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D.C.

LAST WILL AND TESTAMENT

OF

CHARLES G. KELTON

04P-1635

Davidson County WILL
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THIS INSTRUMENT PREPARED BY:
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LAST WILL AND TESTAMENT

OF

CHARLES G. KELTON

I, CHARLES G. KELTON, a resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

The names of my children are ROGER KELTON and WANDA SUE KUMMER. All references to my children in this document are to these children.

ARTICLE I.
Appointment of Executor

I nominate and appoint my son, ROGER KELTON and my daughter, WANDA SUE KUMMER, successively in the order named, to serve as Executor of this my Last Will and Testament, without bond. If for any reason an Executor fails or ceases to serve, the next following Executor shall serve until all the Executors so named have been exhausted. Whenever the term "Executor" is used herein, it shall be deemed to apply to the party or parties acting as such, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

ARTICLE II.
Waiver of Requirement of Inventory and Accountings

I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

ARTICLE III.
Ancillary Administration

If the appointment of an Executor of my estate is necessary or desirable in any jurisdiction in which the Executor named herein is unable or unwilling to act, I appoint as my Executor in that jurisdiction such person or corporation as may be designated in an instrument signed by the Executor named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my Executor named herein is given with respect to my domiciliary estate (including the power to sell real or personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any court.

ARTICLE IV.
Administration of Real Property

I give to my Executor all real property which I may own at the time of my death and direct my Executor to hold, administer and distribute my real property as a part of my probate estate, as authorized by Tennessee Code Annotated Section 31-2-103(a). It is my intention that my Executor have possession and control of my real property during the period of administration, including the power to sell, lease, encumber and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court.

ARTICLE V.
Payment of Debts

I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate be paid as soon as may be convenient after my death, except that any debt secured by a mortgage, pledge, or similar encumbrance on property owned by me at the time of my death may be retained in the discretion of my Executor and such property shall pass subject to such mortgage, pledge, or similar encumbrance. I authorize my Executor, in its sole discretion, to use the proceeds of any life insurance payable to my estate or to my Executor for the payment of my debts.

ARTICLE VI.
Disposition of Tangible Personal Property

All furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property which I own at the time of my death I give in substantially equal shares to my children, with the then living descendants of any child who does not survive me representing his or her parent, per stirpes.

My Executor may distribute the share of any minor beneficiary to such beneficiary directly, or to the person who has custody of such beneficiary, with such person holding the beneficiary's share for the benefit of the beneficiary until the termination of the custody, at which time the property shall be distributed to the beneficiary. To the extent that my beneficiaries fail to agree as to the division of any one or more items of tangible personal property within a reasonable period of time after my death, my Executor shall divide the property (or, in its sole and absolute discretion, sell the property and divide the proceeds therefrom) among the beneficiaries in the proportions set forth above. Any decision made by my Executor with respect to either the selection or sale of tangible personal property shall be final and shall be binding on all beneficiaries.

If in the discretion of my Executor any of my tangible personal property is not suitable for immediate delivery, my Executor may retain such property in safekeeping for future delivery. My Executor shall pay all expenses associated with safeguarding, insuring, packing, storing, delivering, and distributing the tangible personal property, and such expenses shall be deemed to be a proper part of the expenses of administering my estate.

I may leave a memorandum stating my wishes with respect to the disposition of certain items of tangible personal property. Such memorandum, however, will be simply an expression of my wishes and shall not create any trust or obligation, nor shall it be offered for probate as a part of this

Will. I hope that the recipient or recipients of my tangible personal property will dispose of the same in accordance with my wishes, however made known, but I impose no legal or equitable obligation in this regard.

ARTICLE VII.
Disposition of Residuary Estate

I direct my Executor to distribute all the rest and residue of my property, real, personal and mixed, of whatever kind and character and wherever situated, including the proceeds of any insurance policies payable to my estate, in equal shares to my children, with the then living descendants of any child who does not survive me representing his or her parent, per stirpes. If I am not survived by any of my descendants, my Executor shall dispose of my residuary estate in accord with the provisions of Article VIII. (Ultimate Distribution), below.

A. Distribution to My Living Children. The share created for each child of mine who is then living ("the Child") shall be distributed to the Child outright and free of the trust. If the Child should die before the complete distribution of the share, the Trustee shall distribute the balance of the share to the Child's then living descendants, per stirpes. If the Child has no then living descendants, the Trustee shall distribute the balance of the share to my then living descendants, per stirpes. If I have no then living descendants, the Trustee shall distribute the balance of the share as provided in Article VIII. (Ultimate Distribution).

B. Share of a Descendant of a Deceased Child. The share created for a deceased child of mine who has then living descendants shall be distributed to such descendants, per stirpes, outright and free of trust.

ARTICLE VIII.
Ultimate Distribution

If at any time there is no person entitled to receive all or any part of my property, such property shall be distributed to those persons who would be my heirs, and in such proportions, if I had died at such time, intestate, unmarried, owning such property, and domiciled in Tennessee.

ARTICLE IX.
Powers of Executor

A. In General. In addition to all powers given under applicable law and those set forth below, my Executor shall have all the powers enumerated in Tennessee Code Annotated Section 35-50-110; and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby incorporated herein by reference. Each power conferred upon my Executor under this Article, or upon Executors in general by applicable state or federal statutes, shall be subject to any express limitations or contrary directions contained in this Will.

B. Receipt of Payments. My Executor shall preferably require the person, corporation, or other entity receiving a distribution hereunder to furnish my Executor with a receipt of such distribution, and the receipt of the person to whom the payments are made shall be a sufficient acquittance for my Executor.

C. Distribution Powers. The Executor is specifically authorized to make divisions and distributions of my property either in cash or in kind, or partly in cash and partly in kind, or in any proportion it deems advisable. The fiduciary shall be under no obligation or responsibility to make pro rata divisions and distributions in kind. The fiduciary may allocate specific property to any beneficiary or share although the property may differ in kind from the property allocated to any other beneficiary or share. The fiduciary may make division and distribution of estate assets without regard to the basis of such assets for federal or state income tax purposes.

D. Division of Property into Shares. Whenever property under this Will is to be divided into shares, the division of the property shall be made on a fractional basis. The Executor shall then make such divisions by determining the amount passing to each such share by applying the required fraction to the property as of the date of each distribution necessary to fund the shares; property conveyed or assigned in kind to a share shall be valued at its fair market value as of the date of distribution. The Executor shall have complete authority to make non-pro rata allocations of the property between the several shares. The Executor may, in its sole and absolute discretion, make allocations in cash or in kind, in undivided interests, or in any proportion thereof between such shares. The judgment of the Executor on the relative value of assets shall be binding and conclusive on all parties interested.

E. Executor's Fee. The Executor shall be entitled to fair and reasonable compensation for the services it renders as a fiduciary. The amount of compensation shall be an amount equal to the customary and prevailing charges for services of a similar nature during the same period of time and in the same geographic locale, taking into consideration the time required and the responsibility assumed in the discharge of the duties of office. Any corporate fiduciary serving hereunder shall be entitled to receive as its compensation such fees as are then prescribed by its published schedule of charges for estates of a similar size and nature and additional compensation for extraordinary services performed by such fiduciary. The Executor shall be reimbursed for the reasonable costs and expenses incurred in connection with its fiduciary duties under this Will and shall reasonably compensate those persons employed by it, including agents, auditors, accountants, and attorneys.

F. Methods of Payment. Whenever the Executor is required to make a distribution pursuant to the provisions of this Will to or for the benefit of a beneficiary who is under the age of twenty-five (25) or disabled, such distribution may be made in any one or more of the following ways, without court supervision and without the necessity for posting a bond:

1. Directly to the beneficiary;

2. To persons, corporations, or other entities for the use and benefit of the beneficiary;

3. To an account in a commercial bank or savings institution in the name of the beneficiary, or in a form reserving the title, management, and custody of the account to a suitable person, corporation, or other entity for the use and benefit of the beneficiary;

4. In any prudent form of annuity purchased for the use and benefit of the beneficiary ;

5. To any person or duly licensed financial institution, including the Executor, as a custodian under the Uniform Transfers to Minors Act, or any similar act, of any state, or in any manner allowed by any state statute dealing with gifts or distributions to minors or other individuals under a legal disability; or

6. To any guardian, conservator or other person deemed by the Executor to be responsible, and who has assumed the responsibility of caring for the beneficiary.

The Executor shall preferably obtain a receipt from the person, corporation, or other entity receiving any distribution made as provided in this subparagraph.

ARTICLE X.
Miscellaneous

A. Adopted Persons Included. For all purposes under this instrument, individuals who are adopted prior to attaining the age of eighteen (18) shall be deemed to be natural-born descendants of the individuals adopting them.

B. Contest Clause. If any beneficiary under this Will shall in any manner, directly or indirectly, attempt to contest or oppose the validity of this Will, including any codicils hereto, or commences or prosecutes any legal proceedings to set this Will aside, then in such event such person shall forfeit his or her share, cease to have any right or interest in the property, and shall be deemed to have predeceased me.

C. "Descendants" and "Ancestors". Unless the context clearly indicates otherwise, for all purposes under this instrument the "descendants" of an individual shall mean all of such individual's lineal descendants, whenever born, and a person's "ancestors" shall mean all of such individual's lineal ancestors. The "nearest" ancestor of an individual shall be that ancestor in the nearest degree of lineal consanguinity to such individual.

D. Disability. Except as otherwise provided in this Will, any individual shall be deemed to be "disabled" for purposes of this Will, if:

1. The individual is incapacitated or disabled because of illness, age, or any other cause which results in the individual's inability to effectively manage his or her property or financial affairs as certified, in writing, by two licensed physicians or psychiatrists, one of whom shall, if possible, be or have been the individual's personal physician or the successor of someone who has been the individual's personal physician,

2. The individual has been declared or adjudicated as such or as otherwise legally unable to effectively manage his or her property or financial affairs by a court of competent jurisdiction,

3. A guardian, conservator, or other personal representative of such individual's person or estate has been appointed by a court of competent jurisdiction,

4. The individual has disappeared or is absent for unexplained reasons for a period exceeding fourteen (14) consecutive days, without having given notice of a return date to my Executor or the beneficiaries, or

5. The individual is being detained under duress where the individual is unable to effectively manage his or her property or financial affairs.

The effective date of such disability shall be the date of the statement of the two physicians described above (or the date of the second of such statements if they are obtained on separate dates), the date of the court declaration of incapacity, the date of the court decree appointing the conservator, the expiration of the 14-day period referred to above, or the date sufficient proof is obtained establishing the situation referred to in subparagraph D.5, immediately above, whichever first occurs. Such disability shall be deemed no longer to exist upon the statement to such effect of two physicians as described above, a court declaration of capacity, or the cessation of the condition causing the individual to be deemed disabled pursuant to subparagraph D.4 or D.5 immediately above, as the case may be.

E. Gender; Number. Words of any gender, including pronouns, shall be deemed to include the other gender, as appropriate, and the references to the singular shall include the plural, and vice versa, unless the context indicates such a reading would be inappropriate.

F. Loans. If any portion of any loan to a beneficiary hereunder who is obligated to repay the loan to my estate remains unpaid at the time of the division and/or distribution of my estate to individuals including such beneficiary, the amount of such debt shall be treated as an asset of my estate and shall be deducted from the share of such beneficiary (or those who take through such beneficiary); provided, however, that if such calculation would result in a share being reduced below zero, then the loan to such beneficiary shall be ignored for purposes of this paragraph, and such beneficiary's share shall be zero. The adjustment to a beneficiary's share is fully intended to cover any unpaid loans, and such beneficiary need not repay those amounts.

G. "Per Stirpes" Distributions. Whenever a distribution is directed to be made to the descendants of a deceased person, "*per stirpes*", the amount to be distributed shall be divided into a sufficient number of equal shares to create one share for each child of the deceased person who is then living, and one share for each deceased child of the deceased person who left descendants who are then living (with the share created for the deceased child to again be divided among his or her descendants in like manner).

H. State Law. The validity of this Will and the construction and administration of the provisions contained herein shall be determined by reference to the laws of the State of Tennessee.

I. Survivorship Presumptions. A beneficiary shall be deemed not to have survived (and therefore to have predeceased) another individual if such beneficiary dies within ninety (90) days of the death of the individual. Unless the context clearly indicates otherwise, in determining who is entitled to a particular distribution of property under this Will, the words "then living" shall be deemed to refer to the time of death of the individual whose death prompted such distribution. A beneficiary shall be deemed to be "then living" at the death of another individual only if such beneficiary survives the individual by more than ninety (90) days, and a distribution to such "then living" beneficiary shall be made to such beneficiary promptly after the ninety-day period, provided that if the beneficiary dies after such period and before the complete distribution of the beneficiary's share, such property shall be distributed to such beneficiary's estate, unless a specific contrary provision in this Will applies.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on May 24, 2002.

Charles G. Kelton
CHARLES G. KELTON

The foregoing Will was, on the day and year written above, published and declared by CHARLES G. KELTON in our presence to be his Will. We, in his presence and at his request, and in the presence of each other, have attested the same and have signed our names as attesting witnesses.

WITNESSES:

_____ ADDRESS: NASHVILLE TN

_____ ADDRESS: Nashville, TN

AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

We, the witnesses, whose names are signed to the foregoing Will and printed below, having been sworn, declared to the undersigned officer that CHARLES G. KELTON, in the presence of both witnesses, signed the instrument declaring it to be his last Will, and that each of the witnesses, in the presence of CHARLES G. KELTON and in the presence of each other, signed the Will as a witness.

We declare that at the time of our attestation of this Will, CHARLES G. KELTON was, according to our best knowledge and belief, over the age of eighteen, under no undue duress or constraint, of sound and disposing mind, memory and understanding, and in all respects competent to make a Will.

WITNESS

PATRICIA A. GAFFNEY
(Printed name)

WITNESS

Kristen N. Hopkins
(Printed name)

SWORN TO AND SUBSCRIBED before me, May 24, 2002.

NOTARY PUBLIC

My Commission Expires:

GABRIEL HEISER NOTARY PUBLIC AT LARGE WILLIAMSON COUNTY, TENN.
My Commission Expires October 05, 2004

THIS INSTRUMENT PREPARED BY:
K. Gabriel Heiser, Esq.
THE LAW OFFICES OF K. GABRIEL HEISER
155 Franklin Road, Suite 137
Brentwood, TN 37027
May 23, 2002

STATE OF TENNESSEE

I, **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 Last Will and Testament heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 07 day of OCTOBER , 2004 , in the Case Number 04P1635 KELTON, CHARLES G. deceased,
as same remains of record in Vol. 5705 , Page 1665529 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 13 day of OCTOBER in the year two thousand four and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk,

SEAL

By _____
Deputy Clerk