Davidson County WILL
Recvd: 10/23/06 14:13 10 pg
Fees:52.00 Taxes:0.00
20061023-0131224

2006 OCT 18 AM 8:22

LAST WILL AND TESTAMENT OF ANGELA CORRINE CATINO

I, **ANGELA CORRINE CATINO**, a citizen of the United States residing in Nashville, Davidson County, Tennessee, do make, publish and declare this my Last Will and Testament, hereby revoking all prior Wills and Codicils.

ITEM I

Identifications and Definitions

As used in this Will, the following identifications and definitions shall apply:

A. Family Description. My husband, **WILLIAM MICHAEL CATINO**, is referred to herein as "my husband." We have two (2) children. They are **WILLIAM JOSEPH CATINO** and **ROSE MARIE KOZLIK**. The terms "child" or "children" when referring to my children shall only mean the children named herein and these words shall be construed herein in the appropriate number and gender as the context requires.

B. In referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice-versa, if the context indicates that such a reading would be appropriate. If a successor Executor or Trustee is appointed, then reference to the word "Executor" or "Trustee" shall be deemed to refer to such successor Executor or Trustee.

C. Upon the termination or division of any trust created hereunder, the term "issue" is to be interpreted so as to insure that living parents do not share any distributions of income or principal with their issue, but rather the parent would take to the exclusion of his or her issue. In addition, the terms "issue", "child" or "children" shall include adopted persons. A child in gestation, who is later born alive, shall be regarded as a child in being during the period of gestation, in determining whether any person has died without leaving surviving issue, and in determining, on the termination of any trust created hereunder, whether such child is entitled to share in the disposition of the trust's then-remaining principal and undistributed income; provided, however, for all other purposes such child's rights shall accrue from the child's date of birth.

D. The term "education" is to be construed liberally and is to include, but is not necessarily limited to, private pre-school institutions, private grade schools, private college preparatory institutions, undergraduate, as well as post-graduate institutions, institutions for children or adults subject to learning disabilities, vocational schools and trade schools. Provided, however, the term "education" does not include enrollment at institutions which do not maintain a full-time faculty (with the exception of night schools in which case a regularly appointed faculty shall suffice) or one whose primary purpose is to disseminate knowledge necessary to engage in any activity which, as to the interested trust beneficiary, might properly be deemed a diversion, a casual pursuit or a hobby. A determination by the Trustee, in his sole and absolute discretion, that an expense is not incurred for "education" shall be conclusive as to all parties. Expenses incurred for "education" shall be deemed to include all costs charged by such schools or institutions, together with other expenses incident to obtaining such education. Further, whenever a child resides away from home in attendance at an educational institution, such expenses shall include reasonable charges for room and board, transportation expenses for a reasonable number of trips between home and the educational institution and a reasonable monthly allowance for the child.

ITEM II

Payment of Expenses, Claims and Taxes

I direct that all of my just debts (except secured debts, which may be paid off or retained in the discretion of my Executor) including unpaid charitable pledges, funeral expenses, and the cost of administration of my estate be paid from my residuary estate as soon as may be convenient after my death. My Executor, in his sole and absolute discretion, may pay from my domiciliary residuary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. Except as otherwise provided herein, I further direct that all estate, inheritance, generation-skipping transfer and other taxes of the same nature that are payable because of my death 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 including any properly disclaimed amounts (after any reductions due to amounts passing to or for the benefit of qualified heirs for which a deduction is properly claimed pursuant to Section 2057 of the Code, to my husband or to any charity which qualify for an estate tax deduction) as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. Any interest payable with respect to these taxes shall be a charge against the income from my residuary estate. Provided, however, my Executor shall, to the extent possible and practicable, seek reimbursement for recovery of, or contribution toward the payment of federal estate and state estate and inheritance tax attributable to property in which I had a qualifying income interest for life, over which I had a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Code from such property from which such tax is not otherwise paid or payable. Each portion of my residuary estate with respect to which a federal or state generation-skipping transfer tax, if any, is payable, including any interest or penalties thereon, shall be charged directly with that tax. My Executor, in his sole and absolute discretion, may use the proceeds of any life insurance payable to my estate for the payment of debts or taxes. Notwithstanding anything above to the contrary, to the extent that any property (other than the property passing under my Will and property passing pursuant to a revocable trust) is included in my gross estate, any taxes or other charges payable following my death with respect to the inclusion of such property in my gross estate shall be paid by a charge without interest against the share passing to the beneficiary under this Will who received the benefit of such property to the extent possible, but, if not, then my Trustee shall seek reimbursement for such taxes from such beneficiary.

ITEM III

Bequest of Household Furnishings, Personal Effects, Automobiles, Etc.

The following provisions shall be applicable to the distribution of my tangible personal property:

A. I intend to prepare a signed and dated memorandum setting forth my wishes concerning the distribution of certain items of my tangible personal property. It is my desire that my Executor locate such signed and dated memorandum and distribute such items to the individuals designated as recipients in such memorandum. If, however, no such memorandum is found and identified as such by my Executor within ninety (90) days after my death, then such memorandum shall be deemed null and void and all of my tangible personal property shall be distributed in the same manner as provided for in Paragraph B of this Item. In addition, any tangible personal property that is not listed on such memorandum or any tangible personal property that is listed on such memorandum and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made, shall be distributed in the same manner as provided for in Paragraph B of this Item.

B. I bequeath my remaining household furnishings, personal effects, automobiles, frequent flyer miles, points with any other type of rewards program, and all other tangible personal

property as well as all policies of insurance on such property or connected with its use (except cash on hand or deposit and the property bequeathed under the provisions of Paragraph A of this Item) to my husband, if he survives me; but if he does not survive me, to my children who survive me, to be divided between or among such children in as nearly equal shares, as to the value thereof, as shall be practicable and in such manner, as to the individual items thereof, as such children shall desire. In the event that such children cannot agree upon such division, then my Executor shall have the power to either divide such property between or among my children or sell the item or items in dispute in any reasonable manner which the Executor may choose, and divide the proceeds from such sale equally among my then living children. Any decision by my Executor shall be conclusive and final.

ITEM IV

Distribution of My Remaining Estate

All the rest, residue and remainder of my estate shall be distributed as follows:

A. If my husband survives me, all the rest, residue and remainder of my property shall be distributed outright to him. If my husband does not survive me, then all the rest, residue and remainder of my property shall be divided into two (2) separate and equal shares. One (1) such share shall be distributed to my son, **WILLIAM JOSEPH CATINO**, if he is then living, but, if not, then equally to his children then living, namely, **JAMES ANTHONY CATINO**, and **KIMBERLY ROSE O'LEARY**, or all to the survivor of the two of them who is then living, but, if none, then to the issue then living of my son, per stirpes. One (1) such share shall be distributed to my daughter, **ROSE MARIE KOZLIK**, if she is then living, but, if not, then equally to her children then living, namely **CHRISTOPHER KOZLIK** and **LISA KOZLIK** or all to the survivor of the two of them who is then living, but, if none, then to the issue then living of my daughter, per stirpes. If a child of mine named in the previous sentence does not have issue then living, then his/her share shall be contributed to the other share and distributed as a part thereof. If all of the named beneficiaries and their issue are not then living, then such property shall be divided into two (2) separate and equal shares and one (1) such share shall be distributed to the persons who may then be my heirs-at-law, as determined under the laws of the State of Tennessee then in force as if I had died intestate on such date with my husband predeceasing me and the other one (1) share shall be distributed to the persons who may then be my husband's heirs-at-law as determined under the laws of the State of Tennessee then in force as if my husband had died intestate on such date with me predeceasing my husband.

B. Notwithstanding the other provisions of this Paragraph and Paragraph A of this Item to the contrary, if any beneficiary under this Item is under the age of twenty-five (25) at the time when he or she is entitled to receive a distribution in accordance with this Item, then my Executor shall distribute said beneficiary's share to the Trustee named herein to be held in a separate trust named and held for the benefit of said beneficiary. The Trustee is authorized to distribute the trust income and principal of the separate trust, as the Trustee deems necessary, in the Trustee's sole and absolute discretion, for said beneficiary's health, support, education, and maintenance in reasonable comfort. Any amounts of income not so distributed shall be added to principal at least annually by the end of each calendar year. When said beneficiary attains age twenty-five (25), or upon said beneficiary's death prior thereto, the trust shall terminate and the Trustee shall distribute all of the remaining principal and undistributed income to said living beneficiary or the surviving issue of the deceased beneficiary, per stirpes. If a beneficiary dies prior to attaining age twenty-five (25) without issue then living, then such property shall be distributed to his or her estate.

C. Whenever income and/or principal may be distributed to or for the benefit of a beneficiary, such distributions may be made directly to such beneficiary or to others for the use or benefit of such beneficiary, as the Executor or Trustee deems proper. The receipt of the distributee shall be a sufficient acquittance for the Executor or Trustee. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

D. Except as provided in the last sentence of Paragraph B of this Item, any income from any trust herein created accrued for any beneficiary which is undistributed at the time of the death of such beneficiary shall not be payable to the estate of such beneficiary, but shall be payable to the next income beneficiary of such trust or share thereof. No apportionment or accounting shall be made to the estate of any deceased beneficiary of such trust for any amount of income undistributed on the date of death of such beneficiary.

E. The provisions of this Paragraph shall only be applicable to a trust created under this instrument if the trust is either (i) governed under the laws of a jurisdiction which has a rule against perpetuities law in force at the time the trust is being administered, or (ii) exempt from generation skipping transfer taxes and such provisions are required in order to preserve the allocation of generation skipping transfer tax exemption to the trust or maintain the generation skipping transfer tax exempt status of the trust. Notwithstanding anything in this Will to the contrary, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who are living on the date of my death. Upon the expiration of such period, the principal and undistributed income thereof shall vest in the then income beneficiaries of the trust with each beneficiary receiving the portion of the share held for his or her benefit upon attaining the age of twenty-one (21). Provided, however, if there is more than one income beneficiary of any such share, then each beneficiary shall receive an equal share of the trust principal held for his or her benefit. Provided, further, if any beneficiary should die prior to receiving the principal vested in such beneficiary, then such principal shall be immediately distributed to such beneficiary's estate.

F. No part of my estate or 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 the same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise.

G. Notwithstanding anything in this will to the contrary, no Trustee with a beneficial interest in the income or principal of an irrevocable trust shall participate in any decision regarding a discretionary distribution to that Trustee personally or to any other beneficiary from such trust, except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Internal Revenue Code of 1986, (and any similar state law) as from time to time amended. No part of the principal or income of an irrevocable trust created herein that is subject to discretionary distributions by the Trustee shall be used to supplant or replace any public assistance benefits of any county, state, federal or governmental agency that serves persons with disabilities that are the same or similar to the impairments of any beneficiary, and for purposes of determining the beneficiary's eligibility for such benefits, no part of the principal or income of such trust estate shall be considered available to such beneficiary, and therefore, the Trustee should not make discretionary payments to or on behalf of the beneficiary that would threaten such income or support. In addition, the Trustee of the Trust is authorized to ask the court to amend this instrument so that it conforms to the regulations and policies that are approved by any governing body or agency relating to Supplemental Security Income benefits, Medicaid benefits or any similar successor programs if consistent with the intent of the Trust.

ITEM V

Trustee's Powers

In the administration of the trusts herein created and the distribution of the income and principal thereof, the Trustee, in addition to and not by limitation of the duties or powers provided elsewhere in this Will or by law, shall have the following powers:

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said provisions as in force on the date of execution of this Will are hereby incorporated

herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. The Trustee may purchase real property and may establish a reasonable reserve for the repair, maintenance or improvement of any real property which the Trustee holds in a trust. The reserve may be funded from trust income, and any reference to net income in this Will shall mean gross income less expenses charged to income and less the amounts set aside under this paragraph.

C. The Trustee may purchase life insurance on the life or lives of any person or persons in whom any beneficiary of a trust established herein has an insurable interest. The Trustee, in purchasing and maintaining such life insurance, may elect any type of option deemed appropriate by the Trustee.

D. Whenever it shall become necessary to distribute any of the trust assets or to satisfy a pecuniary amount, such distribution shall be made in any manner deemed proper by the Trustee 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 such assets shall be binding and conclusive on all interested parties.

E. The Trustee may terminate any trust created herein if the Trustee feels that the trust is insufficient in size to be properly administered for the best interest of the trust beneficiary or beneficiaries. If the Trustee and beneficiary of the Trust are the same person, then in order to terminate the Trust, the Trustee shall appoint a Co-Trustee who is not a beneficiary or related to a beneficiary and such Co-Trustee shall be the sole Trustee with the ability to terminate any trust in accordance with the provisions of this Paragraph. Provided, however, the Co-Trustee selected shall not be related or subordinated to the Trustee (within the meaning of Section 672(c) of the Code). Upon such termination, the principal and undistributed income thereof shall be distributed to the then permissible income beneficiaries of such trust with each beneficiary receiving the share held for his or her benefit. Provided, however, if there is more than one permissible income beneficiary of any such share, then each such beneficiary shall receive a pro rata portion of such share except that a parent shall take to the exclusion of his or her issue unless the Trustee determines, in his sole and absolute discretion, after taking into account the transfer tax effect of such distribution, that distributing to the issue is more appropriate.

F. The Trustee shall not be required to render an accounting to any court, however, an annual accounting shall be rendered to the then trust income beneficiaries (or their guardians).

G. My Trustee shall consult and, to the extent practical, act in concert with the fiduciaries of any other trusts which I or my husband have established during our lives or which are created under my husband's Will in order to further the interest of my estate, the trusts created herein or the beneficiaries thereof.

H. My Trustee may purchase property from the executor of my husband's estate or the Trustee of any inter vivos revocable trust created by my husband and retain it for any period of time without limitation and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification, provided the Trustee feels it is in the best interest of the beneficiaries.

I. The Trustee may change the situs of any trust held hereunder by written instrument signed and acknowledged by the Trustee; and, in conjunction with any such change and without any need to obtain the approval of any court, to elect that such trust shall be subject to the jurisdiction of, and to move the assets of such trust to, the state, country or place of the new situs; and, if such election shall be made, such trust shall be administered and the validity and effect of the provisions of this instrument applicable to such trust shall be determined in accordance with the laws of such jurisdiction.

ITEM VI

Tax Savings Clause

I intend that the value for federal estate and state estate and inheritance tax purposes of the property passing outright to my husband shall qualify for the marital deduction allowed by the federal estate and state estate and inheritance tax laws applicable to my estate. All questions which arise with respect to such property shall be resolved accordingly. To this end, the duties and powers of the Executor with respect to said property shall be exercised and exercisable during the period that my husband survives me, only in a manner consistent with this intention.

ITEM VII

Executor Powers

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor shall have the following powers:

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. The provisions dealing with real property shall be applicable to all real property which I own at my death, whether or not the Executor holds legal title to such property. The real property shall be administered as part of my estate subject to the control of the Executor. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed. Notwithstanding anything contained herein to the contrary, if my estate includes insurance policies insuring my Executor's life, my Executor shall not have any powers over such policies that will cause my Executor to possess an incident of ownership with respect to any of the policies. In connection therewith, my Executor shall not have the power to surrender the life insurance policies on the Executor's life and my Executor is prohibited from changing any options relating to the policies on the Executor's life.

B. The power to exercise any power conferred upon my Trustee which would be appropriate for dealing with property to be held in trust following the close of my estate's administration while any such property is instead held in my estate.

C. The power to exercise any election available to my estate with regard to claiming any administration expense of my estate either as a deduction for any death tax or income tax purpose. Said elections may be made in such manner as will minimize the total tax burden on my estate and shall not require adjustments as between the income and principal accounts of my estate. I hereby relieve my Executor of any liability to any beneficiary by reason of making or failing to make any such election.

D. Any property, or portion thereof, given to the Trustee of a trust identified in this Will, which trust pursuant to its terms would be immediately subjected to final distribution and termination upon receipt of the property, may be distributed by my Executor directly to the beneficiaries of the trust in order to avoid the needless transfer of property to the Trustee as a preliminary step to distribution to the ultimate beneficiaries.

ITEM VIII

Appointment of Executor and Trustee

The following provisions shall govern the appointment of the Executor and Trustee:

A. I appoint my son, **WILLIAM JOSEPH CATINO**, to serve as Executor. If he does not survive me or is unwilling or unable to serve or continue to serve as such Executor, then I appoint my daughter, **ROSE MARIE KOZLIK** to serve as Executrix.

B. I appoint my son, **WILLIAM JOSEPH CATINO** as Trustee of the trusts established hereunder. If my son does not survive me, or is unwilling or unable to serve or continue to serve, then my daughter, **ROSE MARIE KOZLIK** shall serve as Successor Trustee of the trusts established hereunder.

C. I direct that my Executor and Trustee shall not be required to give any bond for the performance of their duties. Purchasers from, lenders to and others dealing with them shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of the purchase, loan or other money or property. Written receipts and/or canceled checks retained by my Executor and Trustee shall be good and sufficient discharges for the sum therein stated to have been received. Transfer agents and other persons dealing with my Executor and Trustee may deal with them as if they were the sole owner of the property dealt with.

D. The Executor and Trustee may from time to time receive reasonable compensation for their services and such expenses may be charged, in the Executor's and Trustee's discretion, to either income or principal. Compensation for a corporate executor or trustee shall be based upon its current fee schedule applicable at the time of determination.

E. I direct that no inventory or other court accounting be required of my Executor in accordance with Section 30-2-301 and Section 30-2-601 of the Tennessee Code Annotated (as in force on the date of execution of this Will). The Executor's only responsibility for statements and accountings shall be to furnish a complete final accounting to my husband, if he is then living, or if not, then to the beneficiaries of my residuary estate.

ITEM IX

Trustee Succession and Removal

The following provisions shall control the appointment and removal of a Trustee:

A. Any Trustee under this Will shall have the right to resign from such capacity on sixty (60) days written notice to the beneficiaries, and may be removed as such Trustee by written notice thereof delivered to said Trustee and signed by my husband if he is then living and not under an incapacity or, if not, by a majority of the then adult income beneficiaries of the trust who are not under an incapacity or, if none, the natural or legal guardians (if they are already appointed) or persons whom the existing Trustee determines, in the Trustee's sole and absolute discretion, are in proper charge of minor beneficiaries or beneficiaries under an incapacity. In the event of the death, incapacity, resignation or removal of any child as Trustee, any remaining children then living shall serve as Trustees. If none of my children are able to serve as Trustee for any reason, then a successor Trustee shall be appointed. The successor Trustee shall be designated in writing signed by the prior Trustee who was last to act as Trustee, but in default of such appointment, then by the same individual(s) who at that time could remove a Trustee, provided, however, a beneficiary shall not serve as a Trustee.

B. Except as otherwise provided, it is my intent that the trusts created herein shall always, at any point in time, have the same persons or institutions as Trustees. Accordingly the appointment and removal powers shall be exercised only in a manner consistent with this intent.

C. The removal of a Trustee under this Item shall not be dependent upon the showing of cause, the approval of any court, or the appointment of guardians for any persons under an incapacity or yet unborn. In accepting the appointment as Trustee of the trusts created herein, each such Trustee agrees to accept the provisions herein governing appointment and removal and also agrees that it shall not assess a fee relating to the termination of any of the trusts created herein.

D. For purposes of this will, a person will be deemed to be incapacitated if at least two of his or her attending physicians certify in writing to a Trustee that his or her physical and/or mental state is so deteriorated that he or she is no longer able to attend to his or her own affairs without assistance. After a person is deemed to be incapacitated, he or she will continue to be so deemed until a Trustee receives a medical opinion letter written by at least one of his or her attending physicians stating that such person's physical and/or mental state is such that he or she is once again able and capable of attending to his or her own affairs without assistance.

ITEM X

Simultaneous Death Clause

In the event that I and my husband die under such circumstances that the order of our deaths cannot be established by sufficient evidence, it shall be conclusively presumed for all purposes that I survived my husband.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, this 16 day of October, 2001.

Angela C. Catino
ANGELA CORRINE CATINO

The following instrument was signed, published and declared by the said **ANGELA CORRINE CATINO** as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 16th day of October, 2001.

Loretta McCain
WITNESS

Nashville, TN
ADDRESS

Lynda K. Love
WITNESS

Nashville, Tn.
ADDRESS

AFFIDAVIT BY WITNESSES TO WILL

STATE OF TENNESSEE
COUNTY OF Williamson

Each of the aforesaid witnesses, being Loretta McCoig and Lynda K. Towe, subscribed to the foregoing Will of **ANGELA CORRINE CATINO**, executed on this 16th day of October, 2001, having been requested by the said **ANGELA CORRINE CATINO** to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the said **ANGELA CORRINE CATINO** was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the said 16th day of October, 2001.

Loretta McCoig
WITNESS

Lynda K. Towe
WITNESS

Sworn to and subscribed to before me, this 16th day of October, 2001.

NOTARY PUBLIC

My Commission Expires:
12/3/2003

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 17 day of OCTOBER , 2006 , in Case Number 06P1643 between CATINO, WILLIAM JOSEPH Petitioner, and CATINO, ANGELA CORRINE 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 19 day of OCTOBER 2006

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk