

Nov 9 3 38 PM '99

STATE OF MISSISSIPPI

COUNTY OF DESOTO

ELMA K. MALMO, ET AL, GRANTORS

BK 362 PG 582
W.E. DAVIS, CH. CLK.
WARRANTY DEED

TO

ROY R. HOLMES CONSTRUCTION CO, INC.,
A TENNESSEE CORPORATION, GRANTEE

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, the receipt of all of which is hereby acknowledged, Grantors, ELMA K. MALMO, a Tennessee resident, MARGARET K. OSOINACH, an Arkansas resident, KAREN KIRKPATRICK WILLIAMS, a Tennessee resident, J. T. KIRKPATRICK, a Tennessee resident, and DAVID H. MCGEHEE, Trustee for T. W. Jeter, Jr. and V. N. Jeter Trust B, by these presents do hereby grant, bargain, sell, convey, confirm, and deliver unto Grantee, ROY R. HOLMES CONSTRUCTION CO., INC., its successors and assigns, all of their right, title and interest in and to the following property situated in DeSoto County, Mississippi, being more particularly described as follows:

See Exhibit "A" attached hereto and made a part hereof as fully and completely as if set out herein verbatim.

TO HAVE AND TO HOLD the same in fee simple forever.

Grantors do hereby covenant with Grantee, that Grantors are lawfully seized of the land in fee simple, and Grantors do further covenant that the Grantors have good right and lawful authority to sell and convey the same; and Grantors do hereby fully warrant the title to the land and will defend the same against the lawful claims of all persons.

This conveyance is made subject to any rights-of-way and easements for public roads, drainage and public utilities, zoning ordinances and building restrictions in effect in DeSoto County, Mississippi, and further subject to all applicable building restrictions and restrictive covenants of record.

This property is no part of the homesteads of the Grantors herein.

IN WITNESS WHEREOF, Grantors have caused these presents to be signed in their names on this the 2nd day of November, 1999.

Elma K. Malmo
ELMA K. MALMO

Margaret K. Osoinach
MARGARET K. OSOINACH

Karen Kirkpatrick Williams
KAREN KIRKPATRICK WILLIAMS

J. T. Kirkpatrick
J. T. KIRKPATRICK

David H. McGehee
DAVID H. MCGEHEE, Trustee for T. W. Jeter, Jr., and V. N. Jeter Trust B

Exhibit "A" to Warranty Deed
between Elma K. Malmø, et al, and
Roy R. Holmes Construction Co., Inc.

A tract of land being part of the Southeast Quarter of Section 21, Township 1 South, Range 7 West, DeSoto County, Mississippi and being more particularly described as follows:

Beginning at the Northeast Corner of Section 21, Township 1 South, Range 7 West; thence South along the centerline of Getwell Road 2683.24 feet to a point; thence West 40.84 feet to a point, said point being the TRUE POINT OF BEGINNING; thence South 00 degrees 47' 59" East 1205.37 feet to a point of curvature of a curve to the left having a radius of 40.00 feet, a chord length of 56.96 feet and a arc length of 63.38 feet to a point; thence South 89 degrees 58' 33" West, 520.76 feet to an iron pin; thence South 00 degrees 48' 53" East, 387.44 feet to an iron pin; thence North 89 degrees 58' 33" East, 560.66 feet to a point; thence South 00 degrees 47' 59" East, 96.60 feet to a 3/4 inch iron pin; thence North 89 degrees 52' 41" West, 2617.77 feet measured (2640.00 feet called) to a point; thence North 00 degrees 47' 59" West, 1650 feet (passing a 3/8 inch iron pin at 21.23 feet) to a 3/8 inch iron pin said point being the Northeast corner of the Southwest Quarter of Section 21, Township 1 South, Range 7 West; thence South 89 degrees 51' 53" East 2617.78 feet measured (2640.00 feet called) to the POINT OF BEGINNING.

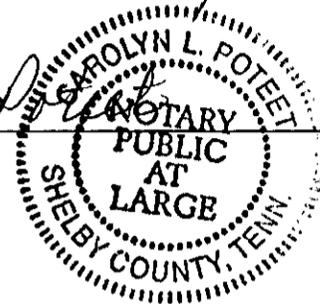
INDEXING INSTRUCTIONS: A tract of land located in the SE 1/4 of Section 21, Township 1 South, Range 7 West, DeSoto County, Mississippi.

STATE OF TENNESSEE
COUNTY OF SHELBY

This day personally appeared before me, the undersigned authority in and for said county and state, the within named Elma K. Malmø, who acknowledged that she signed the above and foregoing Warranty Deed on the day and year therein mentioned as her free and voluntary act and deed and for the purposes therein expressed.

GIVEN under my hand and Official Seal of office, this 2 day of November 1999.

Carolyn L. Potteet
Notary Public



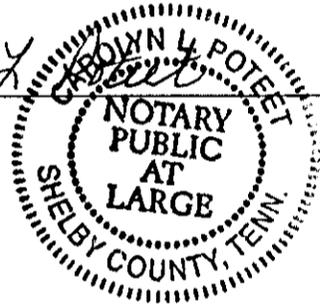
My Commission Expires:
5-25-2000

STATE OF TENNESSEE
COUNTY OF COUNTY

This day personally appeared before me, the undersigned authority in and for said county and state, the within named Margaret K. Osoinach, who acknowledged that she signed the above and foregoing Warranty Deed on the day and year therein mentioned as her free and voluntary act and deed and for the purposes therein expressed.

GIVEN under my hand and Official Seal of office, this 2 day of November 1999.

Carolyn L. Potteet
Notary Public



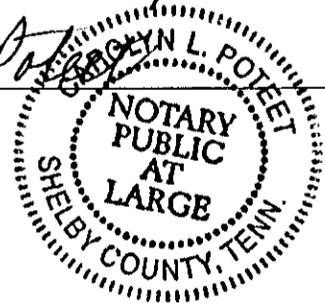
My Commission Expires:
5-23-2000

STATE OF TENNESSEE
COUNTY OF SHELBY

This day personally appeared before me, the undersigned authority in and for said county and state, the within named Karen Kirkpatrick Williams, who acknowledged that she signed the above and foregoing Warranty Deed on the day and year therein mentioned as her free and voluntary act and deed and for the purposes therein expressed.

GIVEN under my hand and Official Seal of office, this 2 day of November 1999.

Carolyn L. Potteet
Notary Public



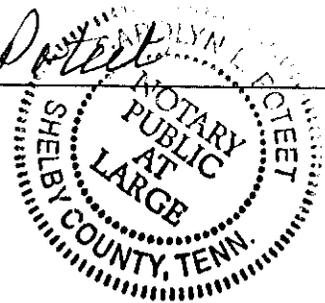
My Commission Expires:
5-23-2000

STATE OF TENNESSEE
COUNTY OF SHELBY

This day personally appeared before me, the undersigned authority in and for said county and state, the within named J. T. Kirkpatrick, who acknowledged that he signed the above and foregoing Warranty Deed on the day and year therein mentioned as his free and voluntary act and deed and for the purposes therein expressed.

GIVEN under my hand and Official Seal of office, this 2 day of November 1999.

Carolyn L. Poole
Notary Public



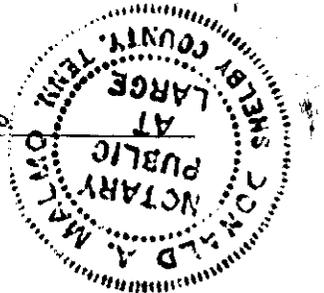
My Commission Expires:
5-23-2000

STATE OF TENNESSEE
COUNTY OF SHELBY

This day personally appeared before me, the undersigned authority in and for said County and State, the within named David H. McGehee, who acknowledged as Trustee for T. W. Jeter, Jr., and V. N. Jeter Trust B, and for and on behalf of and by authority of same, he signed and delivered the above and foregoing Warranty Deed on the day and year therein mentioned as and for the purposes therein expressed.

GIVEN under my hand and Official Seal of office, this 3RD day of November 1999.

Donald A. Malm
Notary Public



My Commission Expires:
4-12-03

GRANTORS:

Elma K. Malmo
395 S. Yates Road
Memphis, TN 38120
Home Phone: 901-683-6478
No Work Phone

Margaret K. Osoinach
2104 Wind Cove
Jonesboro, AR 72401
Home Phone: 501-932-1989
No Work Phone

Karen Kirkpatrick Williams
26 Redthorn Cove
Cordova, TN 38018
Home Phone: 901-755-2448
No Work Phone

J. T. Kirkpatrick
875 Creekside #1
Memphis, TN 38107
Home Phone: 501-932-1989
No Work Phone

David H. McGehee, Trustee
7691 Dogwood Road
Germantown, TN 38138
Home Phone: 901-754-3275
Business Phone: 901-683-7666

GRANTEE:

Roy R. Holmes Construction
Co., Inc.
8573 E. Shelby Drive
Memphis, TN 38125
Business Phone: 901-755-0519
No Home Phone

THIS DEED PREPARED BY:

Donald A. Malmo, Attorney
5860 Ridgeway Center Parkway #304
Memphis, TN 38120
(901)577-2200

RETURN TO:

Eric L. Sappenfield, Attorney
97 Stateline Road East
Suite A
Southaven, MS 38671

Indexing Instructions: A tract of land located in the SE 1/4 of Section 21, Township 1 South, Range 7 West, DeSoto County, Mississippi.

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FILED

IN THE PROBATE COURT OF SHELBY COUNTY, TENNESSEE JUN 9 - 1992

IN RE:)
 THE ESTATE OF ROBERT R. KIRKPATRICK,) NO. B-16696
 DECEASED.)

TIME
 B. J. DUNAVANT Clerk

PETITION TO CLOSE ESTATE AND DISCHARGE
 EXECUTRIX ON RECEIPT AND WAIVER

TO THE HONORABLE JUDGES OF THE PROBATE COURT OF SHELBY COUNTY,
 TENNESSEE:

Comes now your petitioner, Peggy D. Kirkpatrick, and respectfully states and shows to the Court that:

1. By order of this Court petitioner was duly appointed Executrix of the estate of Robert R. Kirkpatrick and petitioner has served in that capacity until the present date.
2. Your petitioner would further state and show to the Court that due publication was made for the creditors of petitioner's decedent and actual notice was given to all known creditors and those reasonably ascertainable, and that no creditors have filed any claims in this cause; that more than six months have passed since the first publication for creditors and that the claims of all creditors are now barred.
3. Petitioner would further state and show to the Court that all inheritance taxes were owed to the State of Tennessee have been paid as is shown by the Receipt for Inheritance Tax as issued by the Department of Revenue attached hereto and marked Exhibit "A" and made a part hereof as fully and particularly as if set out verbatim herein.
4. Your petitioner would further state and show to the Court that full and complete distribution has been made of all of

the property of every kind, character and description which was a part of the estate of the said Robert R. Kirkpatrick; that all of the beneficiaries are sui juris and that each of said beneficiaries has executed a receipt acknowledging receipt from your petitioner of all funds, assets and properties due each such beneficiary from the estate of the said Robert R. Kirkpatrick, deceased, and that each of said beneficiaries has further waived notice of the time and the place of the filing of petitioner's Petition for Discharge in this cause. All of said receipts and waivers are attached hereto as collective Exhibit "B" and incorporated herein by reference as fully as if set out verbatim herein.

Your petitioner therefore states and shows to the Court that the estate of Robert R. Kirkpatrick has been fully and completely administered in all respects and nothing further remains to be done therein.

WHEREFORE, PREMISES CONSIDERED, PETITIONERS PRAY:

1. That an order be entered herein discharging your petitioner as Executrix of the estate of Robert R. Kirkpatrick, deceased.
2. That your petitioner be given all such other and further relief, both general and special, as petitioner may be entitled to in the premises.

HEISKELL, DONELSON, BEARMAN,
ADAMS, WILLIAMS & KIRSCH

By: Donald A. Mahan
Attorney for Petitioner

STATE OF TENNESSEE
COUNTY OF SHELBY

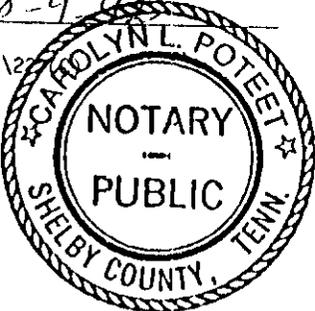
Peggy D. Kirkpatrick, having been first duly sworn, make oath that the matters and things stated in the foregoing petition are true and correct to the best of her knowledge, information, and belief.

Peggy D. Kirkpatrick
Peggy D. Kirkpatrick, Petitioner

SWORN TO AND SUBSCRIBED Before me on this the 4th day of June, 1992.

Carolyn L. Potet
Notary Public

My Commission Expires:

8-9-92
c:\damforms\22




RECEIPT FOR INHERITANCE TAX

90724

ACCT. NO.

91-06912

To Mr. Donald A. Malmo
Attorney at Law
5860 Ridgeway Center Parkway, Suite 404
Memphis, TN 38120

Estate of:
Kirkpatrick, Robert R.
Shelby (79)
11-7-90

THIS CERTIFIES that Two Thousand Five Hundred Four & 91/100----- Dollars (\$ 2,504.91)
have been received in full settlement of all Inheritance Tax, both direct and collateral, shown to be due the State of
Tennessee by the sworn Return filed with this Department by the representative of the above named Estate.

As provided in Section 30-1628, Tennessee Code, this receipt shall be authority for the Probate Court of the County
wherein said Estate was administered to permit a final settlement or accounting by the aforesaid representative
thereof.

Given in duplicate under my hand and the seal of this Department this, the 4th day of February 1992

The receipt... upon any...

COMMISSIONER OF REVENUE

By [Signature] Director of Miscellaneous Tax Division

INHERITANCE TAX CLERK

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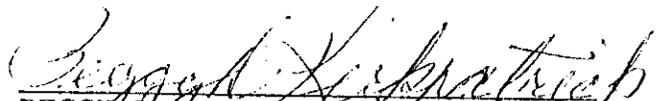
 IN THE PROBATE COURT OF SHELBY COUNTY, TENNESSEE

IN THE MATTER OF:)	
)	
ROBERT R. KIRKPATRICK,)	NO. B-16696
)	
DECEASED.)	

 RECEIPT AND WAIVER

I, Peggy D. Kirkpatrick, a resident of Memphis, Shelby County, Tennessee, being over the age of eighteen (18) years and under no legal disability, do hereby acknowledge receipt of all the property to which I am entitled of the estate of Robert R. Kirkpatrick, deceased, and in this cause (1) enter my appearance, (2) waive the filing of any final settlement and notice of the time and place of the filing and hearing of the Petition to Discharge Executrix and Close Estate, and (3) release the Executrix of the estate of Robert R. Kirkpatrick, deceased, from any further liability with respect to the aforesaid property and the aforesaid estate.

Executed this the 4th day of June, 1992, with the intention of binding myself, my executors or administrators, successors and assigns.


 PEGGY D. KIRKPATRICK

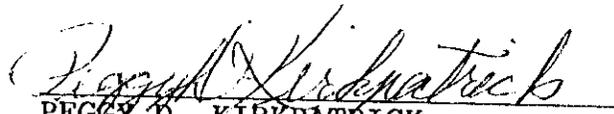
IN THE PROBATE COURT OF SHELBY COUNTY, TENNESSEE

IN THE MATTER OF:)
)
 ROBERT R. KIRKPATRICK,) NO. B-16696
)
 DECEASED.)

RECEIPT AND WAIVER

I, Peggy D. Kirkpatrick, a resident of Germantown, Shelby County, Tennessee, being over the age of eighteen (18) years and under no legal disability, do hereby acknowledge receipt from Peggy D. Kirkpatrick, Executrix of the Estate of Robert R. Kirkpatrick, of all the property to which I, as Trustee of The Robert R. Kirkpatrick Residuary Trust, am entitled to receive of the estate of Robert R. Kirkpatrick, deceased, consisting of all the assets listed on the Schedule attached hereto and incorporated by reference as if set out herein verbatim, and in this cause (1) enter my appearance, (2) waive the filing of any final settlement and notice of the time and place of the filing and hearing of the Petition to Discharge Executrix and Close Estate, and (3) release the Executrix of the estate of Robert R. Kirkpatrick, deceased, from any further liability with respect to the aforesaid property and the aforesaid estate.

Executed this the 4th day of June, 1992, with the intention of binding myself, my executors or administrators, successors and assigns.


 PEGGY D. KIRKPATRICK,
 Trustee of The Robert R.
 Kirkpatrick Residuary Trust

Schedule of Assets Transferred To
The Robert R. Kirkpatrick Residuary Trust

1.	10,585 Shares Bristol Myers Common Stock @ 60.6875 Sh.	\$642,377.18
2.	Cash	<u>46.82</u>
Total		\$642,424.00

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LAST WILL AND TESTAMENT
OF
ROBERT R. KIRKPATRICK

I, ROBERT R. KIRKPATRICK, a resident of Memphis, Shelby County, Tennessee, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore by me made.

ITEM I

I hereby nominate my wife, PEGGY D. KIRKPATRICK, as Executrix without bond of this my Last Will and Testament; the Executrix shall not be required to file any inventory of my estate. In the event that PEGGY D. KIRKPATRICK shall be or become for any reason unable or unwilling so to serve, I hereby direct that my son, JOE THOMPSON KIRKPATRICK, shall serve as Successor Executor.



My Successor Executor above named shall serve without bond under this my Last Will and Testament as though originally appointed herein.

ITEM II

I direct that the Executrix pay all my just debts, including the cost of administration of my estate, my funeral expenses and the expenses of my last illness, as soon as practicable after my death.

All federal estate and state inheritance taxes payable by reason of my death in respect to all property, real, personal or mixed, included in the computation of such taxes, whether passing under this my Last Will and Testament or otherwise, shall be paid by the Executrix, and shall not be charged to any specific bequest or legatee.

The Executrix is authorized and empowered to receive and use for the purposes of administration of my estate and for payment of my debts and taxes all the income of my estate which the Executrix receives during the administration of my estate. In addition, the Executrix is



authorized and empowered without being required to exhaust personalty before realty to sell or otherwise lawfully dispose of such of my assets, real, personal or mixed, as may be desirable or necessary to raise the funds for the purposes of administration of my estate and for the payment of my debts, taxes and bequests.

The Executrix is authorized and empowered to file with my wife or the personal representative of my wife a joint income tax return covering any period of time permitted by law and/or a gift tax return of gifts made by my wife or by me prior to my death and to consent that any such gifts be considered for gift tax purposes as having been made half by my wife and half by me; and in connection therewith to determine what taxes, interest and penalties are proper and to pay the same from my estate, even though not attributable in whole or in part to my own income or to gifts from my own property and without requiring my wife or the personal representative of my wife to reimburse or to indemnify my estate for any such taxes, interest and penalties attributable to my wife or the personal representative of my wife.



The Executrix is authorized and empowered to elect to use the costs of administration of my estate as deductions for federal estate tax purposes or federal income tax purposes and to use date of death values or optional values for federal estate tax purposes, regardless of the effect thereof on any of the interests under this my Last Will and Testament and without adjustment of such interests by reason of such election to compensate for the effect thereof on any of such interests, and regardless of the fact that the Federal estate tax on my estate is thereby increased.

It is my intention that the Executrix not delay distribution of my estate beyond the period reasonably required for the administration of my estate and thereby postpone unduly the enjoyment of the income from my estate by my legatees or by my trust beneficiaries, and as soon as the Executrix is able to arrange adequate cash funds for the administration of my estate and for the payment of my debts, taxes and bequests, I authorize and empower the Executrix to pay the bequests hereinafter provided, to establish the trusts hereinafter created and to commence the payment of the income therefrom. In the interim the Executrix is authorized and empowered to advance from the date of my



death to my legatees or to my trust beneficiaries any sums out of the income and/or corpus of my estate needed for my legatees or my trust beneficiaries' comfortable maintenance, support, health and education without accumulation thereof during the administration of my estate in accordance with the provisions of the trusts hereinafter created as though such trusts were then established.

I direct my Executrix to pay any and all estate, inheritance and other succession taxes, including all interest and penalties thereon, imposed by reason of my death by the United States or any other government or subdivision thereof, in respect to all property, real, personal or mixed, required to be included in my gross estate for the purposes of such taxes, whether passing under this my last will and testament, by operation of law, or otherwise, and I further direct that any taxes so paid shall be charged in the manner specified in Item V of this my last will and testament. I specifically authorize my Executrix, in her sole discretion, to pay any such taxes imposed by any foreign government or subdivision thereof.



I hereby direct my Executrix to elect pursuant to the provisions of the United States Internal Revenue Code, in effect at the date of my death, to treat any property passing under this my last will and testament or a part from this my last will and testament, as qualified terminable interest property in order to qualify any such property for the marital deduction allowable to my estate for federal estate tax purposes in determining the federal estate tax imposed upon my estate.

All the rights, powers, authority, discretion and immunities given in Item VIII of this my Last Will and Testament to the Trustee are hereby conferred upon the Executrix during the administration of my estate and at any time or from time to time may be exercised in whole or in part without having to decide in which capacity exercised.

ITEM III

Some of the insurance policies on my life owned by me at the time of my death may be made payable to specifically named beneficiaries. It is not my intention to change the



beneficiary designation therein in any way and the proceeds of each such insurance policy shall pass to the beneficiary therein designated. Should any of such insurance be made payable to my estate, it is my intention that the Executrix have the right, power and authority to use the same for the purposes of administration of my estate and for the payment of my debts, taxes and bequests if the Executrix deems it necessary therefor; in the event that all of such insurance not be deemed necessary therefor, the remaining balance shall become a part of my residuary estate and pass as provided in Item V of this my Last Will and Testament.

ITEM IV

My wife, PEGGY D. KIRKPATRICK, is and has been for some many years the sole owner of all household furnishings and furniture and all other non-income producing tangible personalty used in our residence, and I hereby ratify and confirm her right and title thereto.

In the event that my wife, PEGGY D. KIRKPATRICK, survives me, I hereby give and bequeath to her in fee simple absolute all non-income producing tangible articles of



personal use, diversion or adornment owned by me at the time of my death, and any automobiles then owned by me, together with the policies of insurance thereon. In the event my said wife predeceases me, the property shall pass along with the rest and residue of my estate.

ITEM V

All the rest and residue of my estate, including assets of every kind and character and wheresoever situated which I may own or to which I may in any way be entitled at the time of my death, including any lapsed or renounced legacies or devises (but excluding any assets or property over which I may now or hereafter possess a power of appointment), after subtracting therefrom the aggregate amount of my bequests and the deductions allowed by Sections 2053 and 2054 of the Internal Revenue Code, shall constitute my "residuary estate" and shall pass as hereinafter provided: (1) I hereby give, devise and bequeath the marital share, as hereinafter defined, to my wife, PEGGY D. KIRKPATRICK, absolutely and in fee simple; and, (2) I hereby give, devise, and bequeath the balance of my residuary estate (the non-marital share) to the Trustee, PEGGY D. KIRKPATRICK, in



trust, to hold and administer in a residuary trust, which shall be designated The Robert R. Kirkpatrick Residuary Trust (herein called the "Residuary Trust"), for the use and benefit of my wife and my children, as therein provided. My residuary estate is to be divided between the marital share and the non-marital share in the following manner:

The Executrix shall transfer to my wife, as the marital share, an amount equal to the value of my residuary estate, except that if a reduction of the amount of the marital share, as so determined, would not result in any increase in the federal estate tax payable by reason of my death, after considering the unified credit and the credit for state death taxes, but no other credits, the marital share shall be reduced by the largest amount which will result in no increase in the federal estate tax payable by reason of my death. The marital share shall be deemed a bequest of a dollar amount and the Executrix shall satisfy the marital share by transferring to my wife only cash or other assets which are capable of qualifying for said marital deduction, and if any assets of my estate, and/or the proceeds of any such assets, do not so qualify, the marital share shall be reduced to that extent, any assets not qualifying for the



Federal estate tax marital deduction shall be added to the non-marital share and shall pass as hereinafter specified in this Item V.

In the event my wife should predecease me, any and all gifts, devises or bequests of property or interests in property passing under this my last will and testament to my wife shall be null and void and any and all such property or interests in property shall pass or be distributed instead to the Trustee of the Residuary Trust to be held and administered as therein provided.

In the event that my wife should die within six (6) months after my death, my Executrix shall transfer as the Marital share, only those assets of my residuary estate selected by my Executrix having a value which, when added to the value of all other interests in property passing by reason of my death to my wife, either by my last will and testament or apart from my last will and testament, in a manner qualified for the marital deduction under the provisions of the Internal Revenue Code, will produce the lowest aggregate federal estate tax for my estate and the estate of my wife taking into account my wife's separate



Federal estate tax marital deduction shall be added to the non-marital share and shall pass as hereinafter specified in this Item V.

In the event my wife should predecease me, any and all gifts, devises or bequests of property or interests in property passing under this my last will and testament to my wife shall be null and void and any and all such property or interests in property shall pass or be distributed instead to the Trustee of the Residuary Trust to be held and administered as therein provided.

In the event that my wife should die within six (6) months after my death, my Executrix shall transfer as the Marital share, only those assets of my residuary estate selected by my Executrix having a value which, when added to the value of all other interests in property passing by reason of my death to my wife, either by my last will and testament or apart from my last will and testament, in a manner qualified for the marital deduction under the provisions of the Internal Revenue Code, will produce the lowest aggregate federal estate tax for my estate and the estate of my wife taking into account my wife's separate



estate as valued on the valuation date (and in the manner) selected by my Executrix for valuing the assets of my estate and as finally determined for federal estate tax purposes. The provisions contained in this paragraph shall be of no effect if: (i) my wife should survive me by more than six (6) months; or (ii) my gross estate for federal estate tax purposes is insufficient to require the filing of a federal estate tax return.

The Executrix shall determine all values of assets for the purposes of this Item V in accordance with the Federal estate tax values as finally determined in my estate, provided that assets transferred to my wife as the marital share shall have an aggregate market value fairly representative of the net appreciation or depreciation from the Federal estate tax value to the date of distribution value of all the property of my estate coming into the hands of the Executrix during the entire period of administration of my estate on the date or dates of distribution. The assets transferred to my wife as the marital share shall not be liable for the payment of inheritance, estate or other similar taxes of the United States of America, or of any state or territory thereof, or of any foreign country or



territory, imposed against my estate, or the recipients thereof, whether passing by my last will and testament or otherwise.

I direct my Executrix to pay any and all estate, inheritance and other succession taxes, including all interest and penalties thereon, imposed by reason of my death by the United States or any other government or subdivision thereof, in respect to all property, real, personal, or mixed, required to be included in my gross estate for the purposes of such taxes, whether passing under this my last will and testament, by operation of law, or otherwise and I further direct that any taxes so paid shall be charged in the following manner:

(a) If my wife, PEGGY D. KIRKPATRICK, survives me, such taxes shall be charged entirely against (i) the non-marital share, (ii) against any assets which are not capable of qualifying for the marital deduction allowable for federal estate tax purposes and (iii) against that portion of my residuary estate, if any, which my wife renounces or disclaims, in whole or in part; or,



(b) To the extent, if any, that (i) the non-marital share, (ii) the assets not capable of qualifying for the marital deduction for federal estate tax purposes, if any, and (iii) the portion of my residuary estate, which my wife renounces or disclaims, in whole or in part, if any, are insufficient to pay any such taxes, such taxes shall be charged against the marital share; and

(c) In the event that my wife, PEGGY D. KIRKPATRICK, should predecease me, such taxes shall be charged entirely against my residuary estate, without any apportionment, unless otherwise directed by this my last will and testament.

To the extent that any property or interests in property are included in my gross estate under Sections 2035, 2036, 2038, 2039, 2040, 2041 and 2042 of the Internal Revenue Code, all such taxes in respect to any such property or interests in property shall be charged against and paid by the recipient or beneficiary of such property or interest in such property or shall be paid from such property or interest in property unless the donee or recipient of any such property or



interest in property is my wife and the property or interest in property qualifies for the marital deduction under Section 2056 of the Internal Revenue Code, in which events no such taxes shall be apportioned against the property or interest in property so passing to my wife. The amount of the tax to be charged against the donee or recipient of any such property or interest in property shall be determined by multiplying a fraction (the numerator of which shall be the federal estate tax value of the property or interest in property to be apportioned as finally determined for federal estate tax purposes and the denominator of which shall be the total value of my taxable estate as finally determined for federal estate tax purposes) times the federal estate tax payable after subtracting all credits allowable against such tax.

My Executrix is next directed to distribute an amount equal to the balance of my residuary estate to the Trustee of the Residuary Trust, to be held and administered as therein provided.

The Executrix shall have full power and authority and sole discretion to distribute the assets, real, personal, or



mixed, of my residuary estate between the marital share, and the non-marital share, and to make such distribution in cash or in kind or partly in cash and partly in kind, causing any share (the marital share or the non-marital share) to be composed of (1) cash, (2) other assets, (3) divided or undivided fractional interest in assets, or (4) any combination thereof.

In the event that my wife should dissent from or wholly or partially renounce or disclaim any property or interest in property passing under this my last will and testament, any and all such property or interests in property so disclaimed or renounced shall not pass or be distributed to the Trustee of the Marital Trust, but rather shall pass or be distributed to the Trustee of the Residuary Trust to be held and administered as therein provided.

ITEM VI

The Trustee of the residuary trust herein created for my wife, PEGGY D. KIRKPATRICK, which trust has been previously designated as The Robert R. Kirkpatrick Residuary



Trust, is directed to administer this trust in accordance with the following provisions:

1. The Trustee is directed to take, hold, manage, invest and reinvest the corpus of the trust and to collect the income therefrom in accordance with the rights, powers, duties, authority and discretion hereinafter set forth. The Trustee is directed to pay all the expenses, taxes and costs incurred in the management of the trust estate out of the income thereof.

2. After the payment of all expenses, taxes and costs incurred in the management of the trust estate, the Trustee shall at convenient intervals, monthly, quarterly, semi-annually or annually, distribute to or apply for the benefit of my wife, PEGGY D. KIRKPATRICK, for and during the natural life of my wife, all of the net income therefrom.

3. If the income available for distribution to or application for my wife should for any reason be inadequate for her comfortable maintenance, support or health, the Successor Trustee shall distribute to or apply for the benefit of my wife such additional amounts from the



accumulated income and/or corpus of this trust from time to time as the Successor Trustee shall in his sole and absolute discretion deem necessary or appropriate therefor. The Trustee, in making such distributions or applications, shall take into consideration any income which my wife shall then be receiving from any life insurance I have left payable to her and any other sources of income available to her.

4. Upon the death of my wife, PEGGY D. KIRKPATRICK, all of the rest and remainder of the corpus and accumulated income of the residuary trust estate shall continue to be held in trust by the Trustee for the use and benefit of my children, JOE THOMPSON KIRKPATRICK, KAREN KIRKPATRICK WILLIAMS and ROBERT READ KIRKPATRICK, JR., or their issue as hereinafter provided. The Trustee shall make an allocation of the remaining accumulated income and corpus of this trust to determine that trust share which would be allocable upon the basis of an equal division, share and share alike, to each of my said beneficiaries then living, or to the issue of any beneficiary then deceased. Each trust share shall thereafter constitute and be administered as a separate trust. The Trustee shall not be required to make physical division of the trust property, except when necessary for



the purposes of distribution as hereinafter provided, but may in the Trustee's sole and absolute discretion keep the trust in one or more consolidated funds; and as to each consolidated fund the division into the various shares comprising such fund need be made only on the Trustee's books of account in which each trust shall be allocated its proportionate share of the corpus and income of the fund and charged with its proportionate part of the expense thereof. Each trust share shall be administered as a separate trust for each beneficiary thereof in accordance with the same provisions set forth hereinbefore and hereinafter. In no event other than upon the death of a beneficiary shall the Trustee make any distribution, application, apportionment or accumulation of income or any distribution or application of accumulated income or corpus from the respective trust share of the beneficiary thereof which will affect the proportionate share of the income, accumulated income or corpus of the trust share of any other beneficiary.

5. The Trustee shall, at convenient intervals, monthly, quarterly, semi-annually or annually distribute to or apply for the benefit of my children all of the net income from each such trust share.

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6. In the event that any of my said children predecease me or die during the operation of this trust leaving issue surviving them the Trustee shall make an allocation of the remaining accumulated income and corpus thereof to determine that part which would be allocable upon the basis of an equal division, share and share alike, to each of my said beneficiaries. The trustee shall retain in this trust such part, other than that part allocated to such deceased beneficiary, for the benefit of my other beneficiaries to be administered and distributed as therein provided. The trustee shall thereupon establish a new trust for the part allocable to such deceased beneficiary for the benefit of his or her issue to be administered by the Trustee in accordance with the same provisions set forth above in this trust for the benefit of my named beneficiaries and to pay out such amounts from the income, accumulated income and corpus thereof for the comfortable maintenance, support, health and education of such issue as the Trustee shall in the Trustee's sole and absolute discretion deem necessary or appropriate therefor with all the rights, powers, duties, authority and discretion set forth in this Will. Upon the last of such issue attaining the age of twenty-one (21) years, the Trustee shall



terminate the new trust and distribute the remaining accumulated income and corpus thereof absolutely and in fee simple to such issue per stirpes and not per capita, share and share alike. In the event that any of such issue predecease me or die during the operation of the new trust leaving issue surviving him or her the Trustee shall terminate such trust as to such deceased issue and distribute such proportion of the remaining accumulated income and corpus thereof as such deceased issue would have been entitled to receive if living upon the last of such issue attaining the age of twenty-one (21) years, absolutely and in fee simple to his or her surviving issue per stirpes and not per capita, share and share alike. In the event that any of such issue predecease me or die during the operation of the new trust leaving no issue surviving him or her, the Trustee shall retain in such trust his or her part of the remaining accumulated income and corpus thereof for the benefit of the rest of the issue of such deceased beneficiary to be administered and distributed as therein provided; and if no issue then survive, such part shall pass as hereinafter provided.

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7. In the event that any of my aforesaid children shall predecease me or die during the operation of this trust leaving no issue surviving him or her, the Trustee shall retain in this trust his or her part of the remaining accumulated income and corpus thereof for the benefit of my other beneficiaries to be administered and distributed as therein provided.

8. In the event that all of my said children predecease me or die during the operation of this trust leaving no issue surviving them, the Trustee shall not establish this trust and the Executor shall distribute all of the rest and residue of my estate or the Trustee shall terminate this trust and distribute the remaining accumulated income and corpus thereof, whichever the case may be, to those persons, absolutely and in fee simple to whom and in the shares and proportions in which real property would have been distributed had I then died intestate without issue and domiciled in the State of Tennessee having acquired and owning such property and no other property, notwithstanding the fact that the property so distributed may include personal property.

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9. Upon each of my said children attaining the age of thirty (30) years, the Trustee shall distribute free of the terms and conditions of the trust share of each, one-third ($1/3$) of the remaining accumulated income and corpus of each such beneficiary's share absolutely and in fee simple; the Trustee shall retain in such trust share the other two-thirds ($2/3$) of the remaining accumulated income and corpus thereof for the benefit of my said beneficiaries to be administered and distributed as therein provided.

10. Upon each of my said children attaining the age of thirty-five (35) years, the Trustee shall distribute free of the terms and conditions of the trust share of each, one-half ($1/2$) of the remaining accumulated income and corpus of each such beneficiary's share absolutely and in fee simple; the Trustee shall retain in such trust share the other one-half ($1/2$) of the remaining accumulated income and corpus thereof for the benefit of my said beneficiaries to be administered and distributed as therein provided.

11. Upon each of my children attaining the age of forty (40) years, the Trustee shall terminate the trust share of each and distribute the remaining accumulated

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income and corpus thereof absolutely and in fee simple to each of my said beneficiaries.

ITEM VII

In the event that my wife, PEGGY D. KIRKPATRICK, dies simultaneously with me or under such circumstances that it cannot be conclusively shown within six (6) months after my death to be other than simultaneous, it is my intention that it be presumed for the purpose of this my last will and testament that my wife survived me; and I direct that the provisions of this my last will and testament be construed upon that assumption, regardless of any provisions of law establishing a contrary presumption or requiring survivorship for a fixed period of time as a condition of taking property by inheritance, devise and/or bequest.

ITEM VIII

In the investment, administration and distribution of my estate and of the trusts hereby created, the Executor and the Trustee may exercise the following specific rights,



powers, and authority as well as all other rights, powers and authority generally permitted by law to trustees with the exception that neither the Executor nor the Trustee shall have any power or authority that would deprive my estate of the marital deduction under the law, the regulations with respect thereto in force at the time of the determination of the marital deduction:

1. Except with respect to the exercise of any power to make productive or convert to productive property any unproductive property conferred upon any beneficiary of any trust hereinbefore created, to retain and hold in unchanged form without liability, except for the Trustee's own wilful malfeasance, misfeasance or nonfeasance for loss or depreciation resulting from such retention, any security (though not listed on a national securities exchange registered with the Securities and Exchange Commission), investment or other property, real, personal or mixed, including any policies of insurance thereon and including stocks (common or preferred) originally coming into the Trustee's hand and the increment thereof acquired thereafter as the result of stock dividend, stock split or otherwise, regardless of whether it leaves a disproportionately large part of the trust estate invested in one type of property; to dispose of such original property by sale, exchange or other lawful disposition at such time and upon such terms and conditions as the Trustee may deem prudent and to receive and administer the proceeds thereof as part of the trust estate.

2. To invest and reinvest the trust funds in property of any kind and character, real, personal or mixed, including, but not necessarily limited to, stocks (common or preferred) listed on a national securities exchange registered with the Securities and Exchange Commission, unregistered stocks and securities, bonds,



notes, mortgages on property wherever located, improved or unimproved real property or interests therein and shares or interests in common trust funds, and securities of any open-end or closed-end management type investment company or investment trust registered under the Federal Investment Company Act of 1940, notwithstanding such property may not be of the character designated by the laws of the State of Tennessee as legal investments for the trust funds.

3. To vote in person or by proxy any shares of stock held in the trust corpus at any meeting, regular or special; to agree to or disagree with, and to subscribe to and pay out of the trust estate any money which may be required in connection with, a reorganization, recapitalization, merger or consolidation; and to agree to, or disagree with, any liquidation or exchange of securities for other securities, whether such other securities be legal investments for trustees or not; to subscribe for additional or other stocks, bonds, notes or mortgages; to exercise or decline to exercise any option or right of subscription and to make any payment required therefor; to hold such stocks, bonds, notes or mortgages so acquired as investments of the trust estate; to enter into voting trust agreements; to cause to be registered in the Trustee's name or the name of the Trustee's nominee with (or provided those securities are at all times identified as such on all books, records and accounts of the trust estate, without) disclosure of the fiduciary capacity any securities which the Trustee may hold in the trust estate, and generally to exercise in respect to any securities held in the trust the same rights and powers as are or may be lawfully exercised by persons owning similar property.

4. To continue and carry on any business which I may own or in which I may be financially interested at the time of my death, whether as sole proprietor, partner or stockholder, for such time as the Trustee may deem to be for the best interest of the trust estate; to employ in the conduct thereof not only my capital investment therein at the time of my death but also such additional capital out of the trust estate as the Trustee may deem proper; to organize a corporation to carry on any business, to contribute as capital all or



any part of any business forming a part of the trust estate, to accept stock in the corporation so organized in lieu thereof and to provide for different classes of stock if the Trustee deem it proper; to sell or liquidate any such business, any interest therein or any stock or other securities representing my interest in any such business at such time and upon such terms and conditions as the Trustee may deem advisable; and to enlarge, diminish or change the scope or nature of any business forming a part of the trust estate. With regard to such business, the Trustee may delegate such rights, powers and authority with the requisite or convenient rights, powers and authority incident to the conduct of such business to any employee, manager or partner as the Trustee may deem proper without liability for such delegation except for the Trustee's own wilful malfeasance, misfeasance or nonfeasance.

5. To borrow money without personal liability for any purpose for the benefit of the trust estate, including the continuing of any business as aforesaid; to secure the same by pledge, hypothecation, mortgage, trust deed or other encumbrance on any part of the trust estate and to sell property of the trust estate to repay the same; and for the ultimate protection of the trust corpus to renew any indebtedness incurred by the Trustee for the benefit of the trust estate.

6. To lend funds at any time to the credit of the trust estate to any person, corporation, trust, estate or other legal entity upon the security of such property, stocks, bonds or otherwise, in such manner and upon such terms and conditions as the Trustee may deem prudent, provided such collateral or security is of the character designated by the laws of the State of Tennessee as legal investments for trust funds.

7. To foreclose, as an incident to the collection of any bond or note held in the trust estate, any mortgage securing such bond or note and to bid in the mortgaged property at such foreclosure sale or to acquire the property by deed from the mortgagor without foreclosure; to retain property bid in under foreclosure or taken over without foreclosure for such time as the Trustee may deem prudent and to dispose of such property by sale, exchange or other lawful

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disposition without order or license of court at such time and upon such terms and conditions as the Trustee may deem prudent.

8. To own, purchase, sell, exchange, improve, develop, invest and reinvest and otherwise deal in all kinds of real property now or hereafter acquired, including, but not necessarily limited to, leasehold interests, mineral rights, timber rights, real estate, mortgages and deeds of trust, without order or license of court at such time and upon such terms and conditions as the Trustee may deem prudent.

9. To rent or lease any of the real property embraced within the trust upon such terms and conditions and for such period of time as the Trustee may deem prudent, even though extending beyond the term of this trust to be binding upon the remaindermen.

10. To maintain insurance, make alterations and repairs on and additions to and erect improvements on any real property of the trust estate. The Trustee may rebuild or not in the event of fire or other casualty and may tear down and rebuild or not on account of any improvements being in a dangerous condition or on account of obsolescence or unsuitableness. The Trustee may exercise all such different and additional powers requisite or convenient in the intelligent administering of real property forming a part of the trust estate.

11. No purchaser, mortgagee, pledgee or lessee shall be bound or concerned to see to the application of the proceeds of any sale, lease or other disposition of any property, real, personal or mixed, held in the trust estate.

12. To determine whether or to what extent receipts should be deemed income or principal, whether or to what extent expenditures should be charged against principal or income and what other adjustments should be made between principal and income by following the provisions of the Tennessee Uniform Principal and Income Act as the same shall exist at that time and in all instances in which such provisions do not resolve questions relating to principal and income to determine

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the same in the Trustee's discretion, always exercising such discretion in regard to each trust hereinbefore created with due regard for the interest of the then income beneficiary or beneficiaries who shall always be the preferred beneficiary or beneficiaries thereof.

13. Notwithstanding the provisions of the Tennessee Uniform Principal and Income Act may at that time be to the contrary, to allocate to income all proceeds from mineral or timber sales and all bonuses, royalties, rents or other considerations received under any lease for mineral rights and/or timber rights held by the Trustee in the trust estate of each trust hereinbefore created and to allocate to income the portion which may from time to time be taken as a depletion deduction under federal income tax laws by the Trustee of each trust hereinbefore created.

14. Notwithstanding the provisions of the Tennessee Uniform Principal and Income Act may at that time be to the contrary, to allocate to income all dividends representing the capital gains received under any share, interest or security of any open-end or closed-end management type investment company or investment trust registered under the Federal Investment Company Act of 1940 held by the Trustee in the trust estate of each trust hereinbefore created.

15. To collect all income, rents and profits from the trust corpus and to pay all necessary expenses incident to the management and preservation thereof.

16. To pay taxes of any kind properly assessed against the income or the corpus or properly payable by reason of the sale, exchange, assignment, transfer or other lawful disposition thereof.

17. To renew, assign, alter, extend, contest, sue upon, defend, compromise, release with or without consideration, or submit to arbitration obligations or claims, including taxes, held by or asserted against the Trustee which affect the trust estate.

18. To employ such agents and attorneys as are usual or reasonably necessary in the management and protection of the trust estate or for other like



purposes in connection therewith, and their compensation as well as the reasonable and proper expenditures made or incurred by the Trustee in administering the trust shall be charged against the trust estate.

19. To make payments from this trust for the use and benefit of any beneficiary thereof, regardless of any existing disability, in the sole and absolute discretion of the Trustee in one or more of the following ways: (a) directly to such beneficiary; (b) indirectly in payment of the expenses of maintenance, support, education and medical, surgical, hospital or other institutional care of such beneficiary; (c) to the legal guardian of the estate of such beneficiary; or (d) to the custodian for such beneficiary under any Uniform Gifts to Minors Act, if such beneficiary is then a minor, provided such custodian is a bank, other financial institution or a person assigned to an older generation than that of such beneficiary. The Trustee shall not be under any duty to see to the application of any funds so paid; and the receipt of such person or legal entity shall be full acquittance to the Trustee.

20. Except with respect to the exercise of any right, power or authority provided for by law or by the terms of this my last will and testament (1) to disclaim and renounce any interest in (or right, power or authority over) property, in trust or otherwise, passing under this my last will and testament (even though contingent remainder interests may be accelerated thereby), (2) to make productive or convert to productive property any unproductive property, or (3) to appoint, invade and/or withdraw, conferred upon any beneficiary of any trust hereinbefore created, no income beneficiary of, or remainderman in, any of the trust interests created or which may be created in the future pursuant to the terms of this my last will and testament shall have the right, power or authority to anticipate, accelerate, convey, sell, transfer, assign or otherwise alienate, or to mortgage, hypothecate, pledge or otherwise encumber, income, or any of his or her own rights in the corpus, real, personal or mixed, or any part thereof prior to the time that such income is paid or such corpus is transferred and assigned and/or conveyed



and delivered to such beneficiary; nor shall the interest of any income beneficiary or remainderman be (a) subject to anticipation, acceleration, conveyance, sale, transfer or other form of alienation, or to any mortgage, hypothecation, pledge or encumbrance, voluntary or involuntary, made upon the order, judgment, decree or direction of any court or courts, of law or equity, whether of bankruptcy or otherwise, or (b) liable or subject to any creditor's bill, levy, attachment, execution, garnishment or seizure by any other process or writ (which may have been directed, or may hereafter be directed, against such beneficiary) or in any other manner or (c) otherwise liable or subject to be taken for the payment of any debt, tort, engagement or other obligations or liabilities whatsoever which such beneficiary may have contracted or sustained, or may hereafter contract or sustain, for any purpose whatsoever including, but not necessarily limited to, any obligation to pay alimony or separate maintenance.

21. For convenience of administration or investment, the Trustee may hold the several trusts or shares as a common fund, dividing the income proportionately among the several trusts or shares, assign undivided interests to the several trusts or shares and make joint investments of the funds belonging to the several trusts or shares, if the same shall be in the interest of the respective trust estate and the beneficiary or beneficiaries thereof. For such purposes and to the extent the same shall be in the interest of the respective trust estate and the beneficiary or beneficiaries thereof, except with respect to the merger and consolidation during the period of the natural life of my wife of the marital trust hereinbefore created with any other trust or trusts (unless the provisions thereof are identical to those of the marital trust hereinbefore created), the Trustee may merge and consolidate into one trust any separate trust or share with any other trust or trusts with substantially similar provisions for the same beneficiary or beneficiaries created by me or any member of my family by last will and testament or inter vivos agreement and may hold, administer and invest the several trusts as one or more common fund or funds and make joint or several distributions of income and



principal thereof, whichever the Trustee shall deem prudent.

22. To make divisions, allocations, distributions and conveyances of principal to legatees, beneficiaries, distributees and remaindermen wholly or partly in cash or kind; to convey real estate to two or more remaindermen thereof in undivided interests or partition the same; and in any such division, allocation, distribution or conveyance, the Trustee's valuation of shares shall be final and determinative. In the absence of any deed of conveyance of real estate by the Trustee, upon termination of that trust in which the real estate is held the same shall as a matter of law be vested in each remainderman thereof as a tenant in common in the same proportion in which that remainderman was then beneficially interested in that trust.

23. To do all the acts which in the fiduciary's judgment may be prudent for the proper and advantageous management, investment and distribution of the trust estate. The fiduciary shall be neither charged with any error of judgment in the exercise of the fiduciary's rights, powers, duties, authority and discretion nor held accountable for losses, unless the same shall occur through the fiduciary's own wilful malfeasance, misfeasance or nonfeasance.

24. To the extent to which I am permitted by law in force at the time of my death so to do, I relieve the Trustee from the obligation of giving bond or other security for the performance of the Trustee's duties as such, and to the extent that I am not so permitted, the reasonable and proper expenditures made or incurred by the Trustee in giving bond or other security shall be charged against the trust estate.

It shall not be necessary for my Executor or Trustee to obtain the authority or approval of any court in the exercise of any of the rights, powers and authorities



granted to them in this will, nor shall it be necessary for my Executor or Trustee to make any report of any of their actions to any court. The word "Trustee" as used herein shall include the word "Executor."

Persons dealing with my Executor or Trustee shall not be required to inquire as to the purpose of the transactions or to see to the application of the funds therefrom, and bequests under this will shall not bear interest.

ITEM IX

As used in this my last will and testament, the words "child" and "children" shall include as if born of me any person or persons legally adopted by me before or after the execution of this my last will and testament and the word "issue" (when not otherwise qualified by the context in which that word is used in this my last will and testament) shall include all lineal descendants of mine in whatever degree other than a child or children of mine and shall include as if born of their adopting parents any person or persons legally adopted before or after the execution of

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this my last will and testament and the issue by blood or adoption of any person or persons so adopted.

A child in gestation, who is later born alive, shall be regarded in this my last will and testament as a child in being during the period of gestation, in determining any person who died without leaving issue surviving him or her and in determining, on the termination of any trust hereunder, whether such child is entitled to share in required distributions of accumulated income and/or corpus, but for other purposes such child's rights shall accrue from the date of birth.

As used in this my last will and testament, the term "Internal Revenue Code" shall mean the United States Internal Revenue Code of 1954, in effect on the date of my death.

ITEM X

In the event that my wife, PEGGY D. KIRKPATRICK, shall be or become for any reason unable or unwilling to serve as Trustee of the trusts herein created, I hereby direct that



my son, JOE THOMPSON KIRKPATRICK, my daughter, KAREN KIRKPATRICK WILLIAMS, and my brother-in-law, DONALD A. MALMO, or the survivor or survivors, shall serve as Successor Trustee, without bond, with the same rights, duties, privileges, responsibilities and discretion as though originally appointed herein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal this 7 day of July, 1982.

Robert R. Kirkpatrick
ROBERT R. KIRKPATRICK

The foregoing instrument was this 7th day of July, 1982, signed and declared by the said ROBERT R. KIRKPATRICK as and for his Last Will and Testament, in the presence of us, who at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses thereto, we and each of us believing the said ROBERT R. KIRKPATRICK to be of sound and disposing mind and memory at the date herein.

2000 1st. Tenn. Bldg.
Address

Donald A. Malm
Witness

2000 1st. Tenn. Bldg.
Address

Robert Walker
Witness

Address

Witness

STATE OF TENNESSEE)
COUNTY OF SHELBY)

Before me, the undersigned authority, on this day personally appeared DONALD A. MALMO, ROBERT WALKER, and _____ known to me to be the witnesses whose names are subscribed to the annexed or foregoing instrument, and all of said persons being by me duly sworn, each on his oath stated to me that he witnessed the execution of the attached or foregoing will of ROBERT R. KIRKPATRICK on the 7th day of July, 1982; that the testator had declared to them that said instrument is his last will and testament, and that he executed same as such in their presence and at the time of making such subscription requested that each of them sign it as a witness; and upon their oaths, each witness stated further that they did, at the request of the testator, sign the same as witnesses in the presence of the said testator and in the presence of each other; that the testator at the time of the execution of such will was in all respects competent to make a will and not under any restraint; that the testator and each of said witnesses was then at least eighteen (18) years of age and of sound mind; and that they are making this affidavit, at the request of the testator, in accordance with Chapter 568 of the Tennessee Public Acts of 1972.

Donald A. Malmo
Witness
Robert Walker
Witness

Witness

Severally subscribed and sworn to before me this 7th day of July, 1982.

My Commission Expires:
10/29/84

Cassidy L. Poter
Notary Public