Minutes, NOVEMBER Term, LAST WILL AND TESTAMENT Day of NOVEMBER 19 88

OF

G. WARD LOVELL, JR.

FILED
21st Day of November 1988
AT ____ : ____ M ____
Kenneth Hudgens
CLERK & MASTER

I, G. WARD LOVELL, JR., a resident and citizen of the State of Tennessee, being of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I

DEBTS, COST OF ADMINISTRATION AND TAXES

I direct that all my just funeral expenses (whether or not another person is obligated for the same), debts and costs of administration be paid out of my general estate. I direct that all estate and inheritance taxes which may be assessed or imposed with respect to my estate and property passing outside of my estate be paid first out of my residuary estate as defined in Item III.

I hope that my fiduciary makes only the current payments due on any mortgage indebtedness as may be in accordance with my wishes, however made known, but I do not impose any trust, condition or enforceable obligation in this connection.

ITEM II

PERSONAL EFFECTS

I give all my tangible personal property, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles, boats and all articles of personal or household use or ornament (including all policies of insurance on such tangible personal property), but not including money, securities of the like, which I may own at the time of my death, to such of my children who survive me, in equal shares, the division and distribution of such property to be determined in the sole and absolute discretion of my executor.

G. Ward Lovell, Jr.

BILL GARRETT, Davidson County
Trans:T20110047575 WILL
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In the event none of the foregoing survive me, I give all of said personal property as part of my residuary estate.

ITEM III

DISPOSITION OF RESIDUARY ESTATE

The balance of my residuary shall be distributed as follows:

A. One-half of any shares of ROCK CITY MACHINE COMPANY, INC. shall be distributed to GILBERT WARD LOVELL, III, if he survives me, and if at my death, he is a full-time employee of ROCK CITY MACHINE, INC. If he fails to survive said time, or is not a full-time employee of ROCK CITY MACHINE COMPANY, INC. at said time, then these said shares shall be distributed to my son, JOHN CHARLES LOVELL, if he survives me and is a full-time employee of ROCK CITY MACHINE COMPANY, INC. at the time of my death. If he also fails to meet these conditions, then said shares shall be distributed pursuant to Section D of this ITEM.

B. The other one-half of any shares of ROCK CITY MACHINE COMPANY, INC. shall be distributed to JOHN CHARLES LOVELL, if he survies me, and if at my death he is a full-time employee of ROCK CITY MACHINE COMPANY, INC. If he fails to survive said time, or is not a full-time employee of ROCK CITY MACHINE COMPANY, INC. at said time, then these said shares shall be distributed to my son, GILBERT WARD LOVELL, III, if he survives me and is a full-time employee of ROCK CITY MACHINE COMPANY, INC. at the time of my death. If he also fails to meet these conditions, then said shares shall be distributed pursuant to Section D of this ITEM.

C. Any interest in the real property located at 307 Third Avenue South, Nashville, Tennessee owned by me at the time of my death shall be distributed equally, per stirpes, to my children who survive me, however, a condition of this devise is that ROCK CITY MACHINE COMPANY, INC. be given a

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first right to lease the property for an amount no less than the amount paid at my death and shall have the right to continue to lease this property so long as ROCK CITY MACHINE COMPANY, INC. conducts business at this location and at a rental no greater than fifty (50%) percent of the fair market rental value of the property. Should any dispute arise between my children as to the amount of rental, then it shall be determined by a majority vote of three (3) real estate appraisers, one appointed by those contesting the amount of rental, one appointed by my sons operating ROCK CITY MACHINE COMPANY, INC., and the third appraiser being agreed upon by the two appraisers so appointed. This right to lease may be waived by the Board of Directors of ROCK CITY MACHINE COMPANY, INC. or may be limited by written agreement entered into and signed by said corporation and the distributees.

D. The balance of my estate shall be distributed, per stirpes, to my children. If there are no said beneficiaries surviving, the said balance shall be distributed as follows: To such persons and in such proportions as my heirs would inherit real property from me under the laws of the State of Tennesee had I died at said time, a resident of the said State of Tennessee and without having left a valid will.

ITEM IV

MARITAL BEQUEST

At my death, I direct that my farm at Coopertown, Robertson County, Tennessee, together with all furniture and furnishings belonging to me (which are not chosen by my children to keep or designated hereinafter), including all livestock and equipment, be sold as soon as practical. I give, devise and bequeath an amount equal to one-sixth (1/6) of the net proceeds from the sale of the residence and farm to my wife, FRANCES SHAFFER ROACH LOVELL, I direct that the

remaining five-sixths (5/6) from the sale of the residence and farm be divided equally among my children, per stirpes. I further direct that the proceeds from the sale of furniture, livestock, farm equipment, etc. be divided equally among my children, per stirpes. Not included in the furniture and furnishings above is a Lillian Russell bedroom suite of furniture which belongs to my daughter, ANGELA MARGARET LOVELL.

I give, devise and bequeath to my said wife a 1987 Nissan Pathfinder SE and a dining room suite, together with all household furniture and furnishings in our residence which were brought by my wife with her to our marriage and which may be removed by her prior to sale of the remaining appliances, furniture and furnishings.

ITEM V

POWER OF FIDUCIARIES

In extension and not in limitation of the powers given by law or other provisions of this Will, I direct that the executors under this Will and any successor executors shall have all powers and authority as set out in the introductory paragraph and all numbered subparagraphs of Section 35-50-110 of the Tennessee Code Annotated as it presently exists and as it may be amended from time to time, and I further direct that the Trustee and any successor Trustees shall have all the powers set out in the introductory paragraph and numbered subparagraphs 5 through 32, inclusive of Section 35-50-110 of the Tennesee Code Annotated as it presently exists and as it may be amended from time to time.

ITEM VI

APPOINTMENT OF EXECUTOR

I hereby appoint GILBERT WARD LOVELL, III and JOHN CHARLES LOVELL as Co-Executors of this my Last Will and Testament to serve in such capacity without bond. Should neither of my said sons be able to serve in such capacity,

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then an Alternate Executor will be designated by a majority of my surviving children, likewise to serve without bond.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, consisting of five (5) pages, each of which bears my original signature, at Nashville, Tennessee, this 3 day of December, 1987.

G. Ward Lovell

G. WARD LOVELL, JR.

Signed, published and declared by the said G. WARD LOVELL, JR. as and for his Last Will and Testament in the presence of us, the undersigned, who at his request and in his sight and presence, and in the presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Jess H Poag Jr.

Thomas H Peebles

Minutes, NOVEMBER **Term,** 21ST **Day of** NOVEMBER **, 19** 88

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STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

JESS H. POAG JR and Thomas W. Schlueter being duly sworn, do depose and say that they witnessed the preceding Will of G. WARD LOVELL, JR. and subscribed the Will in his presence and in the presence of each other and at his request; that G. WARD LOVELL, JR. appeared to be of full age and of sound and disposing mind and memory and competent to make testamentary disposition of real and personal property; that he voluntarily signed his Will and declared it to be his Last Will and Testament in the presence of the subscribing witnesses hereto; and that this affidavit is made at the request of the Testator.

Jess H Poag Jr.

Thomas W. Schlueter

Sworn to and subscribed before me,
this 3rd day of DECEMBER,
1987.

Tracey A. Brooks
Notary Public

My Commission Expires:
May 13, 1990

STATE OF TENNESSEE
ROBERTSON COUNTY

I, Kenneth Hudgens, Clerk & Master of the Chancery Court of said County, do hereby certify that the foregoing instrument contains a true and complete copy of Will as same appears of record or on the file in Book 4 Page 29 of the records of Robertson County, Tennessee
Given under my hand and seal this 20th day of July 2011

KENNETH HUDGENS, Clerk & Master

By Candie Pat

CHANCERY COURT ROBERTSON CO. TN