This Instrument Prepared By Harris A. Gilbert, Attorney, 13th Floor, Third National Bank Building, Nashville, Tennessee 37219.

BOOK 5954 PAGE 239

AMENDMENT NO. 1 TO TRUST AGREEMENT

WHEREAS, the undersigned entered into a Trust Agreement dated May 26, 1977, appointing T. Douglass Darby as Trustee with respect to the property hereinafter described; and

WHEREAS, pursuant to Paragraph (2)(C) of said Trust Agreement, the Beneficiaries reserve the right to appoint a substitute Trustee who shall have all of the power given therein to T. Douglass Darby; and

WHEREAS, such Agreement provides that the appointment of such substitute Trustee shall, by such instrument, divest the title of said property out of T. Douglass Darby to such new Trustee; and

WHEREAS, title to the property which is the subject of the Trust was conveyed to T. Douglass Darby, Trustee from Addison B. Scoville, III, Trustee, of record in Book 5152, Page 938, Register's Office for Davidson County, Tennessee; and

WHEREAS, the parties wish to appoint Jeffrey W.Kuhn as Successor Trustee,

IT IS, THEREFORE, AGREED by the undersigned, that JEFFREY W. KUHN is hereby appointed as Successor Trustee to T. Douglass Darby, with all the rights, powers, and duties as set forth in the Trust Agreement dated May 26, 1977, with respect to the property described on Exhibit "A" attached hereto.

IN WITNESS WHEREOF, the parties have executed this instrument in Nashville, Tennessee, this 27th day of October, 1982.

H. G. Gilbert
HARRIS A. GILBERT

Jack W. Kuhn
JACK W. KUHN

Samuel C. Loventhal
SAMUEL C. LOVENTHAL

D. H. Hirsberg
D. H. HIRSBERG

ROBERT D. EISENSTEIN

ERNEST G. FREUDENTHAL

CURT FREUDENTHAL

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public in and for the State and County aforesaid, the within named bargainors, Harris A. Gilbert, Jack W. Kuhn, Samuel C. Loventhal, D. H. Hirsberg, ~~Robert D. Eisenstein~~, Ernest G. Freudenthal, Curt Freudenthal, and _____, with whom I am personally acquainted, acknowledged that they executed the within instrument for the purposes contained therein.

Witness my hand and official seal at Nashville, Tennessee, this the 14th day of October, 1982.

NOTARY PUBLIC

My Commission Expires:

July 27, 1986

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public in and for the State and County aforesaid, the within named bargainor, Robert D. Eisenstein, _____, with whom I am personally acquainted, acknowledged that he executed the within instrument for the purposes contained therein.

Witness my hand and official seal at Nashville, Tennessee, this the 25th day of October, 1982.

NOTARY PUBLIC

My commission expires:

4-22-84

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DESCRIPTION:

Land in the Ninth, formerly the Fourteenth Civil District of Davidson County, Tennessee, more particularly described as follows:

BEGINNING at a point at the intersection of the northerly right of way of U.S. Highway 70 and the center line of Sawyer Brown Road; thence South 72° 30' 0" East a distance of 238 more or less feet to an iron pin and the point of beginning; thence North 5° 18' East along the easterly margin of the property now or formerly owned by Whitney Stegall, Trustee, and the easterly margin of property now or formerly owned by Robert W. Logston and wife, Veldene Logston, 544.67 feet to a point on the southerly margin of property now or formerly owned by Conan B. Crabtree and wife, Mentia E. Crabtree; thence South 85° 37' 0" East along the southerly margin of said Crabtree property a distance of 214.74 feet to an iron pin in the westerly margin of Lot No. 101 on the Plan of Cross Timbers, Section III, as of record in Book 4175, page 21, Register's Office for Davidson County; thence South 5° 18' 0" West 594.53 feet along the westerly margin of Lots 101, 100 and 99 of said Plan of Cross Timbers, Section III, the westerly margin of Lots 35, 34 and 33 on the Plan of Cross Timbers Subdivision, Section II, as of record in Book 3700, page 92, and a westerly margin of property now or formerly owned by Ralph T. Oats and wife, to an iron pin on the northern right of way of Highway 70; thence with the northern right of way of Highway 70, North 72° 30' 0" West a distance of 219.67 feet to the point of beginning; containing 2.807 more or less acres as per survey by Mark C. Webb, May 6, 1977.

RUSH

H 14001

IDENTIF. REFERENCE

OCT 25 12 10 PM '82

FELIX P. WILSON III REGISTER
DAVIDSON COUNTY, TN

EXHIBIT "A"