

**LAST WILL AND TESTAMENT**

**OF**

**MARTHA E. HAM**

I, MARTHA E. HAM, of Jasper County, Indiana, declare this to be my last will, and revoke all other wills and codicils that I may have made.

ITEM I

I direct that my debts, expenses of my last illness, funeral and the administration of my estate, shall be paid by my executrix from the principal of my residuary estate.

ITEM II

All inheritance, estate and succession taxes (including interest and penalties thereon) payable by reason of my death shall be paid out of and be charged generally against the principal of my residuary estate without reimbursement from any person; except that this provision shall not be construed as a waiver of any right which my executrix has, by law or otherwise, to claim reimbursement for any such taxes which become payable on account of property, if any, over which I have a power of appointment.

ITEM III


I devise and bequeath all my residuary estate, being all property, wherever situated, in which I may have any interest at the time of my death not otherwise effectively disposed of, to the Trustee under the Trust Agreement, known as The Martha E. Ham Revocable Living Trust Agreement executed on the 11th day of September, 2000, to be added to and commingled with the Trust Property and that Trust be held, or distributed in whole or in part, as if it had been a part thereof immediately before my death, in accordance with the provisions of that Agreement and any amendments made to it pursuant to its terms before my death.

ITEM IV

I appoint my daughter, KYLE SHAYNA HAMILTON, as executrix of this will. The executrix shall have the following powers, and any others that may be granted by law, to be exercised in their discretion without Court Order:)

- (a) To retain any property of my estate;
- (b) To sell any real or personal property of my estate, for cash or on credit, at public or private sales, for any purpose; to exchange any such property for other property; to grant options to purchase or acquire any such property; and to determine the prices and terms of sales, exchanges, and options;
- (c) To employ attorneys, auditors, depositaries, proxies, and agents, with or without discretionary powers; and to keep any property in the name of an executor or of an executor or a nominee, with or without disclosure of any fiduciary relationship, or in bearer form;
- (d) To collect, pay, contest, compromise, or abandon claims of or against my estate, wherever situated; and to execute contracts, conveyances, and other instruments, including instruments containing covenants and warranties binding upon and creating a charge against my estate, and containing provisions excluding personal liability;
- (e) To enter into any transaction authorized by this Article with trustees, executors, or administrators of any other trust or estate in which any beneficiary hereunder has any interest, even though any such trustee or representative is also executor hereunder;
- (f) To make any distribution or division of my estate in cash or in kind or both;
- (g) To allot different kinds of disproportionate shares of property or undivided interests in property among the beneficiaries, and to determine the value of any such property;
- (h) To invest in any property, real or personal.

I have signed and sealed this will on the 4 day of September, 2000.

  
MARTHA E. HAM

We saw the said MARTHA E. HAM, in our presence, sign and seal the foregoing instrument at its end; she then declared it to be her last will and requested us to act as witnesses to it; we believed her to be of sound mind and memory and not under duress or constraint of any kind; and then we in her presence and in the presence of each other, signed our names as attesting witnesses; all of which was done on the date last above written in said instrument.

WJ-Towner of Rensselaer, Indiana

Stanley Permitt of Wheatfield, Indiana

STATE OF INDIANA        )  
                                  ) SS:  
COUNTY OF JASPER        )

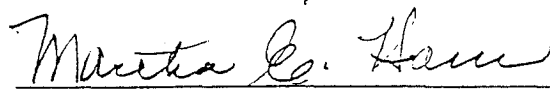
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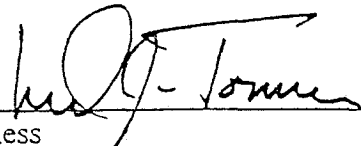
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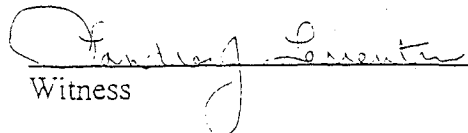
UNDER PENALTIES FOR PERJURY, we, the undersigned testatrix and the undersigned witnesses, respectively, whose names are signed to the attached or foregoing instrument declare:

1. That the testatrix executed the instrument as his will;
2. That, in the presence of both witnesses, the testatrix signed or acknowledged her signature already made or directed another to sign for her in her presence;
3. That the testatrix executed the will as her free and voluntary act for the purposes expressed in it;
4. That each of the witnesses, in the presence of the testatrix and of each other, signed the will as witnesses;
5. That the testatrix was of sound mind; and,
6. That to her knowledge the testatrix was at the time eighteen (18) or more years of age or was a member of the Armed Forces or of the Merchant Marines of the United States or its allies.

Dated this 11 day of September, 2000.

  
\_\_\_\_\_  
MARTHA E. HAM, Testatrix

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Witness