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RICHARD R. ROOKER, CLERK

D.C.

LAST WILL AND TESTAMENT

OF

MICHAEL F. SAGGESE

I, MICHAEL F. SAGGESE, 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 all Wills and Codicils heretofore made by me.

1. Appointment of Executor. I nominate and appoint my spouse, Linda Saggese, as Executor of this my Last Will and Testament, and I direct that no bond shall be required. In the event my spouse ceases or fails to serve, then I nominate and appoint my daughter, Valerie Saggese Bosshardt, as Executor, without bond. Whenever the term "Executor" is used herein, it 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. 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.

3. 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. 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.

4. Payment of Debts and Taxes. 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

Davidson County WILL
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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 further direct that all transfer, estate, inheritance and other death taxes (but not any generation-skipping transfer taxes) 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 without apportionment and with no right of reimbursement from any recipient or beneficiary of any such property.

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.

5. Disposition of Tangible Personal Property. I may leave a list attached to my Will indicating that certain items of tangible personal property are to be distributed to beneficiaries designated on said list, and my Executor is directed to comply with the instructions contained therein, which list is incorporated herein by reference. Any furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property which I own at the time of my death which are not mentioned in such list, I give to my spouse, Linda Saggese, provided my spouse survives me. If my spouse does not survive me, said properties shall be distributed as follows:

(a) Valerie Saggese Bosshardt. I give the following items of my tangible personal property to my daughter, Valerie Saggese Bosshardt, or to her issue who survive me, per stirpes, if my said daughter does not survive me:

(1) 1993 Honda Accord;

(2) All furniture, household furnishings, and tangible personal property located in my residence, except that which is mentioned on said list or otherwise specifically provided for herein;

(3) My cat, Jeffrey; and

(4) My pony, Poco.

(b) Michelle A. Saggese. I give my 1955 Mercedes Benz 300SL Gullwing, and all accessories associated therewith, to my daughter, Michelle A. Saggese, or to her issue who survive me, per stirpes, if my said daughter does not survive me.

(c) Cheryl Saggese Austin. I give the following items of my tangible personal property, and all accessories associated therewith, to my daughter, Cheryl Saggese Austin, or to her issue who survive me, per stirpes, if my said daughter does not survive me:

(1) 1976 Cadillac Eldorado Convertible;

(2) 1958 Cadillac Eldorado Biarritz Convertible;

(3) 1958 Cadillac Eldorado Brougham;

(4) 1975 Ford Ranchero;

(5) 1965 Lincoln Continental Convertible;

(6) 1977 Jaguar XJ6; and

(7) 1961 Custom Chevy Corvette Convertible.

My Executor may distribute the share of any minor beneficiary to such beneficiary directly, or to the person with whom such beneficiary is residing. 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 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.

6. Fairfield Glade Property. Upon the last to die of me and my spouse, all of my right, title, and interest in and to that certain tract or parcel of land which I own at Fairfield Glade, located in Crossville, Tennessee, shall be sold, and the proceeds from the sale shall be distributed equally to my two daughters, Michelle A. Saggese and Cheryl Saggese Austin, or to their issue who survive me, per stirpes, if one or both of my said daughters does not survive me.

7. Micon International Corporation. I give any and all shares of stock which I own in Micon International Corporation to my spouse, Linda Saggese, provided my spouse survives me. If my spouse does not survive me, I direct my Executor to vote such shares which I own at the time of my death to liquidate the corporation, or to take such other actions with respect to the

property of Micon International Corporation which will allow distribution of all automobiles registered to Micon International Corporation to my daughter, Cheryl Saggese Austin. Any and all of the remaining stock which I own in Micon International Corporation at the time of my death shall be distributed as a part of my residuary estate.

8. Statement Regarding Primary Residence.

(a) Gift of Residence to Spouse. I give to my spouse, Linda Saggese, all of my right, title, and interest in and to our primary residence located at 2140 Old Hickory Boulevard, Nashville, Tennessee, together with all appurtenances an improvements used in connection therewith and all tangible personal property located therein. If my spouse does not survive me, said residence shall distributed in accordance with paragraph 8(b) hereof.

(b) Sale of Primary Residence. If my spouse, Linda Saggese, does not survive me, I give to my daughter, Valerie Saggese Bosshardt, all of my rights, title and interest in and to my primary residence located at 2140 Old Hickory Boulevard in Nashville, Tennessee. As a condition precedent to such continued use, Valerie Saggese Bosshardt shall be fully responsible for the payment of all charges incident to the maintenance of such property, including without limitation, all assessments, insurance premiums, mortgages, taxes and ordinary repairs. In the event my daughter, Valerie Saggese Bosshardt, does not establish 2410 Old Hickory Boulevard as her primary residence, or in the event she sells or otherwise disposes of said real property within ten (10) years of my death, all net proceeds (after payment of reasonable and necessary expenses) from any such sale, disposition, or other use shall be distributed as follows:

(1) Valerie Saggese Bosshardt. Sixty percent (60%) thereof shall be distributed to my daughter, Valerie Saggese Bosshardt, or to her issue who survive me, per stirpes, if my said daughter does not survive me.

(2) Michele A. Saggese. Twenty percent (20%) thereof shall be distributed to my daughter, Michele A. Saggese, or to her issue who survive me, per stirpes, if my said daughter does not survive me.

(3) Cheryl Saggese Austin. Twenty percent (20%) thereof shall be distributed to my daughter, Cheryl Saggese Austin, or to her issue who survive me, per stirpes, if my said daughter does not survive me.

9. Disposition of Residuary Estate. I give 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, to my spouse, Linda Saggese, outright and free of trust, if my spouse survives me. If my spouse does not survive me, I direct my Executor to distribute my entire residuary estate to my daughter, Valerie Saggese Bosshardt, if such daughter survives me, otherwise to such daughter's issue who survive me, per stirpes. My Executor may distribute the share of any minor beneficiary to such beneficiary directly, or to the person with whom such beneficiary is residing. If my said daughter does not survive me, and if I am not survived by any issue of my daughter, Valerie Saggese Bosshardt, my Executor shall distribute my residuary estate equally, outright and free of trust, to my two daughters, Michele A. Saggese and Cheryl Saggese Austin, with the issue of any daughter who does not survive me representing his or her parent, per stirpes.

10. 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 instrument, and I direct further that the provisions of this instrument 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.

11. Powers of Executor.

(a) In General. In addition to all powers given under applicable law, my Executor shall have all the powers enumerated in Section 35-50-110, 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.

(b) Protection of Marital Deduction. In no event shall my Executor have any power which would invalidate the marital deduction for federal or state estate or inheritance tax purposes.

12. Miscellaneous.

(a) Adopted Persons Included. For all purposes under this instrument, persons who are adopted prior to attaining twenty-two (22) years of age shall be deemed to be persons who are natural-born descendants of the persons adopting them.

(Page 5 of my Will: Michael J. Saggese)

(b) "Per Stirpes" Distributions. Whenever property is to be distributed "per stirpes" to the then living issue of an individual, said property shall be divided into as many equal shares as there are children of that individual then living and children of that individual then deceased with issue then living, and each share for the then living issue of each deceased child shall be redivided in the same manner into shares for that deceased child's then living issue.

13. Statement to Family. I trust that you understand that I have weighed my decisions very carefully with much love for my family. I am confident that you will work together in love and cooperation in respecting my wishes. I wish you all much love and happiness.

14. 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.

IN WITNESS WHEREOF, I have hereunto set my hand on this 12th day of October, 1998, to this my Last Will and Testament, and have subscribed each of the foregoing five (5) pages at the bottom thereof for the purpose of identification.

Michael F. Saggese
MICHAEL F. SAGGESE

Signed, signified and declared by the said MICHAEL F. SAGGESE, 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:

Bryan W. Mott ADDRESS: Nashville, Tennessee

Brandi H. Holloway ADDRESS: Nashville, Tenn.

A F F I D A V I T

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Bryan W. Metcalf and Brandi H. Holloway, being severally duly sworn, depose and say that:

We are acquainted with MICHAEL F. SAGGESE, who executed this annexed Last Will and Testament, consisting of six (6) typewritten pages, dated October 12, 1998, on that date at Nashville, 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, MICHAEL F. SAGGESE 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 Last Will and Testament, MICHAEL F. SAGGESE 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 Last Will and Testament.

This affidavit is made at the request of said MICHAEL F. SAGGESE.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Bryan W. Metcalf

Brandi H. Holloway

SWORN TO AND SUBSCRIBED before me, this 12th day of October, 1998.

Deanna L. Patterson
NOTARY PUBLIC

My Commission Expires:

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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 09 day of AUGUST , 2006 , in Case Number 06P1269 between SAGGESE, LINDA Petitioner, and SAGGESE, MICHAEL F. 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 11 day of AUGUST 2006

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL

