:

BY: Janice Ballantyne
1235 N. Tracy Ave
Olathe KS 66061

BY: Karin Stewart
14713 W. 81st St.
Lenexa, KS 66215

Before me, a Notary Public, duly appointed, commissioned and qualified in and for the State and County aforesaid, personally appeared **Calvin Richard Withers**, the within named bargainor, **and Witnesses:** Janice Ballantyne **, and** Karin Stewart , with whom I am personally acquainted or proved to me on the basis of satisfactory evidence to be the person described in the foregoing, who signed, sealed and delivered the foregoing instrument in my presence, and who, upon oath, acknowledged that he executed the foregoing instrument for the purposes therein contained as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at my office in said Lenexa, Ks , on this the 26th day of June , 2003 .

BY: J Elaine Rogers
Notary Public

My Commission Expires:

D. ELAINE ROGERS
NOTARY PUBLIC
STATE OF KANSAS
My Appt. Expires 02-04-04



LAST WILL AND TESTAMENT

OF

CALVIN B. WITHERS

I, Calvin B. Withers, of the City of Nashville, County of Davidson, State of Tennessee, being of lawful age, sound mind and memory, and under no restraint, do hereby publish and declare this to be my **Last Will and Testament**, revoking all prior wills and codicils that I have made.

A PERSONAL NOTE TO MY FAMILY

I trust that the formal terminology in this will and the absence of personal messages will not cause you to doubt my love and affection for you. You are well aware of my love and affection. Because a will is a legal instrument, the purpose of which is to dispose of property, I do not feel that it is an appropriate place for extensive personal messages. Suffice it to say that I love each of you and that my last thoughts are of you.

ARTICLE I

All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this will) shall be paid out of and charged generally against the principal of my residuary estate without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and which tax is not otherwise paid or payable. 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.

ARTICLE II

A. I give all the tangible personal property that I own at my death, including any household furniture and furnishing, vessels, motor vehicles, books, pictures, jewelry, art objects, hobby equipment and collections, wearing apparel, and other articles of household or personal use or ornament, to Mary C. Withers, ("my spouse"), if my spouse is living on the thirtieth day after the date of my death, or, if my spouse is not then living, to my son, **Calvin Richard Withers**, per stirpes; provided, however,

CBW

that if an heir of mine has not reached legal age, or been emancipated by marriage or otherwise, under the law of the jurisdiction in which that heir is domiciled at the time set for distribution under this paragraph, then the person having legal custody of the heir (i) shall represent the heir in any division of such property, (ii) may give a binding receipt for and hold the heir's share for his or her benefit, (iii) may sell any part or all of the share, and (iv) shall deliver the share or sale proceeds to the heir before or when the heir reaches legal age, as such person considers advisable.

B. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be expenses of administration of my estate.

ARTICLE III

A. If my spouse survives me (and for all purposes of this will if the actual sequence of our deaths cannot readily be determined, my spouse shall be presumed to have survive me), I give to the trustee designated in paragraph B of Article IX of this will, as a general legacy, to be held, as of the date of my death, in a separate trust named the **Withers Family Trust**, the largest pecuniary amount possible which will not increase the federal estate tax payable by reason of my death, taking into account the federal credit for state death taxes only to the extent that state death taxes paid are not thereby increased (and, in addition, any portion of the trust named for my spouse effectively disclaimed by my spouse). The **Withers Family Trust** shall be administered as provided in Article VI of this will.

B. I recognize that under some circumstances no property may be allocated to the **Withers Family Trust** pursuant to the formula set forth in paragraph A of this Article.

C. For purposes of determining the pecuniary amount to be allocated to the **Withers Family Trust**, I direct that:

1. Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effect of certain tax elections made by my personal representative or the trustee;

2. None of the provisions of this Article, including for example the use of the "largest," shall be construed as requiring any particular exercise or nonexercise of tax elections, regardless of their effect on the determination of the pecuniary amount; and

3. The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property allocated to the trust named for my spouse (created later in this will), and shall be increased if and to the extent required by subparagraph 2 of paragraph D of this Article.

D. For purposes of funding the **Withers Family Trust**:

1. Property allocated in kind shall be valued at its fair market value as of the date of its allocation to the **Withers Family Trust**; and

2. All property or proceeds of property with respect to which the federal estate tax marital deduction would not be allowable, if distributed outright to my spouse, shall be allocated to the **Withers Family Trust.**

ARTICLE IV

I give my residuary estate, which shall not include any property over which I have a power of appointment, as follows:

A. If my spouse survives me, to the Trustee designated in paragraph B of Article IX of this will, to be held as a separate trust named for my spouse and to administered as provided in Article V of this will; or

B. If my spouse predeceases me, then to my son, **Calvin Richard Withers**, per stirpes.

ARTICLE V

If my spouse survives me, the trust named for my spouse shall be administered as follows:

A. Commencing as of the date of my death and during the life of my spouse the trustee shall distribute to my spouse:

1. The entire net income of the trust in convenient installments, at least as frequently as quarter-annually;

2. As much or all of the principal of the trust as the trustee from time to time believes desirable for the health, support in reasonable comfort, best interests, and welfare of my spouse, considering all circumstances and factors deemed pertinent by the trustee; and

3. As much of the principal of the trust as my spouse from time to time may direct in writing, except that (i) total distributions under this subparagraph by the trustee to my spouse in any calendar year shall not exceed in value whichever is greater, (A) five thousand dollars, or (B) five percent of the aggregate value of the principal of the trust named for my spouse at the end of that year, and (ii) this right of withdrawal shall expire on the day preceding the date of death of my spouse.

B. Notwithstanding any other provision of this instrument, upon the death of my spouse, all income of the trust which is accrued or undistributed at my spouse's death shall be paid to the estate of my spouse.

C. Upon the death of my spouse, the trustee, shall pay from the remaining principal of the trust, directly to the appropriate governmental authority or authorities or to the personal representative of my spouse's estate, as the trustee deems advisable, without seeking reimbursement, recovery or contribution from any person, the amount by which the estate, inheritance, and other death taxes (including interest and penalties, if any, but excluding any generation skipping tax) payable in any jurisdiction by

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reason of my spouse's death shall be increased as a result of the inclusion of any part of the trust in gross estate of my spouse for such tax purposes, as certified in writing by the personal representative of my spouse's estate.

D. My personal representative (executor) (as that term is used in Section 2056(b)(7) of the Code) may elect to have a specific portion or all of the trust named for my spouse (referred to as the "marital portion") treated as qualified terminable interest property for federal estate tax purposes. If an election is made as to less than all of the trust named for my spouse, the specific portion shall be expressed as a fraction, and the value of the marital portion at any time may be determined by multiplying the value of the trust named for my spouse at that time by the fraction then in effect. The trustee shall charge each discretionary distribution of principal from the trust named for my spouse first against the marital portion, until exhaustion of the marital portion, by adjusting the fraction, first by restating it so that the numerator and denominator are the values of the marital portion and of the trust named for my spouse, respectively, immediately before the distribution, and then by subtracting the amount of the distribution from each of the numerator and denominator, except that the numerator shall not be reduced below zero. Alternatively, the trustee may divide the trust named for my spouse as of the date of my death into separate trusts, representing the fractional portions for which a qualified terminable interest property election was and was not made, and administer them as separate trusts hereunder (But subject to a common set of provisions). Notwithstanding any other provision of this instrument:

1. The estate and inheritance taxes incurred by reason of my death that are attributable to the portion of the trust named for my spouse for which a qualified terminable interest property election was not made (the "nonmarital portion"), if any, shall be charged to the maximum extent possible against the Family Trust created under this instrument, and if that trust is insufficient for any reason, any excess shall be charged against the nonmarital portion or the separate trust representing the nonmarital portion; and

2. The payments, if any, provided in [reference to clause providing for tax reimbursement at surviving spouse's death] of this instrument upon the death of my spouse shall only be charged against the marital portion or the separate trust representing the marital portion.

E. Upon the death of my spouse, the then remaining principal of the trust shall be divided and allocated as set forth in paragraph B of Article IV of this will.

ARTICLE VI

The **Withers Family Trust** shall be administered as follows:

A. If my spouse survives me, then commencing as of the date of my death and during the life of my spouse, 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, but not principal, as the trustee from time to time believes desirable (i) for the health, support in reasonable comfort,

education, best interests and welfare of my spouse and descendants, (ii) to permit a child of mine to enter into or engage in a business or profession in which the trustee believes that child has a reasonable prospects for success, and (iii) to permit a child of mine to make a reasonable down payment on a personal residence, in each case considering all circumstances and factors deemed pertinent by the trustee; provided, however, that:

1. Any undistributed net income shall be accumulated and added to the principal of the **Withers Family Trust**, as from time to time determined by the trustee;

2. My primary concern during the life of my spouse is for the health and support in reasonable comfort of my spouse, and the trustee need not consider the interest of any other beneficiary in making distributions to my spouse under this paragraph;

3. Any distribution (i) to a child of mine for graduate or professional education, (ii) to permit a child of mine to enter into or engage in a business or profession, or (iii) to permit a child of mine to make a down payment on a personal residence, shall be charged as an interest-free advancement; and

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. If my spouse survives me, then upon the death of my spouse, the trustee shall distribute such part or all of the principal of the **Withers Family Trust** as then constituted and any accrued or undistributed income (excluding any portion of the trust named for my spouse added thereto by reason of a disclaimer by my spouse and any accrued or undistributed income thereon) thereof to my son, **Calvin Richard Withers**, per stirpes.

ARTICLE VII

The provisions of this Article shall apply to each trust held under this instrument:

A. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the trustee is incapable of properly managing his or her financial affairs, then the trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the trustee for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the trustee considers advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed guardian of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. Except as otherwise provided in this instrument, all income accrued or undistributed at the termination of any interest shall be treated as if it had accrued or been received immediately after that termination.

C. Among the circumstances and factors to be considered by the trustee in determining whether to make discretionary distributions of net income or principal to a beneficiary are the other income and assets known to the trustee to be available to that beneficiary and the advisability of supplementing such income or assets. As used throughout this instrument, the term "education" includes, but is not limited to, private schooling at the elementary and secondary school level, college, graduate and professional education, and specialized or vocational training

D. In all circumstances, despite any provision 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.

E. Any trust principal or net income as to which a power of appointment is exercised shall be distributed to the appointee or appointees upon such conditions and estates, in such manner (in trust or otherwise), with such powers, in such amounts or proportions, and at such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. In determining whether a testamentary power of appointment has been exercised, the trustee may rely on a will admitted to probate in any jurisdiction as the will of the holder of the power or may assume the holder left no will in the absence of actual knowledge of one within three (3) months after the holder's death.

F. If at any time the trustee shall determine that the trust is of a size that is no longer economical to administer, the trustee, without further responsibility, may (but need not) distribute the trust to the beneficiary or beneficiaries for whom the trust is established.

G. Notwithstanding any other provision of this instrument, at the end of twenty-one (21) years after the death of the last to die of myself, my spouse, and all descendants of mine who are living at the death of the first to die of my spouse and me, the trustee shall distribute the principal and all accrued or undistributed net income of the trust to the beneficiary or beneficiaries for whom the trust is established.

ARTICLE VIII

A. The trustee shall have the following powers with respect to each trust held under this instrument, exercisable in the discretion of the trustee:

1. To retain for any period of time without limitation, and without liability for loss or depreciation in value, any property transferred to the trustee, including partnership interests (whether general, special, or limited), even though the trustee could not properly purchase the property as a trust

investment and though its retention might violate the principles of investment diversification;

2. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, grant or exercise options to buy, convey, transfer, exchange, or lease (for a term within or extending beyond the term of the trust) any real or personal property of the trust, and to partition, dedicate, grant easements in or over, subdivide, improve, and remodel, repair, or raze improvements on any real property of the trust, and in general to deal otherwise with the trust property in such manner, for such prices, and on such terms and conditions as any individual might do as outright owner of the property;

3. To borrow money at interest rates then prevailing from any individual, bank, or other source, irrespective of whether any such individual or bank is then acting as trustee, and to create security interests in the trust property by mortgage, pledge, or otherwise;

4. To invest in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, currencies, partnership interests (whether general, special or limited), or other securities or property, real or personal, domestic or foreign, including partial interests, such as life estate, term or remainder interests, without being limited by any statute or rule of law governing investments by trustees;

5. To make allocations, divisions, and distributions of trust property in cash or in kind, or partly in each; to allocate different kinds of disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of , disproportionate allocations or unrealized gain for federal income tax purposes; and to determine the value of any property so allocated, divided or distributed;

6. To exercise in person or by general or limited proxy all voting and other rights, powers, and privileges and to take all steps to realize all benefits with respect to stocks or other securities; and to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation;

7. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the name of the trustee, in the name of a nominee, or in unregistered form;

8. To pay all expenses incurred in the administration of the trust, including reasonable compensation to any trustee, and to employ or appoint and pay reasonable compensation to accountants, depositaries, investment counsel, attorneys, attorneys-in-fact, and agents (with or without discretionary powers);

9. To deal with the fiduciary or fiduciaries of any other trust or estate, even though the trustee is also the fiduciary or one of the fiduciaries of the other trust or estate;

10. To compromise or abandon any claim in favor of or against the trust;

11. To lend money to the personal representative of my estate or my spouse's estate, and to purchase property from the personal representative of either estate and retain it for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification;

12. To commingle for investment purposes the property of the trust with the property of any other trust held hereunder, other than the trust named for my spouse, allocating to each trust an undivided interest in the commingled property;

13. To merge and consolidate at any time after the death of the last to die of my spouse and me all the trust property with the trust property of any trust created by my spouse during the life of my spouse or by will and held by the same trustee for the benefit of the same persons who are beneficiaries hereunder, upon substantially the same terms and conditions as those set forth herein, and thereafter to administer the trust property as a single trust hereunder;

14. To receive any property, real or personal, to be added to the trust, from my spouse in any event (and, if the trustee consents in writing, from any other person) by lifetime or testamentary transfer or otherwise;

15. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against the trust property and containing provisions excluding personal liability; and

16. To perform all other acts necessary for the proper management, investment, and distribution of the trust property.

B. The powers granted in this Article shall be in addition to those granted by law and may be exercised even after termination of all trusts hereunder until actual distribution of all trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities. Notwithstanding any other provision of this instrument, upon a written direction from my spouse, the trustee shall make productive any unproductive property or shall convert the same into productive property within a reasonable time.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

D. The trustee's exercise or nonexercise of powers and discretions in good faith shall be conclusive on all persons. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with a trustee.

E. This instrument and all dispositions hereunder shall be governed by and interpreted in accordance with the laws of the State of Tennessee.

F. The compensation of a corporate trustee shall be in accordance with its published schedule of fees as in effect at the time the services are rendered. Such compensation may be charge to principal or to income or partly to each in the discretion of the corporate trustee.

ARTICLE IX

A. Any trustee may resign at any time by giving prior written notice to the beneficiary or beneficiaries to whom the current trust income may or must then be distributed.

B. On my death, I name my son, **Calvin Richard Withers**, as trustee of each trust held under this will. If my son fails or ceases to act as trustee, then I name my granddaughter, **Ashley Tindall Withers**, to act as trustee of each trust held under this will. Except as otherwise provided in paragraphs D and E of this Article, if **Calvin Richard Withers** or **Ashley Tindall Withers**, fail or cease to act as trustee hereunder for any reason, or if any successor trustee appointed as hereinafter provided ceases to act as trustee hereunder for any reason, the person or persons indicated in paragraph F of this Article shall, by written instrument, appoint any person (other than my spouse or a descendant of mine), or any bank or trust company, within or outside the State of Tennessee, as successor trustee.

C. The person or persons indicated in paragraph F of this Article may at any time, by written instrument, approve the accounts of the trustee 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.

D. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its corporate predecessor.

E. As often as the trustee shall deem such action to be advantageous to the trusts or to any beneficiary, the trustee may, by written instrument, resign and appoint as substitute trustee with respect to all or any part of the trust principal, including property as to which the trustee cannot act, any person (other than my spouse or a descendant of mine), or any bank or trust company, within or outside the State of Tennessee. The substitute trustee shall have all of the title, powers, and discretion of the original trustee, but shall exercise the same under the supervision of the resigning trustee, who shall act as adviser to the substitute trustee. The adviser may at any time

remove the substitute trustee by written instrument delivered to the substitute trustee. Upon the removal or resignation of the substitute trustee, the advisor may resume the office of trustee or may continue to act as adviser and appoint another substitute trustee. Any adviser may receive reasonable compensation for services as adviser.

F. A successor trustee may be appointed pursuant to paragraph B of this Article and the accounts of the trustee may be approved pursuant to paragraph C of this Article by my spouse, if then living, or, after the death of the last to die of my spouse and me, by a majority in number of the beneficiaries to whom the current trust(s) income may or must be distributed. If any person so entitled to act is then under legal disability, the instrument of appointment or approval may be signed by the lawful guardian of such person on his or her behalf.

G. The incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee. With the approval of the person or persons indicated in paragraph F of this Article who may approve the accounts of the trustee, a successor trustee may accept the account furnished, if any, and the property delivered by or for a predecessor trustee without liability for so doing, and such acceptance shall be a full and complete discharge to the predecessor trustee.

ARTICLE X

A. I name my spouse, **Mary C. Withers** as personal representative of this will. If my spouse fails or ceases to act as personal representative, then I name my son, **Calvin Richard Withers**, personal representative of this Will. If my son fails or ceases to act as personal representative, then I name my granddaughter, **Ashley Tindall Withers**, as personal representative of this Will. No personal representative of this will shall be required to furnish bond or other security as personal representative.

B. If the appointment of a personal representative of my estate is necessary or desirable in any jurisdiction in which no personal representative herein named is able or willing to act, I appoint as my personal representative in that jurisdiction such person (who may be an officer or employee or a corporate personal representative then acting) or corporation as may be designated in an instrument signed by my spouse, if legally competent, otherwise by my son, **Calvin Richard Withers**, that personal representative to serve without bond, or if bond is required, without surety thereon, and to have all the powers and discretion with respect to my estate in that jurisdiction that are set forth or referred to in paragraph C of this Article, to be exercised without court order. As used in this will, the terms "personal representatives" and "personal representative" designate any court-appointed fiduciaries or fiduciary of my estate from time to time qualified and acting in any jurisdiction.

C. In addition to all powers granted by law, my personal representatives shall have all the powers and discretion with respect to my estate during administration that are set forth and referred to with respect to the trustee hereunder (including the power to sell real estate or personal property at public or private sale for any purpose and to hold title to property in the name of a nominee), to be exercised without court order.

D. I empower my personal representative(s) (i) to make such elections under the tax laws as my personal representative(s) deem advisable, including election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone, and (ii) to allocate the unused portion, if any, of my GST exemption (as defined in this paragraph) to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this will) in such manner as my personal representative(s) deem advisable, in each case without regard to the relative interests of the beneficiaries; however, my personal representative(s) shall not make adjustments between principal and income, or in the interest of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my personal representative(s) with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusive on all persons. As used in this paragraph, the "GST exemption" means the exemption from generation-skipping tax allowed under section 2631 of the Code.

E. I direct that the compensation of the corporate personal representative shall be in accordance with its published schedule of fees as in effect at the time the services are rendered.

I signed this will on the 22 **day of** June, 1998.

BY: Calvin B Withers
Calvin B. Withers

On the date last above written, we saw **Calvin B. Withers**, in our presence, sign the foregoing instrument at its end. He then declared it to be his last will and testament, and requested us to act as witnesses to it. We then, in his presence and in the presence of each other, signed our names as attesting witnesses, believing him at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

BY: Mary C Withers
Residing at: 303 Browning Road
Nashville, TN 37211

BY: Linda L Turner
Residing at: 3208 Autumn Dr
Antioch, TN 37013

BY: Jordin M. Price
Residing at: 608 Hillwood Ct
Mt Juliet, TN 37122

1163

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Mary C. Withers, Linda B. Turner, and Judy M. Price, being severally duly sworn, depose and say that:

We are acquainted with **Calvin B. Withers**, who executed this annexed Will, consisting of 12 typewritten pages, dated the 27th day of June, 1997, on that date at Hermitage, Tennessee, by subscribing his name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, **Calvin B. Withers**, declared the instrument so subscribed by him to be his Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at his request and in his presence and sight, and in the presence and sight of each other.

At the time of executing said Will, **Calvin B. Withers**, was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Will.

This affidavit is made at the request of said **Calvin B. Withers**.

The annexed Will was examined by the undersigned at the time this affidavit was made.

BY: Mary C. Withers

BY: Linda B. Turner

BY: Judy M. Price

SWORN TO AND SUBSCRIBED before me, this 27th day of June, 1997.

BY: Robert H. Stratton
NOTARY PUBLIC

My Commission Expires:
9-27-1999

NOTARY PUBLIC AT LARGE WILSON CO. TENN.

PREPARED BY:

Robert H. Stratton
Attorney At Law
4811 Lebanon Road, Suite 209
Hermitage, Tennessee 37076
(615) 902-0311

12 EB.

6861703020720

TENNESSEE DEPARTMENT OF REVENUE

EXHIBIT "B"

July 23, 2002

WITHERS CALVIN B
ATTN: JOHN R GOILLETTE
4811 LEBANON PIKE
HERMITAGE TN 37076-1620

Account Type:	INHERIT TX
Account No.:	440494986
Date of Death:	MAY 6, 2001
County:	DAVIDSON
Social Security No.:	[redacted]-1277

COPY

A sworn return for inheritance tax has been filed with this department by the representative of the above estate.

As provided in Section 67-8-420, Tennessee Code Annotated, this receipt or certificate authorizes the court of the county in which such estate was administered to permit a final settlement or accounting by the estate representative.

The liability shown to be due and paid to the State of Tennessee is denoted below:

Inheritance Tax:	$0.00
Estate Tax:	$0.00
Interest:	$0.00
Penalty:	$0.00
Total:	$0.00

DETACH BELOW AND RETAIN FOR YOUR RECORDS

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Total:	$0.00

RV-N0006801

LAST WILL AND TESTAMENT

OF

MARY C. WITHERS

I, Mary C. Withers, of the City of Nashville, County of Davidson, State of Tennessee, being of lawful age, sound mind and memory, and under no restraint, do hereby publish and declare this to be my **Last Will and Testament**, revoking all prior wills and codicils that I have made.

A PERSONAL NOTE TO MY FAMILY

I trust that the formal terminology in this will and the absence of personal messages will not cause you to doubt my love and affection for you. You are well aware of my love and affection. Because a will is a legal instrument, the purpose of which is to dispose of property, I do not feel that it is an appropriate place for extensive personal messages. Suffice it to say that I love each of you and that my last thoughts are of you.

ARTICLE I

All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this will) shall be paid out of and charged generally against the principal of my residuary estate without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and which tax is not otherwise paid or payable. 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.

EXHIBIT

ARTICLE II

A. I give all the tangible personal property that I own at my death, including any household furniture and furnishing, vessels, motor vehicles, books, pictures, jewelry, art objects, hobby equipment and collections, wearing apparel, and other articles of household or personal use or ornament, to Calvin B. Withers, ("my spouse"), if my spouse is living on the thirtieth day after the date of my death, or, if my spouse is not then living, to my son, **Calvin Richard Withers**, per stirpes; provided, however, that if an heir of mine has not reached legal age, or been emancipated by

marriage or otherwise, under the law of the jurisdiction in which that heir is domiciled at the time set for distribution under this paragraph, then the person having legal custody of the heir (i) shall represent the heir in any division of such property, (ii) may give a binding receipt for and hold the heir's share for his or her benefit, (iii) may sell any part or all of the share, and (iv) shall deliver the share or sale proceeds to the heir before or when the heir reaches legal age, as such person considers advisable.

B. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the place of residence of the beneficiary of that item shall be deemed to be expenses of administration of my estate.

ARTICLE III

A. If my spouse survives me (and for all purposes of this will if the actual sequence of our deaths cannot readily be determined, my spouse shall be presumed to have survive me), I give to the trustee designated in paragraph B of Article IX of this will, as a general legacy, to be held, as of the date of my death, in a separate trust named the **Withers Family Trust**, the largest pecuniary amount possible which will not increase the federal estate tax payable by reason of my death, taking into account the federal credit for state death taxes only to the extent that state death taxes paid are not thereby increased (and, in addition, any portion of the trust named for my spouse effectively disclaimed by my spouse). The **Withers Family Trust** shall be administered as provided in Article VI of this will.

B. I recognize that under some circumstances no property may be allocated to the **Withers Family Trust** pursuant to the formula set forth in paragraph A of this Article.

C. For purposes of determining the pecuniary amount to be allocated to the **Withers Family Trust**, I direct that:

1. Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effect of certain tax elections made by my personal representative or the trustee;

2. None of the provisions of this Article, including for example the use of the "largest," shall be construed as requiring any particular exercise or nonexercise of tax elections, regardless of their effect on the determination of the pecuniary amount; and

3. The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property allocated to the trust named for my spouse (created later in this will), and shall be increased if and to the extent required by subparagraph 2 of paragraph D of this Article.

D. For purposes of funding the **Withers Family Trust**:

1. Property allocated in kind shall be valued at its fair market value as of the date of its allocation to the **Withers Family Trust**; and

2. All property or proceeds of property with respect to which the federal estate tax marital deduction would not be allowable, if distributed outright to my spouse, shall be allocated to the **Withers Family Trust.**

ARTICLE IV

I give my residuary estate, which shall not include any property over which I have a power of appointment, as follows:

A. If my spouse survives me, to the Trustee designated in paragraph B of Article IX of this will, to be held as a separate trust named for my spouse and to administered as provided in Article V of this will; or

B. If my spouse predeceases me, then to my son, **Calvin Richard Withers**, per stirpes.

ARTICLE V

If my spouse survives me, the trust named for my spouse shall be administered as follows:

A. Commencing as of the date of my death and during the life of my spouse the trustee shall distribute to my spouse:

1. The entire net income of the trust in convenient installments, at least as frequently as quarter-annually;

2. As much or all of the principal of the trust as the trustee from time to time believes desirable for the health, support in reasonable comfort, best interests, and welfare of my spouse, considering all circumstances and factors deemed pertinent by the trustee; and

3. As much of the principal of the trust as my spouse from time to time may direct in writing, except that (i) total distributions under this subparagraph by the trustee to my spouse in any calendar year shall not exceed in value whichever is greater, (A) five thousand dollars, or (B) five percent of the aggregate value of the principal of the trust named for my spouse at the end of that year, and (ii) this right of withdrawal shall expire on the day preceding the date of death of my spouse.

B. Notwithstanding any other provision of this instrument, upon the death of my spouse, all income of the trust which is accrued or undistributed at my spouse's death shall be paid to the estate of my spouse.

C. Upon the death of my spouse, the trustee shall pay from the remaining principal of the trust, directly to the appropriate governmental authority or authorities or to the personal representative of my spouse's estate, as the trustee deems advisable, without seeking reimbursement, recovery or contribution from any person, the amount by which the estate, inheritance, and other death taxes (including interest and penalties, if any, but excluding any generation skipping tax) payable in any jurisdiction by reason of my spouse's death shall be increased as a result of the inclusion of

any part of the trust in gross estate of my spouse for such tax purposes, as certified in writing by the personal representative of my spouse's estate.

D. My personal representative (executor) (as that term is used in Section 2056(b)(7) of the Code) may elect to have a specific portion or all of the trust named for my spouse (referred to as the "marital portion") treated as qualified terminable interest property for federal estate tax purposes. If an election is made as to less than all of the trust named for my spouse, the specific portion shall be expressed as a fraction, and the value of the marital portion at any time may be determined by multiplying the value of the trust named for my spouse at that time by the fraction then in effect. The trustee shall charge each discretionary distribution of principal from the trust named for my spouse first against the marital portion, until exhaustion of the marital portion, by adjusting the fraction, first by restating it so that the numerator and denominator are the values of the marital portion and of the trust named for my spouse, respectively, immediately before the distribution, and then by subtracting the amount of the distribution from each of the numerator and denominator, except that the numerator shall not be reduced below zero. Alternatively, the trustee may divide the trust named for my spouse as of the date of my death into separate trusts, representing the fractional portions for which a qualified terminable interest property election was and was not made, and administer them as separate trusts hereunder (But subject to a common set of provisions). Notwithstanding any other provision of this instrument:

1. The estate and inheritance taxes incurred by reason of my death that are attributable to the portion of the trust named for my spouse for which a qualified terminable interest property election was not made (the "nonmarital portion"), if any, shall be charged to the maximum extent possible against the Family Trust created under this instrument, and if that trust is insufficient for any reason, any excess shall be charged against the nonmarital portion or the separate trust representing the nonmarital portion: and

2. The payments, if any, provided in [reference to clause providing for tax reimbursement at surviving spouse's death] of this instrument upon the death of my spouse shall only be charged against the marital portion or the separate trust representing the marital portion.

E. Upon the death of my spouse, the then remaining principal of the trust shall be divided and allocated as set forth in paragraph B of Article IV of this will.

ARTICLE VI

The **Withers Family Trust** shall be administered as follows:

A. If my spouse survives me, then commencing as of the date of my death and during the life of my spouse, 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, but not principal, as the trustee from time to time believes desirable (i) for the health, support in reasonable comfort, education, best interests and welfare of my spouse and descendants, (ii) to

permit a child of mine to enter into or engage in a business or profession in which the trustee believes that child has a reasonable prospects for success, and (iii) to permit a child of mine to make a reasonable down payment on a personal residence, in each case considering all circumstances and factors deemed pertinent by the trustee; provided, however, that:

1. Any undistributed net income shall be accumulated and added to the principal of the **Withers Family Trust**, as from time to time determined by the trustee;

2. My primary concern during the life of my spouse is for the health and support in reasonable comfort of my spouse, and the trustee need not consider the interest of any other beneficiary in making distributions to my spouse under this paragraph;

3. Any distribution (i) to a child of mine for graduate or professional education, (ii) to permit a child of mine to enter into or engage in a business or profession, or (iii) to permit a child of mine to make a down payment on a personal residence, shall be charged as an interest-free advancement; and

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. If my spouse survives me, then upon the death of my spouse, the trustee shall distribute such part or all of the principal of the **Withers Family Trust** as then constituted and any accrued or undistributed income (excluding any portion of the trust named for my spouse added thereto by reason of a disclaimer by my spouse and any accrued or undistributed income thereon) thereof to my son, **Calvin Richard Withers**, per stirpes.

ARTICLE VII

The provisions of this Article shall apply to each trust held under this instrument:

A. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the trustee is incapable of properly managing his or her financial affairs, then the trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the trustee for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the trustee considers advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed guardian of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. Except as otherwise provided in this instrument, all income accrued or undistributed at the termination of any interest shall be treated as if it had accrued or been received immediately after that termination.

C. Among the circumstances and factors to be considered by the trustee in determining whether to make discretionary distributions of net income or principal to a beneficiary are the other income and assets known to the trustee to be available to that beneficiary and the advisability of supplementing such income or assets. As used throughout this instrument, the term "education" includes, but is not limited to, private schooling at the elementary and secondary school level, college, graduate and professional education, and specialized or vocational training

D. In all circumstances, despite any provision 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.

E. Any trust principal or net income as to which a power of appointment is exercised shall be distributed to the appointee or appointees upon such conditions and estates, in such manner (in trust or otherwise), with such powers, in such amounts or proportions, and at such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. In determining whether a testamentary power of appointment has been exercised, the trustee may rely on a will admitted to probate in any jurisdiction as the will of the holder of the power or may assume the holder left no will in the absence of actual knowledge of one within three (3) months after the holder's death.

F. If at any time the trustee shall determine that the trust is of a size that is no longer economical to administer, the trustee, without further responsibility, may (but need not) distribute the trust to the beneficiary or beneficiaries for whom the trust is established.

G. Notwithstanding any other provision of this instrument, at the end of twenty-one (21) years after the death of the last to die of myself, my spouse, and all descendants of mine who are living at the death of the first to die of my spouse and me, the trustee shall distribute the principal and all accrued or undistributed net income of the trust to the beneficiary or beneficiaries for whom the trust is established.

ARTICLE VIII

A. The trustee shall have the following powers with respect to each trust held under this instrument, exercisable in the discretion of the trustee:

1. To retain for any period of time without limitation, and without liability for loss or depreciation in value, any property transferred to the trustee, including partnership interests (whether general, special, or limited), even though the trustee could not properly purchase the property as a trust

investment and though its retention might violate the principles of investment diversification;

2. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, grant or exercise options to buy, convey, transfer, exchange, or lease (for a term within or extending beyond the term of the trust) any real or personal property of the trust, and to partition, dedicate, grant easements in or over, subdivide, improve, and remodel, repair, or raze improvements on any real property of the trust, and in general to deal otherwise with the trust property in such manner, for such prices, and on such terms and conditions as any individual might do as outright owner of the property;

3. To borrow money at interest rates then prevailing from any individual, bank, or other source, irrespective of whether any such individual or bank is then acting as trustee, and to create security interests in the trust property by mortgage, pledge, or otherwise;

4. To invest in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, currencies, partnership interests (whether general, special or limited), or other securities or property, real or personal, domestic or foreign, including partial interests, such as life estate, term or remainder interests, without being limited by any statute or rule of law governing investments by trustees;

5. To make allocations, divisions, and distributions of trust property in cash or in kind, or partly in each; to allocate different kinds of disproportionate shares of property or undivided interests in property among the beneficiaries or separate trusts, without liability for, or obligation to make compensating adjustments by reason of , disproportionate allocations or unrealized gain for federal income tax purposes; and to determine the value of any property so allocated, divided or distributed;

6. To exercise in person or by general or limited proxy all voting and other rights, powers, and privileges and to take all steps to realize all benefits with respect to stocks or other securities; and to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation;

7. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the name of the trustee, in the name of a nominee, or in unregistered form;

8. To pay all expenses incurred in the administration of the trust, including reasonable compensation to any trustee, and to employ or appoint and pay reasonable compensation to accountants, depositaries, investment counsel, attorneys, attorneys-in-fact, and agents (with or without discretionary powers);

9. To deal with the fiduciary or fiduciaries of any other trust or estate, even though the trustee is also the fiduciary or one of the fiduciaries of the other trust or estate;

10. To compromise or abandon any claim in favor of or against the trust;

11. To lend money to the personal representative of my estate or my spouse's estate, and to purchase property from the personal representative of either estate and retain it for any period of time without limitation, and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification;

12. To commingle for investment purposes the property of the trust with the property of any other trust held hereunder, other than the trust named for my spouse, allocating to each trust an undivided interest in the commingled property;

13. To merge and consolidate at any time after the death of the last to die of my spouse and me all the trust property with the trust property of any trust created by my spouse during the life of my spouse or by will and held by the same trustee for the benefit of the same persons who are beneficiaries hereunder, upon substantially the same terms and conditions as those set forth herein, and thereafter to administer the trust property as a single trust hereunder;

14. To receive any property, real or personal, to be added to the trust, from my spouse in any event (and, if the trustee consents in writing, from any other person) by lifetime or testamentary transfer or otherwise;

15. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against the trust property and containing provisions excluding personal liability; and

16. To perform all other acts necessary for the proper management, investment, and distribution of the trust property.

B. The powers granted in this Article shall be in addition to those granted by law and may be exercised even after termination of all trusts hereunder until actual distribution of all trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities. Notwithstanding any other provision of this instrument, upon a written direction from my spouse, the trustee shall make productive any unproductive property or shall convert the same into productive property within a reasonable time.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

D. The trustee's exercise or nonexercise of powers and discretions in good faith shall be conclusive on all persons. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with a trustee.

E. This instrument and all dispositions hereunder shall be governed by and interpreted in accordance with the laws of the State of Tennessee.

F. The compensation of a corporate trustee shall be in accordance with its published schedule of fees as in effect at the time the services are rendered. Such compensation may be charge to principal or to income or partly to each in the discretion of the corporate trustee.

ARTICLE IX

A. Any trustee may resign at any time by giving prior written notice to the beneficiary or beneficiaries to whom the current trust income may or must then be distributed.

B. On my death, I name my son, **Calvin Richard Withers**, as trustee of each trust held under this will. If my son fails or ceases to act as trustee, then I name my granddaughter, **Ashley Tindall Withers**, as trustee of each trust held under this will. Except as otherwise provided in paragraphs D and E of this Article, if **Calvin Richard Withers** fails or ceases to act as trustee hereunder for any reason, or if any successor trustee appointed as hereinafter provided ceases to act as trustee hereunder for any reason, the person or persons indicated in paragraph F of this Article shall, by written instrument, appoint any person (other than my spouse or a descendant of mine), or any bank or trust company, within or outside the State of Tennessee, as successor trustee.

C. The person or persons indicated in paragraph F of this Article may at any time, by written instrument, approve the accounts of the trustee 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.

D. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its corporate predecessor.

E. As often as the trustee shall deem such action to be advantageous to the trusts or to any beneficiary, the trustee may, by written instrument, resign and appoint as substitute trustee with respect to all or any part of the trust principal, including property as to which the trustee cannot act, any person (other than my spouse or a descendant of mine), or any bank or trust company, within or outside the State of Tennessee. The substitute trustee shall have all of the title, powers, and discretion of the original trustee, but shall exercise the same under the supervision of the resigning trustee, who shall act as adviser to the substitute trustee. The adviser may at any time

remove the substitute trustee by written instrument delivered to the substitute trustee. Upon the removal or resignation of the substitute trustee, the advisor may resume the office of trustee or may continue to act as adviser and appoint another substitute trustee. Any adviser may receive reasonable compensation for services as adviser.

F. A successor trustee may be appointed pursuant to paragraph B of this Article and the accounts of the trustee may be approved pursuant to paragraph C of this Article by my spouse, if then living, or, after the death of the last to die of my spouse and me, by a majority in number of the beneficiaries to whom the current trust(s) income may or must be distributed. If any person so entitled to act is then under legal disability, the instrument of appointment or approval may be signed by the lawful guardian of such person on his or her behalf.

G. The incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee. With the approval of the person or persons indicated in paragraph F of this Article who may approve the accounts of the trustee, a successor trustee may accept the account furnished, if any, and the property delivered by or for a predecessor trustee without liability for so doing, and such acceptance shall be a full and complete discharge to the predecessor trustee.

ARTICLE X

A. I name my spouse, **Calvin B. Withers** as personal representative of this will. If my spouse fails or ceases to act as personal representative, then I name my son, **Calvin Richard Withers**, personal representative of this Will. If my son fails or ceases to act as personal representative, then I name my granddaughter, **Ashley Tindall Withers**, as personal representative of this Will. No personal representative of this will shall be required to furnish bond or other security as personal representative.

B. If the appointment of a personal representative of my estate is necessary or desirable in any jurisdiction in which no personal representative herein named is able or willing to act, I appoint as my personal representative in that jurisdiction such person (who may be an officer or employee or a corporate personal representative then acting) or corporation as may be designated in an instrument signed by my spouse, if legally competent, otherwise by my son, **Calvin Richard Withers**, that personal representative to serve without bond, or if bond is required, without surety thereon, and to have all the powers and discretion with respect to my estate in that jurisdiction that are set forth or referred to in paragraph C of this Article, to be exercised without court order. As used in this will, the terms "personal representatives" and "personal representative" designate any court-appointed fiduciaries or fiduciary of my estate from time to time qualified and acting in any jurisdiction.

C. In addition to all powers granted by law, my personal representatives shall have all the powers and discretion with respect to my

estate during administration that are set forth and referred to with respect to the trustee hereunder (including the power to sell real estate or personal property at public or private sale for any purpose and to hold title to property in the name of a nominee), to be exercised without court order.

D. I empower my personal representative(s) (i) to make such elections under the tax laws as my personal representative(s) deem advisable, including election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone, and (ii) to allocate the unused portion, if any, of my GST exemption (as defined in this paragraph) to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this will) in such manner as my personal representative(s) deem advisable, in each case without regard to the relative interests of the beneficiaries; however, my personal representative(s) shall not make adjustments between principal and income, or in the interest of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my personal representative(s) with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusive on all persons. As used in this paragraph, the "GST exemption" means the exemption from generation-skipping tax allowed under section 2631 of the Code.

E. I direct that the compensation of the corporate personal representative shall be in accordance with its published schedule of fees as in effect at the time the services are rendered.

I signed this will on the 27th **day of** June, 1998.

BY: Mary C. Withers
Mary C. Withers

On the date last above written, we saw **Mary C. Withers**, in our presence, sign the foregoing instrument at its end. She then declared it to be her last will and testament, and requested us to act as witnesses to it. We then, in her presence and in the presence of each other, signed our names as attesting witnesses, believing her at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

BY: Tabitha B. Withers
Residing at: 303 Browning Rd
Nashville Tenn

BY: Judy M. Price
Residing at: 608 Hillwood Ct
Mt Juliet TN 37122

BY: Linda B. Turner
Residing at: 5208 Autumn Dr
Antioch TN 37013

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Linda B. Turner, Judy M. Price, and Calvin B. Withers, being severally duly sworn, depose and say that:

We are acquainted with **Mary C. Withers**, who executed this annexed Will, consisting of 12 typewritten pages, dated the 27th day of June, 1997,on that date at Hermitage, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, **Mary C. Withers**, declared the instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Will, **Mary C. Withers**, was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Will.

This affidavit is made at the request of said **Mary C. Withers**.

The annexed Will was examined by the undersigned at the time this affidavit was made.

BY: Calvin B. Withers

BY: Judy M. Price

BY: Linda B. Turner

SWORN TO AND SUBSCRIBED before me, this 27th day of June, 1997.

BY: _____
NOTARY PUBLIC

My Commission Expires:
9-27-1999

PREPARED BY:

Robert H. Stratton
Attorney At Law
4811 Lebanon Road, Suite 209
Hermitage, Tennessee 37076
(615) 902-0311

12

TENNESSEE DEPARTMENT OF REVENUE

COPY

11/22/2002
Estate of Mary A. Withers
C/O Mr. Robert R. Stratton, Attorney
4811 Lebanon Road, Suite 408
Hermitage, TN 37076

Account Type: Inheritance
Account No: 440588474
Date of Death: 12/14/2001
County: Davidson (19)
Social Security No: [redacted]-6899

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