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JOHN H. HOFFA
CHANCERY CLERK DC

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LAST WILL AND TESTAMENT OF

H. SEYMOUR YATES

I, H. Seymour Yates, of Dyersburg, Dyer County, Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills heretofore made by me.

FIRST: I direct my Executor to pay out of the assets of my estate all of my legal debts, my funeral expenses, and all costs of administration of my estate.

SECOND: All of the furniture and household furnishings in the home occupied by my wife and me belong to her. I give and bequeath to my wife all of my clothing, jewelry, personal effects, all of my other articles of personal use or adornment, and all of my automobiles kept for family or personal use together with all policies of insurance relating thereto if she survives me. If she fails to survive me, I hereby direct that all such property be distributed as a part of the residue of my estate.

THIRD: If my wife survives me, I give, devise and bequeath to my Trustees hereinafter named an amount equal in value to the maximum allowable marital deduction as finally determined for federal estate tax purposes, diminished by the value for such purposes of all other items in my gross estate which pass or have passed to or for the benefit of my said wife under other provisions of this will or otherwise in such manner as to qualify for and be allowed as a marital deduction, such amount to be reduced by an amount equal to the largest amount that can pass free of federal estate tax by reason of the unified credit allowable to my estate and any other allowable credits and deductions. In making the computation to determine said amount, the final determination in the federal estate tax proceedings shall control. This Trust shall be called the "Marital Trust".

My Executor shall have full power and the sole discretion to satisfy this devise and bequest wholly or partly in cash or kind, and to select the assets that will be conveyed into the

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Marital Trust; provided, however, all assets so conveyed into the Marital Trust shall be valued at the value thereof as finally determined for federal estate tax purposes; and provided, further, that the Executor, in order to implement this devise and bequest, shall distribute into the Marital Trust assets, including cash, having an aggregate value at the date or dates of distribution amounting to no less than the amount of this devise and bequest as finally determined for federal estate tax purposes; and provided, further, that there shall not be conveyed into the Marital Trust any policy of insurance on the life of my wife, or any asset, or the proceeds of any asset, which will not qualify for the marital deduction. This devise and bequest shall abate to the extent that it cannot be satisfied in the manner hereinabove provided. The exercise of the foregoing power and discretion by my Executor shall not be subject to question by or on behalf of any beneficiary.

My wife shall have the power at any time and from time to time to compel the Trustees of the Marital Trust to forthwith convert any non-income producing property at any time held in the Marital Trust to income producing property by delivering to the Trustees a written direction to that effect. This power of my wife shall take precedence over any contrary power of the Trustees to hold non-income producing property as authorized hereunder or by applicable law.

The Marital Trust shall be held, administered, and disposed of as follows:

I direct my Trustees to hold such property, manage, invest, and reinvest it, and to collect the income and pay the net income to my wife, not less often than annually for the term of her life. I hereby direct my Trustees to pay my wife from the principal of this trust such amounts as reasonably necessary for her health, support and maintenance.

Upon my wife's death, I direct that the above trust shall terminate and all undistributed income shall be distributed to her estate and the Trustees shall distribute outright in fee simple the property and other trust assets to my children in equal shares per stirpes.

If my wife fails to survive me, I direct that all property which would have been included in the above article THIRD be distributed as part of the residue of my estate.

FOURTH: If my wife survives me, I give and bequeath to my Trustees, hereinafter named, a sum equal to the largest dollar amount which can pass free of federal estate tax in my estate by reason of the unified credit against federal estate tax allowable to my estate (the "credit shelter amount"). Such sum shall be reduced by all property passing outside this will which is includible in my gross estate for federal estate tax purposes (or constituting an adjusted taxable gift for purposes of the federal unified transfer tax) other than property qualifying for the marital or charitable deduction. Such sum shall further be reduced by the amount of any administrative expenses claimed as income tax rather than estate tax deductions and any state death taxes which are not deducted in computing my federal estate tax. My Executor shall have sole discretion in determining the assets used to satisfy this bequest.

This trust shall be known as the "Credit Shelter Trust" and shall be managed and held by my Trustees as follows:

I direct my Trustees to hold such property, manage, invest and reinvest it, and to collect the income and pay the net income to my wife, Ann Green Yates, not less often than annually for the term of her life. I direct my Trustees to pay my wife from the principal of this trust such amounts as reasonably necessary for her health, support and maintenance. Upon the death of my wife, I direct that the above trust shall terminate and the Trustees shall distribute all assets held in said trust to my children in equal shares per stirpes.

FIFTH: All the rest, residue and remainder of my property, of whatsoever kind and wheresoever situated, I give, devise and bequeath as follows:

(a) If my wife survives me, I give, devise and bequeath such property to my wife.

(b) If my wife fails to survive me, I hereby give, devise and bequeath all the rest, residue and remainder of my property to my children in equal shares per stirpes.

SIXTH: If any beneficiary shall be under twenty-one years of age at the time the principal of any trust is required to be distributed to him or her under the above provisions, the share of such beneficiary shall be retained in trust by the Trustees until he or she attains such age. During such time, the Trustees shall pay to such beneficiary or expend on his or her behalf so much of the net income derived from his or her particular fund as the Trustees may deem advisable to provide properly for the maintenance, education and welfare of such beneficiary, and may incorporate any income not so disbursed into the principal of the fund. When each such beneficiary shall attain the age of twenty-one years, the trust shall terminate as to such beneficiary and the Trustees shall distribute his or her fund to such beneficiary in fee, or to the estate of such beneficiary if such beneficiary dies before attaining age twenty-one.

SEVENTH: Notwithstanding anything herein to the contrary, no trust herein created shall continue beyond twenty-one years after the death of the survivor of my spouse and the above named beneficiaries who are living at the date of this will; and at such time, any trust created herein which is still in existence shall immediately terminate and the properties therein shall vest in and be distributed to the beneficiaries thereof irrespective of ages.

EIGHTH: No interest of any beneficiary in the corpus or income of my estate or of any trust created hereunder shall be subject to assignment, alienation, pledge, attachment, or claims of creditors of such beneficiary and may not otherwise be voluntarily or involuntarily alienated or encumbered by such beneficiary, except as may be otherwise expressly provided herein.

NINTH: If my wife and I should die under such circumstances that the order of our deaths cannot be established by

proof, it shall be conclusively presumed for all purposes of this will that my wife survived me.

TENTH: I direct my Executor to pay out of the property which would otherwise become a part of the Marital Trust, hereinabove established, all estate, inheritance, transfer, and succession taxes, including interest and penalties thereon, which may be lawfully assessed by reason of my death. I hereby waive on behalf of my estate any right to recover any part of such taxes, interest, or penalties from any person, including any beneficiary of insurance on my life and anyone who may have received from me or from my estate any property which is taxable as a part of my estate.

ELEVENTH: My wife is hereby authorized to disclaim all or any part of her interest herein (including a power). In addition to any other method of disclaimer or release recognized by law, she may disclaim or release any interest she received in this will by delivering to the Executor a notarized instrument to this effect. After any disclaimer or release, the interest disclaimed or released shall be distributed as part of the residue of my estate.

TWELFTH: In the administration of my estate and of the trusts established pursuant to this will, the Executor and Trustees or any alternate Executor or alternate Trustee shall have the following powers, duties, and discretion, in addition to others now or hereafter conferred by law, to be exercised in their absolute discretion in any capacity to which such powers may be applicable:

(a) To promote; form, continue or purchase; and operate any lawful business enterprise and to do all things deemed necessary and proper in the conduct of a business, including the sale, dissolution and/or liquidation of the same.

(b) To advance income to beneficiaries and secure such advances by a lien on the future benefits of such beneficiaries.

(c) To make allotments and distributions in kind, to make such gifts and distributions from time to time as they deem appropriate to effect a tax efficient distribution of the property of such trust or estate.

(d) To compromise and arbitrate claims in favor of or against my estate or any trust.

(e) To sell property to, or purchase property at public or private sale from any trust for a consideration equal to the then fair market value of the property, notwithstanding that they may be fiduciaries of both the selling and purchasing trust.

(f) Whenever required to make a distribution or transfer of all or a part of the assets of my estate or of any trust, to retain assets sufficient in their judgment to cover any liability which may then or later be imposed upon them, including, but not limited to, their liability for estate, inheritance, income, or other taxes, until such liability is finally determined.

(g) All powers, duties, and discretionary authority granted to the Executor or Trustees, or any alternate Executor or Trustee, may be exercised by any of them without posting any bond, without obtaining any order from or the approval of any court, and without any notice to or consent of anyone.

(h) To make the election provided for in Section 2056 (b) (7) (B) (v) of the Internal Revenue Code, or any successor section, with respect to all or any part of the assets qualifying for such election.

(i) During the minority or incapacity of any beneficiary hereunder, the Trustees or Executor are authorized, in their sole discretion, to pay any sum distributable to such beneficiary, without liability to the Trustees or Executor, by paying the sum to such beneficiary or to any person whomsoever for the use and benefit of such beneficiary, whether or not such person shall be the guardian of such beneficiary.

(J) Whenever I have granted my Trustees the discretionary power to make payments from the income or principal of a trust, no Trustee who is a potential recipient of such a payment may exercise his or her discretion in his or her own favor.

THIRTEENTH: I appoint my wife, Ann Green Yates, sole Executor of this my Last Will and Testament. I appoint Daniel Parker Yates of Dyersburg, Tennessee, substitute Executor in the event my Executor fails to qualify or for any reason fails to serve in such capacity. I appoint my wife, Ann Green Yates, and Daniel Parker Yates as Co-Trustees of all trusts created hereunder. If my wife, Ann Green Yates, is unable to serve, I direct that Daniel Parker Yates serve alone as sole Trustee. In the event Daniel Parker Yates is unwilling or unable to serve for any reason, I appoint Anna Yates Moody as substitute Co-Trustee. I direct that my Executor or substitute Executor and my Trustees or substitute Trustee shall not be required to take an oath or to make any bond for the faithful performance of their duties as such, and I waive any requirement of law that an inventory or other report be filed with any court; provided however, that any corporate trustee shall provide an annual accounting to the trust beneficiaries.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament on this 20th day of September, 1995.

H. Seymour Yates
Testator

Signed, sealed, published and declared by the testator, H. Seymour Yates, to be his Last Will and Testament in the presence of all of us at one and the same time, and we at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

Barbara [illegible]

Betty Adams

Attesting Witnesses

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A F F I D A V I T

STATE OF TENNESSEE

COUNTY OF DYER

Barrett Ashley and Betty Adams, who, after first being duly sworn, according to law, make oath that the foregoing Last Will and Testament was signed by H. Seymour Yates, as and forand at that time acknowledged, published, and declared by him to be, his Last Will and Testament in the sight and presence of us, the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, subscribed our names as attesting witnesses on the 20th day of September, 1995, and further make oath that the testator was of sound and disposing mind and memory and not acting under fraud or duress or undue influence of any person and was more than eighteen years of age and that each of the attesting witnesses is more than eighteen years of age.

Barrett Ashley

Betty Adams

Sworn to and subscribed before me on this the 20 day of September 1995.

Kathy McLaughlin
Notary Public

My Commission Expires: 9-28-96

I, John H. Hoff, Clerk and Master of Dyer County, Tennessee, do hereby certify that the above and foregoing is a true and correct copy of the original, which appears of record in my office in Minute Book ___ / Page ___
This August 28 20 09
John H. Hoff, Clerk & Master
BY: Heather Adams D.C.