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RICHARD R. ROOKER, CLERK
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Last Will and Testament

Davidson County WILL
Recvd: 03/11/05 14:14 15 p
Fees:77.00 Taxes:0.00
20050311-0027316

I, LEO FRANCIS DUZAK, a citizen and resident of Davidson County, Tennessee, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all prior wills and codicils heretofore made by me.

ARTICLE I

Item 1. I direct that all my just debts and funeral expenses, including the cost of a suitable monument at my grave, be paid as soon after my death as may be practicable, except that the payment of any debts secured by the mortgage or pledge of real or personal property may be postponed in the discretion of my Executrix.

Item 2. All cost of administration, and all estate, inheritance, succession, legacy, transfer and other death taxes or duties, by whatever name called (except the generation skipping tax imposed by Chapter 13 of the Internal Revenue Code) and other taxes of similar nature which are assessed against my estate or against any beneficiary because of my death, including any interest or penalty thereon, imposed by the laws of any jurisdiction, or upon or with respect to property not passing under the provisions of this will, but upon which property such taxes are assessed or imposed, including all such taxes assessed or imposed upon the proceeds of any and all policies of insurance upon my life, shall be paid out of my

residuary estate described in Article IV of my will without apportionment or proration among the beneficiaries, legatees, devisees, transferees, or other recipients of any such property, or charged against any property passing, or which may have passed to any of them.

ARTICLE II

Item 1. It is further my will and I do hereby give and devise unto my beloved wife, Juliette H. Duzak, if she survives me, to be hers absolutely, any and all automobiles or clothing and household and personal effects of which I may die seized and possessed, or in which I may own a transmissible interest at the time of my death, and any and all insurance thereon, or proceeds of such insurance, due and payable at the time of my death or thereafter; but if my wife predeceases me, any such property or effects, and any insurance thereon, shall vest in equal shares, one share to each child of mine surviving me.

Item 2. This article of my will is not to be construed as bequeathing funds, bank accounts, choses in action, securities, stocks, accounts receivable, or other evidences of debt, or any property held or acquired by me for investment, or any property used by me in my profession or in connection with any trade or business in which I may be interested at the time of my death.

ARTICLE III

Item 1. If my wife survives me, or if we die in a common disaster or joint catastrophe or otherwise under such circumstances which render it doubtful as to who survived the other, I do hereby give, devise and bequeath to my said

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wife such portion of my estate, which, when added to all other items included for federal estate tax purposes in my gross estate and qualifying for the marital deduction under applicable provisions of the United States Internal Revenue Code which pass or have passed to my said wife (under the provisions of this will, or outside this will, by operation of law or otherwise), will constitute an amount equal to one hundred percent (100%) of my adjusted gross estate. Notwithstanding the foregoing, I do expressly direct that in no event shall this bequest to my wife under this article of my will exceed the lesser of:

(a) the maximum allowable marital deduction available to my estate, as finally determined for federal estate tax purposes; or

(b) that amount which will reduce the federal estate tax imposed upon my estate to an amount equal to the federal unified tax credit then available to my said estate, so as to result in no federal estate tax liability being imposed upon my estate.

Item 2. My Executrix shall assign, convey and distribute to my said wife, or in the event of her death with me in a common disaster, joint catastrophe, or otherwise, as aforesaid, to her executors or administrators, the cash, securities and other property, including real estate and interests therein, which shall constitute said bequest.

Item 3. The assets to be distributed in satisfaction of said bequest shall be selected in such a manner that the cash and other property distributed will have an aggregate fair market value fairly representative of the distributee's proportionate share of the appreciation or depreciation in the value, to the date or dates of distribution, of all property then available for distribution. Any property included in my estate at the time of my death, and assigned or conveyed in kind to satisfy such

bequest, shall be valued for that purpose at the value thereof as finally determined for federal estate tax purposes, and any other property so assigned and conveyed shall be valued for that purpose at its cost. No asset or proceeds of any asset shall be included in the bequest as to which a marital deduction is not allowable. Said bequest shall abate to the extent that it cannot be satisfied in the manner hereinabove provided.

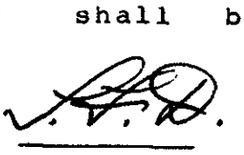
Item 4. The principal object of this article of my will is to secure the maximum pecuniary benefits of the marital deduction allowable for federal estate tax purposes under Section 2056 of the Internal Revenue Code, as amended, or any similar benefit available under the federal estate tax law, or any other federal statute levying like taxes in effect when I die. Hence, I direct:

A. That the amount of the assets to be subject at my death to the provisions of this Article of my will shall be no larger then is necessary to accomplish that object;

B. That, if the marital deduction (or similar benefit) is allowable with respect to any property or funds not forming a part of my property or estate passing under this article of my will, the value of such property or funds, even though not passing under any article of my will, shall be taken into consideration in calculating the funds or proportions of my estate passing under this Article of my will; and,

C. That no property ineligible for the marital deduction (or similar benefit) shall be allocated to the funds or portions of my estate passing under this Article of my will.

Item 5. If my wife and I shall die under circumstances which shall render it difficult to determine which died first, for the purpose of this will, it shall be conclusively presumed that I predeceased my wife and my estate shall be



administered and distributed, in all respects, in accordance with such presumption.

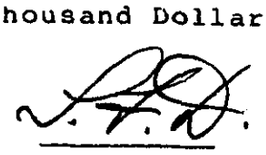
ARTICLE IV

Item 1. All of the rest, residue and remainder of my property and estate of whatsoever kind and nature and wheresoever situated and found, including any property, whether real, personal or mixed, lapsed or void legacies and devises which I may own or with respect to which I may have a power of appointment at the time of my death, I do hereby give, devise and bequeath in trust to my wife, Juliette H. Duzak, and my daughter, Pamela Lee Duzak, as Trustees, without bond for the use and benefit of my said wife and children all as more fully hereinafter provided. This trust shall be known as the "Residuary Trust".

Item 2. In the event of the death, disability or failure or refusal to serve of Pamela Lee Duzak as said Co-Trustee, I do then nominate, constitute and appoint my son, Warren C. Duzak, as successor Co-Trustee, to serve without bond.

Item 3. Said property bequeathed in this article of my will shall be held by my said Trustees and the net income therefrom payable to my said wife during her lifetime, from time to time, as the Trustees may determine. Upon the death of my said wife, my Trustees shall divide and distribute in fee and free from trust the principal and accumulated income, if any, in equal shares, one share for each child of mine then surviving, and one share for the issue of any child of mine then dead, leaving issue then surviving, per stirpes and not per capita.

Item 4. My wife shall have the right to withdraw from the principal of said trust estate an amount not exceeding in any calendar year the greater of Five Thousand Dollars



($5,000.00) or five (5%) percent of the value of the principal of said trust on the last day of the calendar year in which such right is exercised. Said right shall not be cumulative and shall lapse if not exercised in a particular year; no payment of corpus shall be made in any subsequent calendar year on account of the failure to exercise said power in such prior calendar year.

Item V . In the event that my wife and children shall fail to survive me, or shall die with me in a common disaster or joint catastrophe, or shall fail to survive the termination of this trust; and further provided that there be, at that time, no issue of my said children surviving, I do then give, devise and bequeath all of the rest, residue and remainder of my property and estate, as aforesaid, to those persons who would constitute my heirs-at-law if I had died intestate, determined in accordance with the laws of intestate succession in effect at the time such a determination is required to be made.

ARTICLE V

Item 1. During the existence of any trust provided for in this my will, the Trustees and any and all successors in trust, from time to time, without obtaining the authority of any court and without the consent or joinder of any beneficiary, in addition to any inherent or implied statutory powers it may have or acquire, shall have the powers set forth in Section 35-50-110, Tennessee Code Annotated, said provisions being incorporated herein by reference, and shall have certain additional powers and be excused from performing certain duties required by law, all as hereinafter provided, to-wit:

A. To sell for cash, or on terms, at either private or public sale, pledge, mortgage, exchange and

convert and reconvert, and lease and rent out for any period of time, all or any part of the property or holdings of any nature from time to time held or accumulated by the Trustees in the corpus or as accumulated income of the trust estate.

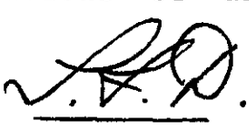
B. To vote and execute proxies to vote any and all shares of stock, and to participate fully in corporate reorganizations, mergers, corporate exchanges of stock, settlements, debtor or bankruptcy proceedings, and exercise any and all rights to subscribe to or purchase new issues of stock or treasury stock, or sell or waive same, to purchase, hold, sell, receipt for, and deal in stock and securities in the name of a nominee or nominees of the Trustees' choice, and to do any and all other things which any individual stockholder or bondholder might be authorized to do with his or her personal holdings.

C. To compromise claims and litigation, including but not limited to tax claims and suits.

D. To execute and join in all deeds, writings, instruments and decrees required in exercising any and all powers of the Trustees.

E. To hold and continue to hold in original form, for any length of time, any property or securities or undivided interests in property or holdings of whatsoever kind and nature, of which I die seized and possessed, and the Trustees shall not be liable for loss or depreciation in failing to dispose of any such.

F. To acquire, hold, invest and reinvest in any property, real, personal or mixed, of any nature, including but not limited to common stocks, preferred stocks, livestock, farmlands, timberlands, and other like property and undivided interests, or participating shares in any and all such properties, all without regard to diversification and free from all restrictions, limitations or specifications of all



laws respecting investments of fiduciaries.

G. To borrow money and lend money on such security as the Trustees may deem property, and the Trustees may employ agents, attorneys, bookkeepers, and accountants, when deemed advisable and compensate them from either income or corpus.

H. To credit or charge to either income or corpus, or in part to both, any stock dividends (whether declared out of earnings or otherwise), and any premiums, discounts, appreciation or depreciation arising and accruing on any investments or transactions.

I. To build, remove or demolish buildings and structures and real or personal fixtures of every kind and nature, and improve, remodel, renovate and repair any property of any kind and nature held in or acquired for the trust, and to charge the costs and expenses thereof to either income or corpus, or in part to both.

J. To encroach on the corpus for the benefit of any beneficiary or beneficiaries, including any life beneficiary of the trust, at any time and all times, whenever it becomes advisable in the sole discretion of the Trustees of any such trust in order to provide for the health, education, maintenance and support of any such beneficiary.

K. To continue any individual business or any business in which I may be engaged or with which I may be associated, either as a partner, or otherwise, at the time of my death, for such length of time as the Trustees may deem advisable in the sole discretion of the Trustees.

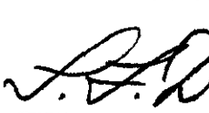
L. My Trustees shall be empowered and authorized to terminate (or my Executrix fail to set aside) the trust when, in the sole discretion of the fiduciary, the establishment or continuation of said trust funds shall be or become economically impractical or unfeasible. Upon the

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exercise of said power by the Trustees, the Trustees shall be authorized to distribute the then-remaining corpus, together with any accumulated or undistributed income, outright and free of trust to the income beneficiary or beneficiaries surviving at the time such power is exercised in the same proportion in which they are entitled to income. In the event that such trust provides for discretionary distribution or accumulation of income, the income accounts of the then current income beneficiaries of such trust shall be equalized and the balance of the principal and accumulated income shall be distributed to the income beneficiaries in equal shares. When such power is exercised by the Trustees, the rights of all persons or institutions who might otherwise have or acquire an interest in said fund as a remainderman or otherwise shall cease and terminate.

M. Notwithstanding anything herein contained to the contrary, any power, duty or discretionary authority granted to the Trustees or my Executrix hereunder shall be absolutely void to the extent that either the right to exercise or the exercise thereof would in any way adversely affect, jeopardize or cause my estate to lose all or any part of the tax benefit afforded my estate to the marital deduction under either federal or state laws.

N. Notwithstanding anything herein to the contrary, any trust established hereunder shall be terminated not later than any such time after which its continued existence would violate the rule against perpetuities, the rule against suspension of the power of alienation or any other rule of law. At such time, and unless previously terminated, the Trustees shall distribute the entire principal and accumulated income to the respective income beneficiaries thereof in the same proportion in which they are to receive trust income. In the event that such trust provides for discretionary



distribution or accumulation of income, the income accounts of the then current income beneficiaries of such trust shall be equalized and the balance of the principal and accumulated income shall be distributed to the income beneficiaries in equal shares.

Item 2. Definitions and Miscellaneous Provisions:

A. The word "Trustee" as used hereinabove shall include the plural and be so construed in the event that there is more than one Trustees of any trust at any time.

B. If this will makes provision for a trust for the benefit of a surviving spouse, the word "income" shall be construed so as to qualify such trust for the marital deduction, and all such income shall be payable to such spouse.

C. Wherever in this will the term "issue" or "child" or the plural thereof appears, the same shall include both natural issue and legally adopted children, if any.

D. Wherever herein a beneficiary of any trust is appointed, nominated and/or serves as a co-trustee of such trust, then any power to encroach upon the principal shall be exercised in the sole discretion of the co-Trustee of such beneficiary.

Item 3. During the administration of my estate, if my Executrix must dispose of an asset to provide funds for the payment of a tax, an administration expense, or claim of a creditor, my Executrix may dispose of the asset without liability to my estate or to a beneficiary for disposing of an asset which is more marketable but which will produce a higher income tax liability to my estate than another asset.

Item 4. Each beneficiary shall give my Executrix a written receipt for each asset distributed, which receipt shall be prepared by my Executrix. My Executrix may withhold distribution of each asset until the beneficiary has given the required written receipt.

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Item 5. I specifically authorize my Executrix to file a joint return of income with my wife for any period or periods for which such a return may be permitted following my death and to pay from my estate the full amount of the tax due on such return or any adjustment thereof; and to consent to any gifts made by me or my wife prior to my death, which, for gift tax purposes, may be considered as having been made half by me and half by my wife, and if such consent is given, to pay from my estate any and all gift taxes that may be due because of such gifts.

ARTICLE VI

Item 1. It is further my will, that after paying all costs and fees and taxes and any and all interest and principal payments falling due on mortgages and pledges and other debts incurred by the Trustees, from time to time, and all expenses and every outlay of any nature, due and incurred in the exercise of any and all powers hereinabove granted and exercised in administering the trusts established hereunder (including, but not requiring or limited to, insuring any and all of the property or estate against such hazards as the Trustees, in the sole discretion of the Trustees, may deem advisable), the Trustees of any trust may pay over and distribute to any one or more of the trust beneficiaries their full share in the income, as their interests may appear from time to time, it being my intention to place it solely in the discretion of the Trustees whether or not to accumulate income, either in whole or in part, from time to time, excepting only the mandatory income payments to my wife required by Article V, Item III, hereof.

Item 2. It being my intention to create a spendthrift trust for each beneficiary, neither the corpus nor the income

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of the trust in the hands of the Executrix or Trustees shall be subject to anticipation, alienation, assignment or transfer by any beneficiary, legatee, or devisee, in any manner whatsoever and shall be for their sole and separate use, nor shall the same be in any manner distrained or subjected to the payment of any beneficiary's debts, contracts, liabilities or obligations (marital or otherwise) of any nature, in any event whatsoever by operation of law or otherwise.

Item 3. No Trustee shall be required to report or account to any court, but shall keep on hand at the place of business of such Trustee or at such other place designated by the Trustees, convenient for and available to the inspection thereof by any beneficiary, during any and all business hours of any business day, full, true and complete records of current accounts; and a full report and accounting shall be furnished each adult beneficiary once each year, or more often should the Trustees so elect.

Item 4. The sole adult beneficiary of any trust, or a majority of the adult beneficiaries of any trust for which provision is herein made, may appoint a successor Trustee from time to time, provided at least one successor Trustee shall be a national or state bank, having a regularly established trust department, which has been in business for at least ten (10) years or more. Such appointment shall be in writing and duly acknowledged in the form required for deeds and shall serve as the removal of the then acting Trustees.

Item 5. I specifically direct that all life insurance policies on my life which are made payable to my estate or to my Executrix shall be administered under the terms of this my Last Will and Testament and not under the terms of Tennessee Code Annotated, Section 56-1108, and such life insurance proceeds shall be added to my probate estate and shall be used for the payment of claims, expenses and taxes, as the need may

arise, and the residue thereof shall be disposed of as property constituting a part of my probate estate.

ARTICLE VII

Item 1. I do hereby nominate and appoint my wife, Juliette H. Duzak, as Executrix of this my Last Will and Testament, with all of the rights and powers granted to the Trustees of my residuary trust above, and said Executrix shall not be required to give bond or other security for the faithful performance of such person's duties as such. In the event of the death, disability or failure or refusal to serve of my said wife as Executrix hereunder, I do then nominate and appoint my daughter, Pamela Lee Duzak, as successor Executrix, to serve without bond.

IN WITNESS WHEREOF, I have hereunto set my hand this 9 day of October, 1986.

Leo Francis Duzak

LEO FRANCIS DUZAK

SIGNED, PUBLISHED and DECLARED by the above-named Testator, LEO FRANCIS DUZAK, as and for his Last Will and Testament, in our sight and presence, and who signified to us, the attesting witnesses, that the foregoing instrument is his Last Will and Testament, consisting of 13 pages, including this page; and we have hereunto affixed our signatures, at his request, in his sight and presence, and in the sight and presence of each other.

Tracy Lynn Alexander

Witness

Jeana M. Burch

Witness

STATE OF TENNESSEE)

ss:

COUNTY OF Davidson)

Tracy Renee Alexander and Jeana H. Burch, being first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named Testator, LEO FRANCIS DUZAK, as and for his Last Will and Testament, in our sight and presence, and who signified to us, the attesting witnesses, that the foregoing instrument is his Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at his request, in his sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the Testator was of sound mind and disposing memory and signed the said will as his free and voluntary act.

Tracy Renee Alexander

Witness

Jeana H. Burch

Witness

Sworn to and subscribed before me
this 9th day of October, 1986.

NOTARY PUBLIC

My commission expires:

July 17, 1988

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 28 day of JULY , 2004 , in the Case Number 04P1178 DUZAK, LEO FRANCIS deceased,
as same remains of record in Vol. 5668 , Page 1586337 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 11 day of MARCH in the year two thousand five and in the 228th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

