ADDRESS FOR TAX NOTICES:

Richard F. LaRoche, Jr., Trustee
814 South Church Street
Murfreesboro, Tn. 37130

THIS INSTRUMENT PREPARED BY:

Richard F. LaRoche, Jr., Attorney at Law
814 South Church Street
Murfreesboro, Tn. 37130

RESIGNATION OF TRUSTEE AND APPOINTMENT OF
SUCCESSOR TRUSTEE AND NOTICE OF BENEFICIARY CHANGE

THAT WHEREAS, Fred R. Webber, Trustee, took title to certain real property in Davidson County, Tennessee, by deed dated September 14, 1973, of record in Book 4747, page 373, Register's Office for Davidson County, Tennessee, a copy of which is attached hereto and made a part hereof; and

WHEREAS, the designation of Fred R. Webber as Trustee to hold title to said real property was confirmed by a Declaration of Trust, dated August 8, 1974, of record in Book 4845, page 589, Register's Office for Davidson County, Tennessee, to which specific reference is here made;

and MAY31'80 MISC B* 6.00 * 6.00

WHEREAS, said Fred R. Webber resigned as Trustee and Richard Bird was appointed successor Trustee by instrument of record in Book 5132, page 537, Register's Office of Rutherford County, Tennessee; and

WHEREAS, the beneficiaries of said Declaration of Trust have now changed, and the parties desire to acknowledge same;

NOW, THEREFORE, the said Richard D. Bird does hereby submit his resignation as Trustee, effective immediately, and conveys and transfers to the Successor Trustee hereinafter named all title and interest in the said real property originally conveyed to Fred R. Webber, Trustee, and also being the same property subject to the said Declaration of Trust of record in Book 4845, page 589, said Register's Office.

The undersigned, Fred R. Webber, Jr., Wade M. Craig, Cecil Fox, Edd T. Lancaster, and Jack H. Dalton, as the recorded beneficial owners of the property and Carl E. Adams, M.D., Carl E. Adams, Jr., Robert Adams, David Gerald Coggin, J. Paul Abernathy, M.D., Olin O. Williams, M.D., and Richard F. LaRoche, Jr. as successor beneficial owners of the property, and pursuant to the power vested in them by the said Declaration of Trust, do hereby accept the resignation of Richard D. Bird as Trustee, and do hereby appoint Richard F. LaRoche, Jr. as Trustee to have and hold the said real property with full power to mortgage, sell, transfer

and convey, without joinder of any beneficiary, and with all of the rights, powers and privileges granted to the original Trustee in the said Declaration of Trust.

The said Declaration of Trust is hereby amended in the following particular:

Delete paragraph 3 of the said Declaration of Trust and insert in lieu thereof:

> "3. In the event of the death, resignation, inability or refusal of the Trustee to act, a successor or substitute Trustee may be appointed by an instrument in writing executed by any three of the successor beneficial owners of record of the property in form sufficient for recording in the Register's Office for Davidson County, Tennessee. The recording of such an instrument shall automatically constitute the successor Trustee with the same rights and duties as provided hereinabove."

Richard F. LaRoche, Jr. hereby joins in and executes this Agreement for the purposes of acknowledging his agreement to serve as such Trustee.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement at Nashville & Murfreesboro, Tennessee, on this the 22nd day of May, 1978.

Fred R. Webber, Jr.

Wade M. Craig, Jr.

Cecil Fox

Edd T. Lancaster

Jack H. Dalton

Richard D. Bird, Trustee

Carl E. Adams, M.D.

Carl E. Adams, Jr.

Robert Adams

David Gerald Coggin

J. Paul Abernathy, M.D.

Olin O. Williams, M.D. by Richard F. LaRoche, Jr., Att

Richard F. LaRoche, Jr.

Richard F. LaRoche, Jr.
Successor Trustee

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named FRED R. WEBBER, JR., WADE M. CRAIG, JR., CECIL FOX, EDD T. LANCASTER, JACK H. DALTON, and RICHARD D. BIRD, TRUSTEE, with whom I am personally acquainted, and who acknowledged under oath that they executed the foregoing instrument for the purposes expressed and contained therein.

WITNESS my hand and official seal at office in Nashville, Tennessee, this the 26th day of May, 1978.

Notary Public

My comm. expires: 2/11/81.

STATE OF TENNESSEE

COUNTY OF RUTHERFORD

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named CARL E. ADAMS, M.D., CARL E. ADAMS, JR., ROBERT ADAMS, DAVID GERALD COGGIN, J. PAUL ABERNATHY, M.D., OLIN O. WILLIAMS, M.D., by Richard F. LaRoche, Jr., RICHARD F. LaROCHE, JR., Individually, & RICHARD F. LaROCHE, JR., Trustee, with whom I am personally acquainted, and who acknowledged under oath that they executed the foregoing instrument for the purposes expressed and contained therein.

WITNESS my hand and official seal at office in Murfreesboro, Tennessee, this the 22 day of May, 1978.

Linda A. Coop
Notary Public

My comm. expires: 5/22/82.

IDENTIF. REFERENCE

MAY 31 2 12 PM '78
FELIX Z. MILLER JR. REGISTER
DAVIDSON COUNTY, TENN.

E 68228