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LAST WILL AND TESTAMENT

OF

FRANCES W. ROBINSON

FILED
FEB 18 2016
RICHARD R. ROOKER, Clerk
By _____ Deputy

I, FRANCES W. ROBINSON, 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.

I am married to JAMES HOMER ROBINSON and all references herein to my "husband" or "spouse" shall be interpreted to refer to JAMES HOMER ROBINSON. I have two (2) children, KENNETH WAYNE WILLIAMS and LORI DIANE FANT, born to me from a prior marriage and my husband, JAMES HOMER ROBINSON, has two (2) children, MARILYN JANETTE HOUSMAN and JAMES TODD ROBINSON, born to him from a prior marriage. There are no children born to my husband, JAMES HOMER ROBINSON, and myself. For all purposes of this Will, the terms "my children," "child of mine," or other words of similar import shall refer only to my two (2) children, KENNETH WAYNE WILLIAMS and LORI DIANE FANT, and the terms "my issue," "my descendants" or other words of similar import shall include only the issue or descendants of my two (2) children, KENNETH WAYNE WILLIAMS and LORI DIANE FANT. I make no provision for my husband's children or their issue hereunder, not due to lack of love or affection but because my husband is providing for them under his Will.

ITEM ONE: I nominate and appoint my husband, JAMES HOMER ROBINSON, as my Personal Representative hereunder. If my husband fails or ceases to serve, I nominate and appoint my children, KENNETH WAYNE WILLIAMS and LORI DIANE FANT, as alternate or successor Co-Personal Representatives. If either of my children fails or ceases to serve as a Personal

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Representative, the other of them may serve alone with all powers and discretions. I nominate and appoint my husband, JAMES HOMER ROBINSON, and my accountant, DAVID OSBORNE, as Co-Trustees hereunder. If my husband fails or ceases to serve, the other Trustee or Trustees may serve alone with all powers and discretions. If DAVID OSBORNE fails or ceases to serve as a Trustee, I appoint my son, KENNETH WAYNE WILLIAMS, and my husband's son, JAMES TODD ROBINSON, as alternate or successor Co-Trustees or as sole Trustee, as the case may be. In no event shall my husband be eligible to serve alone as sole Trustee. If a vacancy arises in any fiduciary capacity hereunder notwithstanding the designation of the foregoing alternate or successor, my husband, if living, otherwise a majority of the group composed of the then current adult residual beneficiaries and Guardians of any then current minor residual beneficiaries hereunder shall appoint a substitute or successor Personal Representative and/or Trustee which shall be an individual of his or their selection 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 Trustees and their alternates or successors from bond in all events.

If it is necessary or desirable that a Tennessee resident serve as a co-fiduciary with any non-resident Personal Representative, Trustee or other fiduciary appointed herein, I empower such non-resident fiduciary to appoint a Tennessee resident as co-fiduciary to serve with said non-resident fiduciary 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 therein or to designate one or more individuals or a bank or trust company having power to

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act as Personal Representative to serve as Personal Representative and I empower my Personal Representative to excuse such appointee from bond.

ITEM TWO: I give to my husband, JAMES HOMER ROBINSON, if he survives me, without bond or security, a life estate in all tangible personal effects which I may own at my death, including furniture, 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, with the remainder passing at his death to my children in equal shares per stirpes. If my said husband fails to survive me, I give such items in equal shares to my children per stirpes to be divided as they shall agree, and if they fail to agree or if any are then minors, 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 this, my Will, nor to create enforceable rights in the persons therein named. If any of the beneficiaries hereunder is a minor at the time of my death, the assets passing to such minor beneficiary shall be distributed to the beneficiary's legal or natural Guardian or to a person selected by my Personal Representative for that purpose, to be held as Custodian, without bond, for said minor beneficiary under the Tennessee Uniform Transfers to Minors Act until such beneficiary reaches the age of twenty-one (21) years at which time the property shall be delivered by the Custodian to the beneficiary free of trust. While holding such property hereunder, the Custodian is relieved of any obligation to produce earnings from such property and is only required to hold it pending distribution pursuant to the provisions of this **ITEM TWO**. I expressly authorize the Personal Representative in its discretion, to sell any part or all of said property not wanted by the

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beneficiary, or inappropriate for the beneficiary, to whom it is given hereinabove and to make 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 including all void or lapsed legacies, I give, devise and bequeath as follows:

ROBINSON MARITAL DEDUCTION TRUST

The Personal Representative shall allocate to a trust to be known as the ROBINSON MARITAL DEDUCTION TRUST all the rest and residue of my estate, of every kind and wherever located, including all void or lapsed legacies.

My husband, JAMES HOMER ROBINSON, may choose to disclaim all or some portion of the allocation to this Trust herein made for his benefit. In making such decision, I recommend, but do not require, that my husband consult with my attorneys, accountants, bankers and other advisers. If he does choose to disclaim any such assets, such disclaimed assets will be allocated and administered as though my husband had predeceased me. Notwithstanding **ITEM NINE** below, there shall be charged against the disclaimed property the entire increment of taxes to the extent that the total of such taxes is greater than it would have been if no disclaimer had been issued.

If my husband survives me, the ROBINSON MARITAL DEDUCTION TRUST is intended to qualify as a "qualifying income interest for life" as that term is defined in §2056(b)(7) of the Internal Revenue Code or any successor thereto. Under applicable law, the Personal Representative may make an election which can result in the whole or any portion of the value of this Trust being allowed as a Federal Estate Tax and/or Tennessee Inheritance Tax Marital Deduction. It is my primary intent that the Personal Representative make the aforementioned

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election in such manner as will minimize the federal and state death taxes imposed as a result of my death and that of my husband at his later death, but it is my overriding desire that the Personal Representative shall make the election in a manner which it in its sole discretion considers to be in the best interests of both my estate and my beneficiaries. Upon the death of my husband, the Trustees shall pay from the remaining principal of the Trust directly to the appropriate governmental authority or authorities or to the personal representative of my husband's estate as the Trustees deem advisable without seeking reimbursement, recovery or contribution from any person the amount by which the estate, inheritance and other death taxes (including interest and penalties, if any, but excluding any generation-skipping tax) payable in any jurisdiction by reason of my husband's death shall be increased as a result of the inclusion of any part of the Trust in the gross estate of my husband for such tax purposes as certified in writing by the personal representative of my husband's estate.

The Trustees shall take, hold, manage, invest, sell, reinvest and dispose of the trust assets as follows:

During the life of my husband, JAMES HOMER ROBINSON, the Trustees shall pay to or apply for the benefit of my husband the entire net income of the Trust at least quarter-annually. Upon the death of my husband, all income of the Trust which is accrued or undistributed at my husband's death shall be paid to my husband's estate. The Trustees, other than my husband, shall have the power and discretion to encroach upon the principal and to pay over such encroachments or expend the same for the support, maintenance, education (whether public, private or special), health care and funeral expenses of my husband in such amounts and proportions as the said Trustees in their sole discretion deem advisable considering all circumstances and factors the said

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Trustees believe pertinent and having due regard to the other assets available to my husband and the standard of living to which he is accustomed.

My husband shall have the unrestricted power to require the Trustees to convert within a reasonable time any property held in this Trust which is unproductive of income into property which is productive of income or to make such property productive of income. In the event that my husband survives me and the Trust contains the property serving as my personal residence at the time of my death, my husband shall have the right to the use of said residence so long as he wishes and without the necessity of the payment of rent, provided that my husband shall be responsible for the payment of any real property taxes, insurance premiums and maintenance expenses related thereto. Further said residence shall not be sold by the Trustees without the prior written consent of my then living children.

After my husband's death and after payment of all taxes as provided for hereinabove, or upon my death if my husband does not survive me, the remaining trust estate shall be paid over and distributed in the following manner:

The Trustees and any successor Trustee shall hold, manage, invest, sell, reinvest and dispose of the trust assets as follows:

The trust estate shall be apportioned so as to provide one (1) equal share for each then living child of mine, and one (1) equal share collectively for the family group composed of the then living issue of any then deceased child of mine, and such equal shares shall be administered and disposed of as follows:

(1) An equal share apportioned to a then living child of mine shall be paid over to such child outright and free of trust.

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(2) An equal share apportioned to the then living descendants of a deceased child of mine shall be divided per stirpes among such descendants and the portion going to each beneficiary twenty-five (25) years of age or older shall vest in and be paid over and delivered to the beneficiary free of the Trust, whereas the portion going to any beneficiary then under twenty-five (25) years of age shall, though vested, continue in trust and administered and distributed as provided in **ITEM FIVE** hereinbelow.

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, such assets shall vest in and be paid over to those person and in those shares as would have taken such assets under the Tennessee laws of intestate succession had such assets been included in my probate estate and I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will.

ITEM FIVE: Any assets passing to a beneficiary then less than twenty-five (25) years of age shall, though vested, be held in trust with discretion in the Trustees to use the net income or principal or both, of such portion for the support, maintenance, education (whether public, private or special), health care and funeral expenses of the beneficiary until the twenty-fifth (25th) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

ITEM SIX: The interest of a beneficiary in any Trust created hereunder shall not be voluntarily grantable, transferable, or otherwise assignable by anticipation by the beneficiary without the prior written consent of the Trustees,

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other than my husband, and shall not be subject to the claims of any creditors of any beneficiary or otherwise subject to involuntary transfer in any event, and the Trustees shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary notwithstanding any action by creditors. No spouse or person claiming to be the spouse of any beneficiary hereunder shall have any right or claim to the principal or the income of the Trust. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process, and in the event that any such process shall be served upon the Trustees, the right of any beneficiary in respect to whose interest such process is attempted to receive either income or principal and the obligation of the Trustees to pay same shall terminate until such process shall be released and discharged; provided that the Trustees other than my husband may make such advance from either principal or income for the support, maintenance, health care, education (whether public, private or special), and funeral expenses of such beneficiary as the said Trustees in their discretion may deem proper under the circumstances.

ITEM SEVEN: The Personal Representative and Trustees and their successors shall have the following powers that shall be exercisable in their discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate or any trust pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate or any trust; to sell and dispose of 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 for the purpose of paying my debts or making distribution or for any purpose whatever; to invest and reinvest in such assets as they shall deem prudent and in the best interest of the beneficiaries; to borrow money and to pledge assets comprising the estate or any trust; to compromise claims, including taxes, for or against my estate or any trust; to improve any real estate and to lease real estate as they choose, including power to give leases for periods extending beyond the duration of a trust; 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

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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 and Trustees shall be exercisable without the necessity of application to any Court. I also authorize the Personal Representative and Trustees 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. I give the Personal Representative all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated Section 35-50-110, as if the language thereof were incorporated in this Will verbatim. I give the Trustees all the powers recited in the introductory paragraph and subparagraphs five (5) through thirty-three (33) of T.C.A. §35-50-110 as if the language thereof were incorporated in this Will verbatim. Notwithstanding the above, no fiduciary hereunder shall be deemed to be given any of the powers contained in subparagraphs eighteen (18), nineteen (19) or thirty-one (31) with respect to any bequest or trust which qualifies for the Federal Estate Tax or Tennessee Inheritance Tax Marital Deduction.

C. I give the Personal Representative the power and authority to file joint income or gift tax returns with my spouse for the period prior to my death and to pay any part or all taxes, interest and penalties for such periods and for periods for which joint returns were filed prior to my death.

D. The Personal Representative and Trustees 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.

E. 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 an 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. Further, the Trustees shall be under no obligation to perform annual inspections or appraisals or to have periodic inspections or appraisals made of any real estate held in any trust hereunder, and the Trustees may retain such property regardless of its lack of productivity of income except as otherwise provided above.

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F. The Trustees shall have the power to allocate receipts and disbursements to principal or income in accordance with reasonable trust accounting principles.

G. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability or in the opinion of the Trustees is incapable of properly managing his or her financial affairs, then the Trustees may make those distributions directly to the beneficiary, to a lawful or natural guardian of the beneficiary or to a custodian selected by the Trustees for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustees consider advisable.

H. Upon termination of any trust, the Trustees in their discretion may make distribution either in cash or in kind or partly in cash and partly in kind. Upon termination of the trust, the powers of the Trustees to sell and transfer the corpus of the trust shall continue to the extent necessary in order to enable the Trustees to wind up the trust estate, pay the expenses thereof and distribute the corpus thereof to the persons entitled thereto.

I. No Trustee shall be deemed to hold any fiduciary power as Trustee that would result in the inclusion of any Trust created hereunder in such Trustee's gross estate for Federal Estate Tax purposes.

J. If a trust created under this instrument would otherwise be partially exempt from generation-skipping tax after the intended allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under § 2642 of the Code with respect to such allocation, the Trustees may (but need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the original trust so that the allocation of GST exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created pursuant to this power shall have the same name as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST Exempt" added to its name.

K. No powers of any fiduciary shall be exercisable in such a way as would disqualify the ROBINSON MARITAL DEDUCTION TRUST for the Federal Estate Tax or Tennessee Inheritance Tax Marital Deduction.

L. The provisions of Tennessee Code Annotated Section 35-50-124 shall not restrict the powers, rights and duties conferred upon the Trustees hereunder, provided such powers, rights and duties shall be subject to the limitations expressly set forth herein.

M. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary that may be appointed. Whenever the words "fiduciary," "Personal Representative" or "Trustees" appear herein, it shall be construed as including any successor fiduciary, personal representative or trustee, 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.

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ITEM EIGHT: If the principal of any trust hereunder should be of a size or nature so as not to justify the creation or continuance of the trust for economic reasons, the Trustees other than my husband, in their sole discretion, may terminate such trust and distribute the principal and any undistributed income to the beneficiaries in whom such trust is vested and, if not vested, to the income beneficiaries of such trust. If a beneficiary is under legal age, such minor's share shall be distributed to the beneficiary's legal or natural guardian or to a person selected by the Trustees for that purpose, and such guardian or person shall hold such assets as Custodian without bond under the Tennessee Uniform Transfers to Minors Act. If the Trustees acting hereunder are at any time also acting as Trustees for the same beneficiary or beneficiaries under another instrument, by whomever established, the Trustees may commingle the trusts to the extent deemed feasible by the Trustees notwithstanding minor differences of provisions and thereafter administer the commingled trusts in accordance with the provisions of the trust instrument selected by the Trustees other than my husband for that purpose, but no trust for which a Federal Estate Tax Marital Deduction was taken shall be merged with a trust not qualifying for said Marital Deduction.

ITEM NINE: Any and all estate and inheritance taxes assessable by reason of my death, whether based on transfers under or outside my Will, are charged against the residue of my estate 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 §2036 of the Code and which tax is not otherwise paid or payable. Any

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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. The Personal Representative hereunder may in its discretion, but need not, pay any debts owed jointly by my husband and me that are secured by mortgages or other security instruments. Such debts, if paid, shall be without right of contribution from my husband and shall be paid out of such of the assets of my estate as the Personal Representative deems appropriate. The Personal Representative shall be exonerated from liability to any beneficiary hereunder in the exercise or non-exercise of the discretion herein granted.

ITEM TEN: My husband, JAMES HOMER ROBINSON, during his life, and thereafter a majority of the group composed of the then current adult residual beneficiaries and Guardians of any then current minor residual beneficiaries hereunder, shall have the power from time to time to remove any Personal Representative or Trustee then serving, and to replace the same with a successor fiduciary which shall be an individual of his or their selection or an Eligible Corporate Fiduciary. Such successor shall be excused from bond as are the original fiduciaries and have the same powers and discretion as the original fiduciaries. 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 or of the Trust by the replaced Trustees and shall not be

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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 Trustee.

ITEM ELEVEN: Notwithstanding any other provision of this Will, the discretionary powers given the Trustees hereunder are hereby limited so that (i) no Trustee with a beneficial interest in the income or principal of any Trust hereunder shall participate in any decision regarding a discretionary distribution to that Trustee personally or to any other beneficiary 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 Code, as from time to time amended, and (ii) no Trustee may use Trust income or principal to discharge the legal obligation of that Trustee individually to support or educate a beneficiary hereunder. All power and discretion as to any such distribution is hereby vested in the Trustees other than the Trustee having such beneficial interest and if no such Co-Trustee is then serving, the Trustee shall be empowered to appoint as a Co-Trustee hereunder the alternate or successor Trustee herein designated, or if no alternates are named or are able or willing to serve, a Co-Trustee shall be selected in the manner provided in **ITEM ONE** for filling a fiduciary vacancy. This **ITEM** shall not restrict my spouse's power to disclaim all or a portion of any bequest or interest herein given to my spouse.

ITEM TWELVE: The proceeds of any insurance on my life which are receivable by the Personal Representative may be used, but only in the sole and uncontrolled discretion of the Personal Representative, in satisfying obligations

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and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

ITEM THIRTEEN: This Will is not made pursuant to any contract with my husband and there is no contract between us respecting either or both of our Wills.

ITEM FOURTEEN: Despite any other provisions of this instrument, no property shall be retained in trust hereunder for more than the longer of (a) ninety (90) years or (b) twenty-one (21) years after the death of the last to die of me, my husband and my descendants living on the date of my death and each share of the trust property, if any, still retained in trust at the end of that period shall be distributed immediately to the beneficiary in whom the share is vested, and if any share is not then vested, such share shall be distributed immediately to the income beneficiary or beneficiaries of such trust.

This Will is written on Fourteen (14) pages.

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 25th day of August, 2003.

Frances W. Robinson
FRANCES W. ROBINSON

The foregoing instrument was signed, published and declared by the said FRANCES W. ROBINSON, as and for her Last Will and Testament in the joint sight and presence of the undersigned, who, at her request and in her 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. Clear residing at Brentwood, Tennessee

residing at Brentwood, TN

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

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

On August 25, 2003, we subscribed our names as attesting witnesses to the Will of FRANCES W. ROBINSON, at her request and in her sight and presence and in the sight and presence of each other. Said Will was executed by the Testator in our presence. We considered her to be of sound mind at the time said Will was executed, and she 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

Witness

DAVID L. RICHARDSON
Witness's Name Typed or Printed

5561 NEVIL POINTE
BRENTWOOD, TN 37027
Address

Subscribed and sworn to me by John VanCleave and David Richardson on this 25th day of August, 2003.

Notary Public

My Commission Expires:
Sept. 25, 2004

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 18 day of FEBRUARY, 2016, in Docket Number 16P247, IN RE: ROBINSON, MARY FRANCES, 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 13 day of JULY in the year 2016 and in the 240 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]