Map 117-9
Parcel 53 V.N.

LAST WILL AND TESTAMENT

OF

SAM H. HUNT

BOOK 6172 PAGE 818

I, SAM H. HUNT, a resident of Davidson County, Tennessee, being of sound and disposing mind and memory, do hereby make and publish this, my Last Will and Testament, hereby revoking all other wills and codicils heretofore made by me.

ITEM I: I direct that all of my just debts, funeral expenses and costs of administration of my estate be paid out of my general estate. I direct that all estate, inheritance, succession, transfer and legacy taxes payable by reason of my death under the laws of the United States or of any state, district or territory thereof with respect to any property included in my gross estate subject to such taxes (whether or not passing under this, my Will), together with any interest on such taxes, shall be paid out of the principal of my residuary estate and shall not be apportioned.

ITEM II: I give and bequeath all of my clothing, jewelry, automobiles, boats, motors, hunting and fishing equipment, and all other articles of personal use or diversion, if I own any such articles or property answering the above description at the time of my death, to my wife, Marie Vaughn Hunt, if living; otherwise, said property shall go to my three sons, share and share alike.

ITEM III: I give and bequeath to the following named persons the cash bequests set opposite each of their respective names; to-wit:

to my son, Sam H. Hunt, Jr.	- the sum of $60,000.00
to my son, William F. Hunt	- the sum of $60,000.00
to my son, James V. Hunt	- the sum of $50,000.00
to my grandson, James V. Hunt, Jr.	- the sum of $ 5,000.00

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to my grandson, Allan B. Hunt - the sum of $ 5,000.00

to my sister, Lyssa Dean Hunt Gillespie - the sum of $ 5,000.00

to my sister-in-law, Bettye Vaughn Stewart - the sum of $ 5,000.00.

ITEM IV: If my wife, Marie Vaughn Hunt, shall survive me, I give, devise and bequeath to the Third National Bank in Nashville, or its successors in trust, as Trustee, so much of my estate as is equal in value to one-half (1/2) of my adjusted gross estate, as finally determined under the Internal Revenue Code for Federal Estate Tax purposes, less any amount allowable as Marital Deductions on account of property passing to my wife otherwise than under this provision of my Will. This share shall not include any property which will not qualify for the Marital Deduction.

The Third National Bank in Nashville, as such Trustee, shall hold this property, real or personal, IN TRUST upon the following conditions, uses and trusts:

1. The Trustee shall pay monthly to my wife, Marie Vaughn Hunt, the entire net income derived from this trust for and during the term of her life.

2. Upon the death of Marie Vaughn Hunt, the Trustee shall convey, deliver, transfer and pay over the corpus of this trust as it then exists, in fee simple and absolutely, to such person, persons or corporations, including the executors of her estate, and in such amounts, shares and proportions, in trust or otherwise, as the said Marie Vaughn Hunt shall by her last will and testament or codicil thereto validly limit and appoint. In default of such valid appointment by my said wife, the principal of this trust shall be disposed of as a part of my residuary estate.

3. In the event the income, from this trust, directed to be paid to my wife and accruing to her from all other sources, is not sufficient to pay for her reasonable support, comfort and medical attention, then and in such

events the Trustee shall have the right to encroach upon the principal of this trust to such extent, and from time to time, as said Trustee, in its sole discretion, shall deem appropriate under the circumstances then existing.

4. During the lifetime of my wife, she shall have the right and power from time to time to make gifts from either the income or principal of this trust to our three sons and our grandchildren, and if such gifts are made the Trustee is authorized to encroach upon the principal of this trust for the payment of any gift or transfer taxes so imposed by the Internal Revenue Service or any state or municipal authority.

ITEM V: I give, devise and bequeath all of the rest, residue and remainder of my property, of whatsoever kind and nature and wheresoever situate, to the Third National Bank in Nashville, of Nashville, Tennessee, or its successors in trust, as Trustee, to hold IN TRUST upon the following conditions, uses and trusts:

1. It is my intention that my wife shall have a "qualifying income interest for life" as that term is defined in Section 2056 (b) of the Federal Internal Revenue Code. Under the terms of that Code Section, my Executor may make an election which can result in the whole or any part of this portion being allowed as a Federal Estate Tax Marital Deduction. It is my intention that my Executor exercise this right of election so as to minimize the federal and state death taxes imposed as the result of my death without losing sight of my primary concern for the welfare of my wife and my other beneficiaries.

2. The Trustee shall pay monthly to my wife, Marie Vaughn Hunt, the entire net income derived from this trust as long as she shall live.

3. If the principal of the trust which I have created in Item IV has been exhausted either by gifts or otherwise, and the income from this trust and

accruing to my wife from all other sources is not sufficient to provide for her reasonable support, comfort and medical attention, then the Trustee is authorized to encroach upon the principal from time to time in such amount as it, in its sole discretion, may determine necessary for her reasonable support, comfort and medical attention

4. After the death of my wife, this trust, known as the "qualifying income interest for life", shall terminate, and the principal and accrued income as it then exists shall be payable equally to our three sons, Sam H. Hunt, Jr., James V. Hunt, and William F. Hunt, or to their issue, per stirpes, share and share alike, if any son should predecease my wife. If a son predeceases my wife leaving no issue surviving at the time the trust terminates, he shall have the right to dispose of his interest pursuant to the terms and conditions of his last will and testament, making specific reference to this power of appointment.

ITEM VI: The Trustee, under the trusts which I have created in Items IV and V, shall have the same powers as set forth and defined in Section 35-618 of the Tennessee Code Annotated, as amended, which are incorporated herein by reference, and such other powers that may be granted by law with respect to the trusts hereunder, to be exercised as the Trustee, in its sole discretion, determines to be to the best interest of the beneficiaries. The Trustee and my Executor are authorized to hold and invest in the stock of the Third National Corporation and the stock of NLT Corporation.

ITEM VII: The interest of any beneficiary hereunder shall not be grantable, transferable, or otherwise assignable by anticipation, either by voluntary or involuntary act of any such beneficiary, or by operation of law, and no person shall acquire any right, title or interest of any beneficiary in any of the trusts established hereunder or any part thereof by reason of any sale, assignment by anticipation, transfer, claim, judgment, or bankruptcy proceeding against such beneficiary, whether voluntary or involuntary. No

spouse or person claiming to be the spouse of any beneficiary hereunder shall have any right or claim in either the principal or the income of any of the trusts established herein or any part thereof. No part of either principal or income of any of the trusts established hereby shall be subject to attachment, garnishment, execution, receivership, or any trustee process, and in the event any such process shall be served upon the Trustee, the rights of any beneficiary, with respect to whose interest such process is attempted, to receive either income or principal, and the obligation of the Trustee to pay same shall terminate until such process shall be released and discharged; provided, that notwithstanding the attempt of any attachment, garnishment, execution, receivership, or trustee process, the Trustee hereunder may make such advances from either principal or income for the support, maintenance, comfort and education of any beneficiary as said Trustee, in its discretion, may deem wise and proper under the circumstances.

ITEM VIII: If my wife and I die under such circumstances that it cannot be determined who died first, it shall be presumed that she survived me, and this Will and all its provisions shall be construed on that assumption and basis.

ITEM IX: I hereby nominate and appoint the Third National Bank in Nashville, of Nashville, Tennessee, as Executor of this, my Last Will and Testament, and I waive the requirement of bond to be executed by it either as Executor or as Trustee. My Executor, during the period of administration, shall have the same powers and authorities as I have granted to the Trustee under Item VI of this Will.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this, my Last Will and Testament, on this, the 24th day of August, 1982.

Sam H. Hunt

Sam H. Hunt

Signed by the said SAM H. HUNT, as and for his Last Will and Testament, in the presence of us, the undersigned, who, at his request, and in his sight and presence, and in the sight and presence of each other, have subscribed our names hereto as attesting witnesses, on this, the 24th day of August, 1982.

Witness

Nashville, Tenn.
Address

Witness

Nashville, Tenn.
Address

FIRST CODICIL TO THE LAST WILL AND TESTAMENT

OF

SAM H. HUNT

BOOK 6172 PAGE 824

I, SAM. H. HUNT, a resident of Davidson County, Tennessee, being of sound and disposing mind and memory, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament executed by me under date of August 24, 1982, and witnessed by Thomas M. Evans and Mary Chenault.

FIRST: I hereby revoke, in its entirety, Item I of my Last Will and Testament, and substitute in lieu thereof a new Item I, as follows:

"ITEM I: I direct that my Executor pay out of my general estate (utilizing first the proceeds of any insurance payable to my estate) all of my just debts, funeral expenses, administration costs and any taxes due at or after my death without the right of reimbursement from any beneficiary; provided, however, that no estate or inheritance taxes shall be deducted from that portion of my estate passing to my wife which qualifies for the Marital Deduction allowable under applicable taxing statutes."

SECOND: In Item V of my Last Will and Testament I provided in paragraph 4 that upon the death of my wife the trust created thereunder would terminate and the principal and accrued income as it then existed would be payable equally to our three sons. I desire to delete the words "and accrued income", and provide that the accrued income shall be payable to the estate of my wife and the principal shall be distributed to our three sons in accordance with the other provisions of this paragraph.

THIRD: I hereby republish and reaffirm my said Last Will and Testament as hereinabove modified and amended, and I do hereby publish and declare said Last Will and Testament as amended and modified hereby as and for my Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this, the First Codicil to my Last Will and Testament, on this, the 3rd day of November, 1982.

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Sam H. Hunt

Signed by the said SAM H. HUNT, as and for the First Codicil to his Last Will and Testament, in the presence of us, the undersigned, who, at his request, and in his sight and presence, and in the sight and presence of each other, have subscribed our names hereto as attesting witnesses, on this, the 3rd day of November, 1982.

Witness

Nashville, Tenn

Address

Witness

Nashville, Tenn.

Address

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IDENTIF. REFERENCE

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FELIX ... REGISTER
DAVIDSON COUNTY, TN

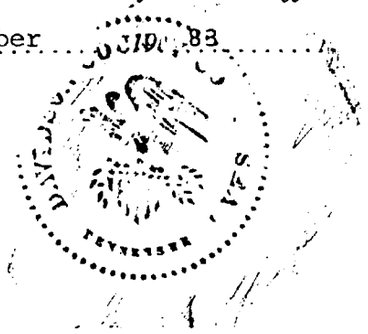
STATE OF TENNESSEE, DAVIDSON COUNTY

#72480 BOOK 6172 PAGE 826

I, BILL McPHERSON, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy of Last Will & Testament In Re: Sam H. Hunt, Probated 12/14/82, Recorded in Minute Book 281, Page 224 and in Will Book 141, Page 300

which remains of record on file in said office.

Given under my hand and official sea, at office, in Nashville, this 4th *day of* November 19 83



Bill McPherson
Clerk of Probate Court.

By Joyce Bailey
Deputy Clerk.