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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 filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 17 day of OCTOBER, 2002, in Docket Number 02P1709, IN RE: KARCHER, PATRICIA A., as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 10 day of JUNE in the year 2015 and in the 238 year of American Independence.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

[SEAL]

Copy

LAST WILL AND TESTAMENT

OF

PATRICIA A. KARCHER

FILED
2002 OCT 17 AM 9:00
RICHARD R. ROBERTS, CLERK
D.C.

ARTICLE I: OVERTURE

Patricia A. Karcher, a resident of Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me.

ARTICLE II: APPOINTMENT OF FIDUCIARIES

I appoint my daughter, Karen A. Karcher as the executor (sometimes hereinafter referred to as "Executor") of my estate, to serve without bond. In the event my named Executor is unwilling or unable to serve as Executor, I appoint my daughter, Susan E. Knoble, as alternate Executor, also without bond.

ARTICLE III: SPECIAL BEQUESTS

Bequest of Residence. I hereby give my personal residence located at 4515 Yancey Drive, Nashville, Tennessee 37215, to my daughter, Karen A. Karcher, free of any encumbrance.

Bequest to Karen A. Karcher. I hereby give the following personal effects to my daughter, Karen A. Karcher:

1. Three Diamond ring;
2. Table and Bar;
3. Lenox Nativity (Christmas) Scene Set;
4. Silver Chest and contents;

PAK

5. Small Lenox Dish & Basket;

6. Two sets tooth pick glasses and salt dishes;

7. Piano; and

8. Cranberry Bottle.

Bequest to Suzanne E. Knoble. I hereby give the following personal effects to my daughter, Suzanne E. Knoble:

1. Waterford Items;

2. Cut glass flat dish;

3. Cut glass deep dish;

4. Heart Collage in frame (family pictures); and

5. Limoge Teapot & Sugar (purple & white).

Bequest to Marianne P. Proctor. I hereby give the following personal effects to my daughter, Marianne P. Proctor:

1. Lenox Items - except small dish & basket & nativity;

2. Small cut glass vase (Germany);

3. Cut Glass sugar bowl;

4. Wedding Ring (thin band); and

5. Wedding Goblet.

Bequest of Photographs. I hereby give all of original photographs and my "This is Your Life" book to Karen A. Karcher to be retained together. It is my wish that such photographs and book be made available by Karen A. Karcher to my children and grandchildren for photographic copy as they may desire.

NAK

Remaining Personal Effects. I give all of the remainder of my personal and household effects, including automobiles, furniture, jewelry, clothing, and similar personal effects, together with all policies of insurance on such effects, to my daughter, Karen A. Karcher. Any items that Karen A. Karcher chooses not to accept shall be offered to my other children, Suzanne E. Knoble and Marianne P. Proctor in substantially equal shares as they shall agree. The reasonable cost of packing, shipping and storing all of my personal and household effects shall be charged against my estate as an expense of administration.

Bequest to Tyler P. Proctor. I hereby give cash in the amount of Thirty Thousand Dollars ($30,000) to my grandson, Tyler P. Proctor. In the event Tyler P. Proctor is under the age of twenty-one (21), then such cash shall be distributed to Marianne P. Proctor for him under the Tennessee Uniform Transfers to Minors Act.

Bequest to Meredith G. Proctor. I hereby give cash in the amount of Thirty Thousand Dollars ($30,000) to my granddaughter, Meredith G. Proctor. In the event Meredith G. Proctor is under the age of twenty-one (21), then such cash shall be distributed to Marianne P. Proctor for her under the Tennessee Uniform Transfers to Minors Act.

Bequest to Jessica C. Knoble. I hereby give cash in the amount of Thirty Thousand Dollars ($30,000) to my granddaughter, Jessica C. Knoble. In the event Jessica C. Knoble is under the age of twenty-one (21), then such cash shall be distributed to Suzanne E. Knoble for her under the Tennessee Uniform Transfers to Minors Act.

ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

I give the entire residue of my estate, including property of every kind which I may own or have an interest in at the time of my death, real, personal, or mixed and wherever situated, including the proceeds of any policies of insurance on my life which may be payable to my estate, as reduced by my debts, funeral expenses, administration expenses, taxes chargeable against my residuary estate, and any other charges against the principal of my estate, as follows: Ten percent (10%) shall be distributed to my sister, Mary Frances Pfeiffer; Thirty percent (30%) shall be distributed to my daughter, Suzanne E. Knoble; Twenty percent (20%) shall be distributed to my daughter, Marianne P. Proctor; and Forty percent (40%) shall be distributed to my daughter, Karen A. Karcher. Should any of the aforementioned individuals predecease me, her share shall be distributed among his or her living issue, per stirpes; and should any such deceased beneficiary have no living issue, her share shall be distributed among my living issue, per stirpes.

ARTICLE V: GENERAL WILL PROVISIONS

Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any portion of the property otherwise passing to him or her by complying with the statutory requirements of Section 2518 of the Code, and the federal regulations thereunder, and Tennessee Code Annotated, Section 31-1-103, as these statutory provisions presently exist or may subsequently be amended. Unless otherwise provided in my Will, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

PMC

ARTICLE VI: PAYMENT OF DEBTS, EXPENSES AND TAXES

Payment of Debts and Expenses. I authorize my Executor to pay my debts, funeral expenses and the expenses incurred in the administration of my estate. I specifically do not charge the proceeds of any insurance policies on my life with the payment of any of my debts, funeral expenses, or the expenses incurred in the administration of my estate. However, my Executor is authorized, in its sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying these expenses.

Payment of Death Taxes. All transfer, estate, inheritance, succession and other death taxes, and any interest or penalties thereon, which shall become payable by reason of my death, shall be paid out of my residuary estate with out apportionment, whether such taxes are payable with respect to property passing under my Will or outside of my Will, exclusive an any tax imposed as a result of Section 2036, 2041, or 2044, or Chapter 13 or 14 of the Code, or a corresponding provision of state law.

ARTICLE VII: GENERAL FIDUCIARY POWERS

Authorization of Fiduciaries. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to al of the provisions of my Will, I authorize and empower my Executor and the Trustee (hereinafter referred to as my "fiduciaries"), without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

1. Incorporation of State Law Powers. Pursuant to Tennessee Code Annotated, Section 35-50-109, I authorize my fiduciaries to exercise the powers specifically

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enumerated in Tennessee Code Annotated, Section 35-50-110, including the introductory paragraph thereof and all subparagraphs thereof to the extent applicable. These powers, as set out in this statute on the date of the execution of my Will, are granted and incorporated herein by reference, notwithstanding that this statute may have been amended or repealed at the time of my death.

2. Power to Allocate Assets. My fiduciaries shall, in their sole discretion, make reasonable allocations of the property comprising my estate without being required to apportion each individual asset in satisfying any bequest made herein, in allocating the residue of my estate as herein directed, in funding any trust created herein, or in dividing any trust into shares.

3. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Executor shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Executor shall deem advisable, in order to minimize the total state and federal income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes.

4. Investment Powers. Without limiting the discretionary authority granted to my fiduciaries by statute, and subject to all of the provisions of my Will, the Trustee shall also have the authority to invest in its discretion, in certificates of deposit, mutual funds, pooled asset funds, money market and liquid asset funds, and other similar investments.

PHL

In addition, the Trustee is authorized to retain assets distributed to the Trustee, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Trustee shall have the authority to make investments in unproductive property, if such investments will inure to the benefit of one or more beneficiaries of a trust, and if such investments are made with the specific written consent of all of the income beneficiaries of the trust.

5. Fiduciary Compensation. Compensation for services rendered by any corporate fiduciary as an Executor or Trustee shall be paid in accordance with that fiduciary's customary charges for such services at the time the services are rendered. Any individual fiduciary shall be entitled to receive reasonable compensation for services rendered under the terms of my Will.

6. Employment of Agents. My fiduciaries shall be specifically authorized, in their sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts and counsel, legal, investment, or otherwise, as my fiduciaries shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Compensation paid for such services, shall be paid out of estate or trust assets in such manner as my fiduciaries shall deem advisable.

7. Waiver of Inventory and Accounting. Pursuant to Tennessee Code Annotated, Sections 30-2-301 and 30-2-601, I excuse the requirements for making and filing an inventory and court accountings of my probate estate. However, my Executor shall compile and furnish an inventory and an accounting of my estate to any residuary beneficiary under my Will, or under any residuary trust created herein, who may so

request.

8. Administration of Real Property by Executor. All real property in which I may have any interest at the time of my death shall be deemed to be part of my probate estate for purposes of administering my estate, and as such, shall be subject to the control of my Executor during the administration of my estate. For purposes of Tennessee Code Annotated, Section 31-2-103, such real property shall be deemed to be personal property, subject to sale by my Executor, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of my Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

ARTICLE VIII: MEANING OF TERMS

Throughout my Will, any reference to gender shall be deemed to include the masculine, feminine, and neuter, and the singular shall include the plural, and vice versa. The term "Code" as used in my Will shall refer to the Internal Revenue Code of 1986, as amended, unless otherwise indicated.

* * *

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IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of nine (9) pages, each of which bears my initials or signature, at Nashville, Tennessee, this 6th day of September, 2002.

Patricia A. Karcher

Signed, published, and declared by Patricia A. Karcher as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

WITNESS

518 Loyola Drive
Nashville TN 37205

WITNESS

487 Page Drive
Mt. Juliet Tn 37122

Copy

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Darcy Chandler, a Notary Public in and for said State and County, Judy A. Moon and Carol E. Bingham to me known, who made oath as follows:

1. That they were requested by the testator, Patricia A. Karcher, to witness her signature to the attached instrument, which purports to be her Last Will and Testament, and they were further requested by the testator to execute this affidavit;

2. That the testator signed said instrument and declared the same to be her Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the testator and of each other;

4. That the testator was at least eighteen (18) years of age and of apparent sound mind at the time of the execution of said instrument, and legally capable of making a Will; and

5. That this affidavit is made pursuant to Tennessee Code Annotated, Section 32-2-110.

Judy A. Moon

Carol E. Bingham

Subscribed and sworn to before me this 16th day of September, 2002.

Darcy E. Chandler

Notary Public

My Commission Expires: 9/24/05