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LAST WILL AND TESTAMENT

OF

WINFIELD S. KELLEY

Davidson County WILL
Recvd: 04/28/05 14:20 9 pgs
Fees:42.00 Taxes:0.00
20050428-0047481

I, WINFIELD S. KELLEY, a resident of 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 any Will heretofore made by me.

1. Appointment of Executor and Trustee. I nominate and appoint my son-in-law, Alvin Kenneth Butner, II, as Executor of this my Last Will and Testament and as testamentary Trustee of any trust herein created, and I direct that he not be required to make bond in either capacity. Whenever the terms "Executor" and "Trustee" are used herein, they shall be deemed to apply to the party or parties acting, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

2. Payment of Debts and Taxes. I direct that all of my just debts (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my Executor), including funeral and testamentary expenses and expenses of my last illness, be paid as soon as may be convenient after my death. I further direct that all estate, inheritance and other taxes of the same nature (except any generation-skipping taxes imposed by the Internal Revenue Code or by any state) which are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. All of said taxes shall be charged against that portion of my residuary estate allocated to Part B.

I direct that the proceeds of any life insurance payable to my estate or to my Executor may be used for the payment of debts or taxes.

3. Devise of Personal Property. I devise to my spouse, Frances R. Kelley, such household furniture and furnishings, automobiles, personal effects and all other items of tangible personal property as I might own at the time of my death. If my spouse does not survive me, then those properties shall go to my daughter, Patricia Kelley Butner, or to her issue who survive me, per stirpes, if she should predecease me. My Executor may distribute the share of any minor beneficiary to such beneficiary, or to the person with whom such beneficiary is residing. If, in the sole discretion of my Executor, any of such property is not suitable for delivery, the Executor may retain such property in safekeeping for future distribution or may sell such property and add the proceeds to my residuary estate.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

4. Division of Residuary Estate Into Part A and Part B. I direct my Executor to divide 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, into two separate parts, which are designated as Part A and Part B. Said property shall be allocated between those parts in the following manner:

(a) First, to Part B, a portion of my residuary estate which is equal in value to the Exemption Equivalent. In determining the amount of this bequest, the Exemption Equivalent shall be reduced by all items which are included in my gross estate for Federal Estate Tax purposes, which pass or have passed under other provisions of this Will, by operation of law, or otherwise, and which do not qualify for the marital deduction under Section 2056 of the Internal Revenue Code, the charitable deduction under Section 2055 of the Internal Revenue Code, or any other deductions allowed in ascertaining the value of my adjusted gross estate or taxable estate for Federal Estate Tax purposes. The term "Exemption Equivalent" shall mean an amount equal to the largest amount which will, after allowing for the unified credit against the Federal Estate Tax and the credit for state death taxes (to the extent the use of such credit does not increase the death tax payable to any state) but no other credit, result in no Federal Estate Tax being payable by my estate.

(b) Second, to Part A, the remainder thereof; provided that if my spouse does not survive me, then I direct that no allocation be made to Part A and all of my residuary estate be allocated to Part B.

The portion of the residue of my estate allocated to Part A and Part B pursuant to subparagraphs (a) and (b) above may be selected by my Executor, but in determining the amount to be allocated to each part, assets shall be valued at the same amounts as are used in determining the Federal Estate Tax imposed on the transfer of my estate, and the assets allocated to each part must be fairly representative of the appreciation and depreciation (from the Federal Estate Tax values) in the value of all property (including cash) available for allocation, and there shall not be allocated to Part A any asset or assets which do not qualify for the marital deduction.

5. Trust A Established. I devise Part A of my residuary estate to the Trustee hereinabove named, as Trustee, to be held in a trust to be known as Trust A. My Executor is authorized in its absolute discretion to make any elections necessary to qualify all or any specific portion of Trust A for any marital deductions available under applicable federal and state estate and inheritance tax laws. Generally, I anticipate that my Executor will elect to minimize the taxes payable by my estate, but I authorize my Executor to consider any other factors which my Executor deems to be relevant. The determination of my Executor with respect to the exercise of any such elections shall be conclusive upon all interested persons, and my Executor shall be held harmless by my estate from any losses, costs and expenses incurred by my Executor arising out of the exercise or non-exercise of any such elections. Trust A shall be held, administered and distributed according to the following terms:

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(a) I direct the Trustee to pay all of the net income from Trust A to my spouse, during the life of my spouse, such payments to be made at least quarterly or at more frequent intervals if such is feasible in the discretion of the Trustee.

(b) My spouse shall have the following powers wih respect to Trust A:

(1) The power, exercisable only by specific reference to this power in my spouse's Last Will and Testament, to appoint the corpus of Trust A in whole or in part, to or for the benefit of any or all of the members of a class consisting of my daughter, my daughter's spouse and my daughter's issue, in such amounts and proportions and in such interests and estates, whether outright or in lesser estates, or in trust or otherwise, as my spouse shall designate.

(2) The limited power during each fiscal year of the trust to withdraw from the principal of the trust upon my spouse's written request to the Trustee an amount or amounts not to exceed in the aggregate during such fiscal year, the greater of $50,000 or 5% of the aggregate value of the trust on the first day of such fiscal year. The right of withdrawal is noncumulative, so that if my spouse does not withdraw during such fiscal year the amount to which my spouse is entitled under this paragraph, my spouse's right of withdrawal shall lapse at the end of that fiscal year to the extent not exercised.

(c) Upon the death of my spouse, to the extent my spouse does not exercise the power of appointment hereinabove granted, the Trustee in its discretion may pay all or part of any estate, inheritance and succession taxes imposed upon my spouse's estate, or imposed upon any beneficiaries thereof or of this Trust A, as a result of the inclusion of Trust A in my spouse's estate for tax purposes. Such taxes shall be computed on a marginal (rather than an average) basis and shall be equal to the amount by which the total of such taxes exceeds the total taxes which would have been payable if the value of Trust A had not been included in my spouse's gross estate for tax purposes.

(d) Upon the death of my spouse and after the payment of taxes as provided in paragraph (c) above, any portion of Trust A as to which my spouse fails to exercise the power of appointment herein given to my spouse, shall be added to Trust B as established in Paragraph 6 hereof and shall be held, administered and distributed in accordance with the terms of my Will pertaining to Trust B.

6. Trust B Established. I devise Part B of my residuary estate to the Trustee hereinabove named, as Trustee, to be held in a trust to be known as Trust B and to be held, administered and distributed according to the following terms:

(a) During the life of my spouse, the income from Trust B, in the discretion of the Trustee, shall be

(1) Paid over in whole or in part to or for the benefit of my spouse in order to provide for my spouse's support in my spouse's accustomed manner of living and to provide for my spouse's hospital and nursing expenses and expenses of invalidism; or

(2) Paid over in whole or in part to or for the benefit of my daugher, Patricia Kelley Butner, or to or for the benefit of her issue, according to need and with no requirement of equalization among beneficiaries; or

(3) Accumulated in whole or in part and added to the corpus of the trust.

In exercising its discretion to distribute income to or for the benefit of my spouse, the Trustee is directed to consider the needs of my spouse in accordance with the standards set forth above (without regard to my spouse's other sources of income or means of financial support) before the needs of any other beneficiary are considered.

(b) My spouse shall have the power, exercisable by written instrument signed by my spouse and delivered to the Trustee during my spouse's lifetime and/or by specific reference to this power in my spouse's Last Will and Testament, to appoint the corpus of Trust B in whole or in part, and from time to time, to or for the benefit of any or all of the members of a class consisting of my daughter, my daughter's spouse and my daughter's issue, in such amounts and proportions and in such interests and estates, whether outright or in lesser estates; or in trust or otherwise, as my spouse shall deem appropriate, but my spouse shall not have the power to appoint any portion of the income or corpus of the trust in such way as to directly or indirectly benefit my spouse, my spouse's creditors, my spouse's estate, or the creditors of my spouse's estate. Nothing in this paragraph shall be construed as authorizing my spouse to exercise this limited power of appointment for the purpose of discharging any legal obligation of my spouse (including obligations of support), and the Trustee shall not be authorized to deliver any portion of the trust to an appointee unless the appointee (or the appointee's guardian in the case of a minor) signs and delivers to the Trustee a receipt confirming that the property so received will not be used to provide for the support of the appointee (if my spouse is obligated to support the appointee) or otherwise to discharge any legal obligation which my spouse has to such appointee.

(c) Upon the death of my spouse, Trust B shall (to the extent not appointed by the exercise of the power of appointment herein granted) be distributed outright and free of trust to my daughter, Patricia Kelley Butner. If my daughter is not then living, then the trust shall vest in my daughter's issue then living per stirpes, and each beneficiary shall receive distribution of his or her share upon attaining thirty (30) years of age. Prior to the distribution of the trust under this subparagraph, the income from each beneficiary's share shall be paid over in whole or in

part to or for the benefit of each such beneficiary, or shall be accumulated in whole or in part and added to such beneficiary's share as may be required, in the sole discretion of the Trustee, to provide for such beneficiary's adequate support, maintenance and education.

7. Encroachments.

(a) For Spouse. I direct that if at any time or times during the life of my spouse the Trustee in its discretion be of the opinion that it is necessary to encroach upon the corpus of either Trust A or Trust B in order to provide adequately and properly for the comfortable maintenance, medical care and support of my spouse in the manner to which my spouse is accustomed, then the Trustee is authorized to encroach upon the corpus of the trusts (using all of Trust A before encroaching upon Trust B) to the extent which the Trustee shall in its discretion determine necessary or proper, this power to be a continuing one.

(b) For Other Beneficiaries. If at any time or times before or after the death of my spouse and prior to the complete distribution of Trust B, the Trustee in its discretion be of the opinion that it is necessary to encroach upon the corpus of such trust in order to provide adequately and properly for the comfortable maintenance, medical care and education of a person who is a permissible recipient of income therefrom at the time the encroachment is to be made (giving first consideration to maintaining my spouse in my spouse's accustomed manner of living before the needs of any other beneficiaries are considered), then the Trustee is authorized to encroach upon such trust to the extent which the Trustee deems necessary or proper for such purpose, this power to be a continuing one. Any such encroachments made during the life of my spouse shall be charged against the trust estate as a whole and shall not be charged against the shares of the beneficiaries for whom such encroachments are made.

8. Facility of Payment. Whenever in this Will income may be paid to a beneficiary, or whenever the Trustee encroaches upon the corpus of a trust for the benefit of a beneficiary, such income or corpus may be paid directly to such beneficiary or to anyone else for the use or benefit of such beneficiary, irrespective of the age or mental competency of such beneficiary, as the Trustee deems proper, and the receipt of the person to whom the payments are made shall be a sufficient acquittance for the Trustee, and such payments may be made without the intervention of any guardian or the approval of any court.

9. Spendthrift Trusts. I direct that no part of any trust herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise; but this Paragraph shall not be construed as conflicting in any way with the exercise of any power of appointment herein conferred.

10. Division of Assets. At any time when it shall become necessary to divide assets between the trusts herein created, or within any of said trusts, or to distribute any of said assets, such division or distribution shall be made in such manner as the Trustee deems proper and may be made in cash or in kind, or partly in cash and partly in kind. Also, the judgment of the Trustee on the relative value of assets shall be binding and conclusive on all parties interested; but in allocating properties between Part A and Part B, valuations determined for Federal Estate Tax purposes shall be used as hereinabove provided. Further, in making distribution of trust assets the Trustee shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Trustee may make division and distribution of trust assets without regard to the basis of such assets for Federal or State income tax purposes.

11. Final Distribution. Notwithstanding anything herein to the contrary, no trust herein created shall continue beyond twenty-one (21) years after the death of the survivor of my spouse and my issue who are living at the time of my death; and at such time any trust created hereunder which is still in existence shall immediately terminate and the properties therein shall be distributed to the beneficiaries thereof irrespective of their ages.

12. Simultaneous Death. In the event my spouse and I shall die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my spouse shall be deemed to have survived me for the purposes of this Will, and I direct further that the provisions of this Will shall be construed upon that assumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

13. Successor Trustee. If at any time during the life of my spouse it becomes desirable in the judgment of my spouse, or after the death of my spouse it becomes desirable in the judgment of a majority of the income beneficiaries (including any minor beneficiaries acting through their natural or legal guardians) of a trust, to change any trustee which may be serving as a trustee hereunder or any successor trustee, then my spouse, while living, or a majority of the income beneficiaries (or their natural or legal guardians) after the death of my spouse shall have the right to remove any trustee and to designate any bank or trust company (which shall not be required to be a Tennessee corporation or to have an office in Tennessee) as the successor Trustee of such trust. Any such bank or trust company shall have a trust department with assets under management of at least one hundred million dollars ($100,000,000). Such successor or substitute trustee shall not be required to make bond unless same is required by the person or persons making the appointment. Any successor or substitute trustee shall by virtue of its appointment succeed to all of the rights, powers and duties conferred and imposed upon the Trustee herein named.

14. Powers of Executor and Trustee. My Executor and Trustee shall have all the powers enumerated in Section 35-618, Tennessee Code Annotated, and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby

incorporated herein by reference as fully as though copied herein verbatim, except that subparagraphs 1 through 4 of such Section shall apply only to my Executor, and except that with respect to Trust A my spouse shall have the power to require the Trustee to convert property which is unproductive of income to income-producing property within a reasonable time. In no event shall my Executor or the Trustee of Trust A have any power which would invalidate the marital deduction for federal estate tax purposes.

15. Definition of Issue. Whenever used herein, the term "issue" shall include adopted as well as natural born.

16. Headings. The marginal notes used as headings for the various paragraphs of this Will are used only as a matter of convenience for reference, and are not to be construed as part of this Will or to be used in determining my intent.

IN WITNESS WHEREOF, I have hereunto set my hand on this 19 day of July, 1983, to this my Last Will and Testament, and have subscribed each of the foregoing SIX (6) pages at the bottom thereof for the purpose of identification.

Winfield S. Kelley 10:50 AM
WINFIELD S. KELLEY

Signed, signified and declared by the said WINFIELD S. KELLEY, being of sound mind and disposing memory, as and for his Last Will and Testament, in the presence and sight of us, present at the same time, who, at his request, in his presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

James C. Gooch ADDRESS: Nashville, Tenn

Carol L Campacker ADDRESS: Nashville, Tenn.

1-11-07

92030

CLCWI00087
5/19/83

FIRST CODICIL TO THE LAST WILL AND TESTAMENT

OF

WINFIELD S. KELLEY

I, WINFIELD S. KELLEY, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as the First Codicil to my Last Will and Testament executed on July 19, 1983. I hereby amend Paragraph 5 of my Will by deleting the first two (2) lines of said Paragraph and replacing said first two (2) lines with the following:

"5. Devise of Part A. If my death occurs prior to October 1, 1983, then I devise Part A of my residuary estate to my spouse, Frances R. Kelley, outright and free of trust. If my death occurs on or after October 1, 1983, then I devise Part A of my residuary estate to the Trustee hereinabove named, as Trustee, to be..."

All other provisions of my said Last Will and Testament dated _____, 1983, shall remain in full force and effect, and my said Will is hereby republished, except to the extent amended by this First Codicil.

IN WITNESS WHEREOF, I have hereunto set my hand on this 19 day of July, 1983, to this my First Codicil to my Last Will and Testament.

Winfield S Kelley 11:00 AM
WINFIELD S. KELLEY

Signed, signified, and declared by the said WINFIELD S. KELLEY, being of sound mind and disposing memory, as and for his First Codicil to his Last Will and Testament, in the presence and sight of us, present at the same time, who, at his request, in his presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

James C. Hooch ADDRESS: Nashville, Tenn

Carol L. Crumpacker ADDRESS: Nashville, Tenn.

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STATE OF TENNESSEE, DAVIDSON COUNTY

I, Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 165 Page 600

Given under my hand and official seal, at office in Nashville, this 27th of April 2006

RICHARD R. ROOKER, CLERK

By Patty Jones
Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK