Davidson County WILL
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RICHARD R. ROOKER, CLERK
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LAST WILL AND TESTAMENT

OF

OTTO W. E. KRUSE

I, OTTO W. E. KRUSE, a resident of Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

As of the date hereof I am unmarried, my wife, RUTH Z. KRUSE, having predeceased me. I have three (3) children, TIM KRUSE, HANS G. W. KRUSE and PETER J. O. KRUSE. All references herein to my "children" shall be interpreted to refer to said children.

ITEM ONE: I nominate and appoint my son, TIM KRUSE, as my Personal Representative. If TIM KRUSE fails or ceases to serve I nominate and appoint my sons, HANS G. W. KRUSE and PETER J. O. KRUSE, as alternate or successor Co-Personal Representatives. If either of them fails or ceases to serve as a Personal Representative the other may serve alone. If both HANS G. W. KRUSE and PETER J. O. KRUSE fail or cease to serve as a Personal Representative, a majority of the group composed of the adult beneficiaries and Guardians of the minor beneficiaries under of **ITEM THREE** hereof (with any minor beneficiary acting through his or her legal Guardian, or if none, his or her natural Guardian), shall appoint a substitute Personal Representative which shall be an individual of their choice or a bank or trust company having power to serve and combined agency and trust assets under management of at least One Hundred Million Dollars ($100,000,000.00) (an "Eligible Corporate Fiduciary"). I excuse the Personal Representative and his alternates or successors from bond

Otto W. E. Kruse

OTTO W. E. KRUSE

in all events.

If it is necessary or desirable that a Tennessee resident serve as a Co-Personal Representative with any non-resident Personal Representative, I empower such non-resident Personal Representative to appoint a Tennessee resident Co-Personal Representative to serve with said non-resident Personal Representative and to excuse such appointee from bond. If an administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower the Personal Representative or his alternates or successors to qualify in such jurisdiction or to designate one or more individuals or a bank or trust company having power to act as a personal representative to serve as Co-Personal Representative or sole Personal Representative as the case may be and I empower my Personal Representative to excuse such appointee from bond.

ITEM TWO: I give all tangible personal effects owned by me at my death, including clothing, jewelry, silver, books, fixtures, china, automobiles and their equipment and all articles of personal or household use or adornment, together with all policies of insurance on such property, but excluding money, securities and the like, in equal shares to my then living children to be divided as they shall agree, and if they fail to agree, the Personal Representative shall decide the method of dividing said assets and such decision of the Personal Representative shall be final. It is likely that at my death I will leave a Letter of Instruction regarding my wishes in distributing my personal effects and I request that these instructions be followed to the extent practicable, but said Letter of Instruction is not intended to be part of my Will nor to create enforceable rights in the persons therein named. I expressly authorize the Personal Representative in his discretion, to sell any part or all of said property not wanted by the beneficiary, or inappropriate for the beneficiary, to whom it is given hereinabove and to make

Otto W. E. Kruse

OTTO W. E. KRUSE

the proceeds thereof a part of my residuary estate.

ITEM THREE: All the rest and residue of my estate of every kind and wherever located, real, personal and mixed, including all lapsed or void legacies, I give, devise and bequeath outright and free of trust in equal shares to my children, TIM KRUSE, HANS G. W. KRUSE and PETER J. O. KRUSE.

In the event a child of mine is not living, the portion of the residue of my estate such deceased child would have received if living shall vest in and be paid over to those beneficiaries (whether outright or to the trustee of a trust held for the benefit of a beneficiary), but excluding creditors and taxing authorities, and in those shares as they would have taken such assets had the share vested in such deceased son immediately prior to his death and passed as part of his estate under his Will, other testamentary instrument or by intestacy, as the case may be. The Personal Representative shall incur no liability, except as to his own gross negligence or willful misconduct, to any beneficiary hereunder as a result of distributing the residue of my estate, or any portion thereof, in accordance with this paragraph.

ITEM FOUR: If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or any trust created hereunder, I give one-half (1/2) of such assets to Trinity Lutheran Seminary, presently located in Columbus, Ohio and I give the other one-half (1/2) of such assets to the Ruth and Otto Kruse Scholarship Fund at Ohio University, Athens, Ohio.

ITEM FIVE: The Personal Representative and his successors shall have the following powers which shall be exercisable in their discretion without

Otto W E Kruse

OTTO W. E. KRUSE

application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind and all property of any kind at any time held by them at public or private sale and at such prices and upon such terms as they shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to borrow money and to pledge assets comprising the estate; to compromise claims (including taxes) for or against my estate; to improve any real estate and to lease real estate as they choose, to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Personal Representative shall be exercisable without the necessity of application to any Court. I also authorize the Personal Representative to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

B. In accordance with Tennessee Code Annotated Section 31-2-103, I direct that any real property that I may own at my death be administered as part of my estate subject to the control of my Personal Representative. The Personal Representative shall have full authority, discretion and power to sell, convey, improve, lease, encumber, or in any other manner deal with and administer any such real property, without the requirement of having to obtain the approval of any court, the joinder of any beneficiary or the disclosure of the identity of any beneficiary of my estate. All such real property shall be deemed to be personal property following my death, subject to sale by the Personal Representative, for the purposes of facilitating the distribution of my estate among the beneficiaries of my Will and paying any taxes, administrative expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

C. I give the Personal Representative all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated §35-50-110, as if the language thereof were incorporated in this Will verbatim.

D. The Personal Representative shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court, but shall make reports to the beneficiaries at least annually.

Otto W. E. Kruse

OTTO W. E. KRUSE

E. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. Whenever the words "fiduciary" or "Personal Representative" appear herein, it shall be construed as including any successor fiduciary or Personal Representative, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

ITEM SIX: Any and all estate and inheritance taxes assessable by reason of my death, and whether based on transfers under my Will or outside it are charged against the residue of my estate passing under **ITEM THREE** hereof and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Personal Representative shall seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Code and which tax is not otherwise paid or payable. Any Generation-Skipping Tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. I direct that all of my funeral expenses, expenses of administering my estate and debts (other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of life insurance policies on my life) be paid as soon as practicable and in such order and out of such of the assets of my estate as the Personal Representative deems appropriate. My fiduciaries shall be exonerated from liability to any beneficiary hereunder in their exercise or non-exercise of their discretion herein granted.

ITEM SEVEN: A majority of the group composed of the adult residual beneficiaries and Guardians of any minor residual beneficiaries hereunder, shall have the power from time to time to remove any Personal Representative then

Otto W. E. Kruse

OTTO W. E. KRUSE

serving, and to replace the same with a successor fiduciary which shall be an individual of their selection or an Eligible Corporate Fiduciary. Such successor shall be excused from bond as is the original fiduciary and have the same powers and discretion as the original fiduciary. This right shall not be exhausted by one exercise thereof. The replacement and appointment shall be by notarized writing with a copy to the replaced fiduciary and a copy to the new fiduciary. The successor fiduciary is excused from inquiring into the administration of the estate by the replaced Personal Representative and shall not be liable for any acts of its predecessor. The replaced fiduciary shall, without Court proceedings or other formalities, make prompt settlement with and delivery of the assets to the successor fiduciary taking a receipt therefor and without requiring any indemnity from the successor fiduciary or any other party or imposing any severance, succession or termination charge by reason of the discontinuation of its service as a fiduciary.

ITEM EIGHT: The proceeds of any insurance on my life which are receivable by my Personal Representative may be used, but only in the sole and uncontrolled discretion of the Personal Representative, in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

This Will is written on seven (7) pages, inclusive of the witnesses' attestation clause.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 12 day of MAY, 2004.

Otto W. E. Kruse

OTTO W. E. KRUSE

The foregoing instrument was signed, published and declared by the said OTTO W. E. KRUSE as and for his Last Will and Testament in the joint sight and presence of the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

John L. La Clear residing at Brentwood, Tennessee

Rhonda Kilcrease residing at Hendersonville, TN

PAGE 7 AND FINAL PAGE OF THIS MY LAST WILL AND TESTAMENT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On May 12, 2004, we subscribed our names as attesting witnesses to the Will of OTTO W. E. KRUSE, at his request and in his sight and presence and in the sight and presence of each other. Said Will was executed by the Testator in our presence. We considered him to be of sound mind at the time said Will was executed, and he was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

John L. Van Cleave
Witness

JOHN L. VAN CLEAVE
Witness's Name Typed or Printed

1208 BROOKVIEW DR.
Brentwood, TN 37027
Address

Rhonda K Fuller
Witness

Rhonda K Fuller
Witness's Name Typed or Printed

112 Hawkinwood Drive
Hendersonville, TN 37075
Address

Subscribed and sworn to me by JOHN L. VAN CLEAVE and RHONDA K. FULLER on this 12th day of May, 2004.

Notary Public

My Commission Expires:

6-18-2006

SUSAN BROWN
NOTARY PUBLIC AT LARGE
WILSON COUNTY, TENN.
My Commission Expires JUNE 18, 2006

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 14 day of SEPTEMBER , 2007 , in Case Number 07P1465 between KRUSE, TIM Petitioner, and KRUSE, OTTO W.E. 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 15 day of FEBRUARY 2008

RICHARD R. ROOKER, Clerk,

SEAL



By _____
Deputy Clerk