Davidson County WILL
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Fees:62.00 Taxes:0.00
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RICHARD R. ROOKER, CLERK
D.C.

Last Will and Testament

OF

PATSY T. MCKEE

Introductory Clause. I, Patsy T. McKee, a resident of and domiciled in the County of Shelby and State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I have three living children: Roy I. McKee, born October 18, 1958; Mark T. McKee, born October 29, 1960; and Patrick S. McKee, born November 14, 1963.

ITEM I

Direction to Pay Debts with Discretionary Refinancing by Executor. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. I direct that my Executor may cause any debt to be carried, renewed and refinanced from time to time upon such terms and with such securities for its repayment as my Executor may

deem advisable taking into consideration the best interest of the beneficiaries hereunder.

ITEM II

Direction to Pay All Taxes from Residuary Estate. I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes. If my residuary estate is inadequate to pay such taxes, they shall be paid from the assets of my inter vivos trust dated the 3rd day of October, 19 95.

ITEM III

General Bequest of Personal and Household Effects With a Precatory Memorandum. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, to my children surviving me in approximately equal shares; provided, however, the issue of a deceased child surviving me shall take per stirpes the share their parent would have taken had he or she survived me. If my issue do not agree to the division of the property among themselves, my Executor shall make such division among them, the decision of my Executor to be in all respects binding upon my issue. I request that my Executor and my issue abide by any memorandum by me directing the disposition of this property or any part thereof. This request is precatory and not mandatory. If any beneficiary hereunder is a minor, my Executor may distribute such minor's share to such minor or for such minor's use to any person with whom such minor is residing or who has the care or control of such minor without further responsibility and the receipt of the person to whom it is distributed shall be a complete discharge of my Executor. The cost of packing and shipping such property shall be charged against my estate as an expense of administration.

ITEM IV

Pour-Over Gift to Trustees of Testatrix's Inter Vivos Trust. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises), wherever situated and whether acquired before or after the execution of this Will, to the successor Trustees under that certain Trust Agreement between myself as Settlor and myself as Trustee executed prior to the execution of this Will on the _____ day of _____, 19____. My Trustees shall add the property bequeathed and devised by this Item to the principal of the above Trust and shall hold, administer and distribute the property in accordance with the provisions of the Trust Agreement, including any amendments thereto made before my death.

ITEM V

Naming the Executor, Executor Succession, Executor's Fees and Other Matters. The provisions for naming the Executor, Executor succession, Executor's fees and other matters are set forth below:

(1) Naming Individuals as Executor. I hereby nominate, constitute, and appoint as Executors of this my Last Will and

Testament Roy I. McKee, Mark T. McKee, and Patrick S. McKee and direct that they shall serve without bond.

(2) Individual Executors Succession. If any individual Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, the remaining individual Executors shall continue to serve without a successor or substitute.

(3) Final Succession If All Individual Successor Executors Cannot Act. If all my individual successor Executors should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, then the successor or substitute Executor who shall also serve without bond shall be Thomas W. Triplett.

(4) Fees for Individual Executors. My Executors shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

(5) Executor Voting Rights. If there is more than one Executor serving, then the vote of the Executors for any action hereunder must be by majority action of the Executors.

ITEM VI

Definition of Executor. Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM VII

(1) Specific Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease,

manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order.

(2) Grant of Powers by Reference to Statute. I authorize my Executor and my Trustee (including any substitute or successor personal representative or Trustee) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all the powers set forth in Section 3 of Chapter 110 of the Tennessee General Assembly of 1963, T.C.A. Section 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim.

ITEM VIII

Discretion Granted to Executor in Reference to Tax Matters. My Executor as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executor believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executor shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my Executor shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions.

ITEM IX

Definition of Children. For purposes of this Will, "children" means the lawful blood descendants in the first degree

of the parent designated; and "issue" and "descendants" mean the lawful blood descendants in any degree of the ancestor designated; provided, however, that if a person has been adopted, that person shall be considered a child of such adopting parent and such adopted child and his or her issue shall be considered as issue of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or either of the adopting parents. The terms "child," "children," "issue," "descendant" and "descendants" or those terms preceded by the terms "living" or "then living" shall include the lawful blood descendant in the first degree of the parent designated even though such descendant is born after the death of such parent.

The term "per stirpes" as used herein has the identical meaning as the term "taking by representation" as defined under Tennessee law.

ITEM X

Simultaneous Death Provision Presuming Beneficiary Predeceases Testatrix. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, then it shall be conclusively

presumed for the purposes of this Will that the beneficiary predeceased me.

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 31 day of October, 1995.

Patsy T. McKee

Attestation Clause. The foregoing Will bearing the signature of the Testatrix was this 31 day of October, 1995, signed, sealed, published and declared by the Testatrix as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

James Thomas Lowry of 5653 Glade View, Memphis TN 38120

Patricia M Finney of 7111 Katherine Ln Memphis, TN 38120

PROOF OF WILL

State of Tennessee

Self-Proving Affidavit

County of Shelby

On the date above written, we the undersigned, being first duly sworn, make oath that the Testatrix declared to us that the foregoing instrument was her Last Will and Testament; that she signed said instrument in our presence, and that we, at her request and in her presence, and in the presence of each other, then subscribed our names thereto as attesting witness; that at the time of execution, the Testatrix was more than 18 years of age, of sound mind and disposing memory, and did not appear under any undue influence; and that the undersigned, each being more than 18 years of age, made and signed this Affidavit at the request of the Testatrix.

James Thomas Lowry
Witness

Patricia M. Sinney
Witness

Subscribed, sworn to, and acknowledged before me this 31 day of October, 1995.

Hazel L. Rademaker
Notary Public

My commission expires: August 16, 1999

HAZEL L. RADEMAKER
NOTARY PUBLIC AT LARGE
SHELBY COUNTY, TENN.
MY COMM. EXP. 8-16-1999

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 29 day of JUNE , 2006 , in Case Number 06P1018 between MCKEE, MARK T Petitioner, and MCKEE, PATSY T ET.AL Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 26 day of JULY 2006

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL