Last Will and Testament

OF

BOOK 7166 PAGE 184

EDWIN S. RANDALL, JR.

I, EDWIN S. RANDALL, JR., a citizen and resident of Nashville, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all prior Wills and Codicils heretofore made by me.

ARTICLE I

I hereby instruct and direct my Executrix, hereinafter named, to pay all of my just debts, including the expense of my last illness, if any, and my funeral expenses, and the expense of the administration of my estate, as hereinafter directed, and all other proper charges against my estate as soon as convenient and practicable after my death. My Executrix is hereby instructed and directed to pay out of my residuary estate, without apportionment, all federal and state estate, inheritance, succession, transfer, or other death taxes (together with any penalty thereon) which are assessed against my estate or against any beneficiary, (including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for purpose of such taxes, whether or not included in my probate estate); by reason of my death, imposed by the government of the United States, or by any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such government, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

ARTICLE II

All of the furniture, furnishings, household goods, silverware, china, and ornaments located in my residence are the property of my beloved wife, BILLIE LEE RANDALL, and I hereby acknowledge and confirm her ownership of all such items. All of my clothing, jewelry, and personal effects and any automobile and all other tangible personal property, not otherwise specifically bequeathed owned by me at the time of my death, I hereby give, devise, and bequeath to my beloved wife. If my said wife shall not survive me, I hereby give, devise, and bequeath all the aforesaid property to my Trustee, hereinafter named, in trust nevertheless.

BOOK 7166 PAGE 185

I direct that any expenses incurred in safeguarding and delivering such property be paid from my estate as an administrative expense thereof.

ARTICLE III

If my wife, BILLIE LEE RANDALL, shall survive me, I hereby give, devise, and bequeath to her outright and in fee a portion of my estate equal in value to (a) One-Half (1/2) of the value of my adjusted gross estate (gross taxable estate less funeral and administrative expenses and debts but before the deduction of estate and inheritance taxes) as finally determined for federal estate tax purposes, or $250,000.00, whichever is greater, less any reduction in the maximum allowable marital deduction required by the Internal Revenue Code of 1954, as amended, by reason of deductions allowable on gifts from me to my wife during my lifetime, diminished by (b) the value of all interests in property, if any, which have passed to my wife otherwise than under this Will, but only to the extent that such interests are for the purposes of the federal and state tax law included in determining my gross taxable estate and allowed as a marital deduction; further diminished by an amount that would result in my estate taking maximum advantage of the credit allowable at the time of my death under Section 2010 of the said Code as

amended, but there shall be no reduction in said bequest that would result in additional taxes being paid as a result of my death. In making the computations to determine said portion, all values shall be those finally determined for federal estate tax purposes. In satisfying the marital deduction bequest, it is my desire that my Executrix give consideration to increases and decreases in market values and make such distribution equitable based on such market value changes. My Executrix is authorized to satisfy said bequest in money or in kind or partly in each; and if wholly or partly in kind, to select, transfer and convey to my beloved wife the specific asset or assets so selected; provided, however, that any assets transferred in kind to satisfy said bequest shall be valued for that purpose at their fair market values determined as of the dates of their respective transfers; and this bequest shall carry with it (as income and not as principal) its proportionate part of the income of my estate from the date of my death. Whenever used in this Article, the words "marital deduction," "adjusted gross estate," "gross estate" and "pass" shall have the same meaning as said words have under the provisions of the federal Internal Revenue Code applicable to my estate. Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequest. To the extent, also, that other assets qualifying for the marital deduction are available said bequest shall not be satisfied by the distribution of: (a) assets with respect to which a credit for foreign taxes paid is allowable under the Internal Revenue Code; (b) assets which may be subject to both income and estate taxes and which may be eligible for a credit or deduction; or (c) United States Treasury bonds eligible for redemption at par in payment of federal estate taxes. Subject to the foregoing, the decision of my Executrix as to which assets shall be distributed in satisfaction of this bequest for the benefit of my wife, as to what elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons.

My wife, BILLIE LEE RANDALL, is authorized to disclaim, in whole or in part, any interest passing to her under this Will or otherwise. Any interests so disclaimed are hereby given to the Trustee, designated in Article X of this Will, to be held as part of the Trust corpus hereinafter set forth.

ARTICLE IV

All the rest, residue, and remainder of my property of every nature and wherever situated, real, personal, or mixed, tangible and intangible, owned by me at the time of my death, including all property which I may acquire or become entitled to after execution of this Will, including all lapsed legacies and devises and all life insurance payable to my estate, including any property over or concerning which I may have any power of appointment, I hereby give, devise, and bequeath, in fee, to my beloved wife, BILLIE LEE RANDALL.

ARTICLE V

If my beloved wife, BILLIE LEE RANDALL, shall not survive me, after the payment of all my just debts and all administrative expenses and death taxes as herein provided, my Executor shall deliver and convey all of the remainder of my estate, wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises and including the proceeds of all life insurance payable to my estate, not otherwise disbursed or distributed in the course of adminstration of my estate, including any property over or concerning which I may have any power of appointment, to my Trustee, hereinafter named, in Trust nevertheless, to be held, managed, and controlled as a trust estate, with all of the rights and powers in subject to the limitations hereinafter enumerated. I direct that my Trustee shall hold, invest, and re-invest the proceeds of this Trust and exercise the powers here in granted with respect thereto, and he shall collect and receive the rents, issues, dividends,

interests, and other income therefrom, and shall pay so much or all of the income and/or corpus of this said Trust as in his discretion he deems advisable in accordance with my wishes and desires as herein below set forth, to the following beneficiaries of this Trust:

(A) The Trustee shall divide the corpus of the trust estate into fifteen (15) equal shares, such shares so divided to be set apart and held in trust for the benefit of the following individuals:

(1) for my son, TIMOTHY GARRETT RANDALL, three (3) shares,

(2) for my son, EDWIN S. RANDALL, III, three (3) shares,

(3) for my son, BARCLAY HILL RANDALL, three (3) shares,

(4) for CAROLYN SUZANNE HOWELL, one (1) share,

(5) for VICKI RAY CRAWFORD, one (1) share,

(6) for JANET LEE GOSS, one (1) share,

(7) for LAURIE LYNN HOUSTON ROLAND, one (1) share,

(8) for BONNIE GAIL HOUSTON, one (1) share,

(9) for CINDY ELAINE HOUSTON, one (1) share.

If, at the time the principal of this Trust estate is divided under this Article, there shall be any of the aforenamed individual beneficiaries surviving, then those shares so designated and so divided shall be set apart and shall be held in trust for the benefit of each individual beneficiary then living.

Until such beneficiary shall attain the age of Twenty-One (21) years, the Trustee shall pay to him or expend on his behalf, so much of the net income derived from his particular fund that the Trustee may deem advisable to provide properly for his health, maintenance, education, and support, and may incorporate any income not so disbursed into the principal of his fund. After each beneficiary has attained the age of Twenty-One (21) years, the Trustee shall pay to him or apply for his benefit the entire net income of his fund until he shall attain the age of Twenty-five (25) years, at which time the Trustee shall distribute one-half (1/2) of his fund to such beneficiary in fee. The remainder of such fund shall be retained in trust and the net income therefrom shall be paid to such beneficiary or applied for his benefit until he shall reach the age of Thirty (30) years. At the time that each of the aforenamed individual beneficiaries shall attain the age of Thirty (30) years, the Trust shall terminate as to such beneficiary in fee, and the Trustee shall then distribute the balance of his fund.

If any beneficiary shall have attained any of the respective ages at the time when such Trust fund is directed to be set apart for such beneficiary, the Trustee shall distribute to such beneficiary his partial or entire share, as the case may be, of such trust fund (instead of holding same in trust), free of all trust.

If any beneficiary shall die, after a separate trust fund has been set apart for his benefit under this Article and before the entire principal of his fund has been distributed to him in fee, then in such event the Trustee shall distribute his trust fund (or the remainder thereof then held in trust), per stirpes and in fee unto his then living issue, and if none, then in like manner unto my then living issue.

The use of the masculine gender in this Article shall be deemed to include the feminine wherever the context would so require.

If at the time the principal of the Trust estate is divided under this Article, there shall be any surviving issue of a deceased beneficiary, then one of the shares so divided shall be set apart and be distributed per stirpes and in fee to such surviving issue of each such deceased beneficiary.

If any beneficiary shall be under Twenty-One (21) years of age at the time the principal of any trust is required to be distributed to him or her under the above provisions, the share of such beneficiary shall be retained in trust by the Trustee until he or she attains such age. During such time, the Trustee shall pay to such beneficiary or expend on his or her behalf so much of the net income derived from his or her particular fund as the Trustee may deem advisable to properly provide for the maintenance, education, and welfare of such beneficiary, and may incorporate any income not so disbursed into the principal of the fund. When each such beneficiary shall attain the age of Twenty-One (21) years, the trust shall terminate as to such beneficiary and the Trustees shall distribute his or her fund to such beneficiary in fee, or to the estate of such beneficiary if such beneficiary dies before attaining age Twenty-One (21).

If all of the aforementioned beneficiaries shall die prior to the complete distribution of all of the Trusts herein created, then upon the happening of such event, all assets held by the Trustee shall be distributed to my collateral heirs-at-law in accordance with the laws of descent and distribution then in effect in the State of Tennessee, the identity of such heirs to be determined as though I had died upon the happening of such event.

I hereby authorize and empower the Trustee in his sole and absolute discretion, at any time and from time to time, to disburse from the principal of any of the Trust estates created under this Article (even to the point of completely exhausting the same), such amounts as he may deem advisable to provide adequately

and properly for the health, support, maintenance, and education of the current income beneficiary thereof, his or her spouse and issue, including, but not by way of limitation, expenses incurred by reason of illness and disability. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which such income beneficiary or other persons may have from any other source, and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. All such disbursements from principal shall be charged against the Trust fund from which they are made, and shall not be charged against any individual share of principal subsequently distributed to any beneficiary.

ARTICLE VI

Notwithstanding anything herein to the contrary, no trust herein created shall continue beyond Twenty-One (21) years after the death of the youngest beneficiary who is living at the time of my death; and at such time any trust created hereunder which is still in existence shall immediately terminate and the trust estate be distributed to the beneficiaries as herein provided, irrespective of their ages.

ARTICLE VII

I direct that all legacies and devises and all shares and interest in my estate, whether principal or income, while in the hands of my Executrix or my Trustee shall not be anticipated, alienated, or in any other manner assigned or transferred by the legatee, devisee, or beneficiaries and such interests shall be for

the sole and separate use of the legatees, devisees, and beneficiaries, and shall be free and exempt from anticipation, execution, assignment, pledge, attachment, distress for rent, and other legal or equitable process which may be instituted by and on behalf of any creditor or assignee of such legatee, devisee, or beneficiary, or his or her spouse.

ARTICLE VIII

My Executrix and Trustee shall not be required to give bond, and if notwithstanding this direction, a bond is required by law, it is requested and directed that no sureties be required thereon. It is required, however, that my Executrix and Trustee prepare an inventory of the estates each is administering under this Will and send a copy thereof to the respective beneficiaries in being, and that an annual accounting of receipts and disbursements be submitted to each beneficiary.

ARTICLE IX

I hereby nominate, designate and appoint my beloved wife, BILLIE LEE RANDALL, as Executrix of this My Last Will and Testament. If my wife, BILLIE LEE RANDALL, shall for any reason fail to qualify as Executrix hereunder, or having qualified shall cease to be so qualified, or die, or resign, then in any such event, my brother, DR. ALBERT G. RANDALL, of ~~Columbia, South Carolina,~~ Davie, Flor. shall act as Substitute or Successor Executor of my estate; and in such capacity shall possess and exercise all powers and authority herein conferred upon my Executrix.

I further direct that my Executrix and Trustee shall have all the powers, duties and authority given to such fiduciaries under Tennessee Code Annotated, Section 35-618, Subsections 1 thru 32, inclusive. The Executrix and Trustee, and beneficiaries receiving assets under or outside of my Will, may rely upon my records as to the income tax basis of assets which I own at the time of my death and may rely upon my records and copies of tax returns for any gifts which I have made. If

my records are inadequate, the only duty placed upon the Executrix, the Trustee, the attorney and accountant assisting, is to use a reasonable effort to ascertain the adjusted income tax basis for assets passing to each beneficiary. When a reasonable effort has been made, they shall be protected from the claims of any beneficiary or other party who may rely thereon. They will be entitled to additional compensation for the time and responsibility assumed in verification or reconstruction of records. Unless otherwise restricted herein as to a particular asset, the Executrix, in her sole discretion, may select the assets, including real property, to be sold during administration for debts, taxes, administrative expenses and other cash needs and to be allocated or distributed to any person or trust receiving a bequest or share hereunder. The Executrix may do this without regard to the income tax basis of such assets and she shall not be required to consider the present or future income tax consequences among the beneficiaries in making her decisions. However, she may not act in a manner that would result in a loss or decrease in that the marital deduction, a charitable deduction or the Orphans' Exclusion. The Executrix may make partial distributions or she may delay distribution until the adjusted income tax basis of all assets have been determined and tax audits have been completed.

ARTICLE X

I hereby nominate, designate and appoint my brother, DR. ALBERT G. RANDALL, of ~~Columbia, South Carolina~~ Dallas, Texas, as Trustee of all trusts created hereunder. If my brother, DR. ALBERT G. RANDALL, shall, for any reason fail to qualify as Trustee hereunder, or having qualified shall cease to be so qualified, or die, or resign, then in any such event, a majority of the then current income beneficiaries shall have the right to appoint one of themselves as Substitute or Successor Trustee. Any Substitute or Successor Trustee appointed hereunder, in such capacity, shall possess and exercise all powers and authority herein conferred upon my Trustee.

ARTICLE XI

In the event my wife and I shall die simultaneously, or under such circumstances that there is not sufficient evidence to determine the order of our deaths, I hereby declare that my wife shall be presumed to have survived me, and that this Will and all its provisions shall be construed upon that assumption and basis, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

ARTICLE XII

Although my wife and I are executing our Wills at or about the same time, I desire to make it plain that there has been no contract between my wife and me to make a mutual testamentary disposition of our property. It is my intention that no contract be inferred from the execution of Wills which are substantially similar in content. It is my intention that, in the event my wife survives me, she shall have full power to execute a later Will or Wills, making such disposition of her estate as she may desire in her sole discretion, including any or all property passing to her under the provisions of this Will.

ARTICLE XIII

I request my Executrix to employ Norman D. Rollins, Attorney-at-Law, of Nashville, Tennessee, not only in connection with the probate and administration of my estate, but in any and all other matters of a legal nature relating to the administration of my estate.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this My Last Will and Testament, consisting of this and Eleven (11) preceding typewritten pages, all in the presence of the persons witnessing it at my request on the 21st day of March, 1980, at Nashville, Tennessee, and pursuant to Chapter 568 of the 1972 Public Acts of the General Assembly of the State of Tennessee, I request the attesting witnesses to make the affidavit set out below.

Edwin S. Randall, Jr.
EDWIN S. RANDALL, JR., TESTATOR

ATTEST TO EXECUTION OF WILL:

David A. Kelly Nashville, Tennessee

Kenneth Alexander Nashville, Tennessee

AFFIDAVIT OF WITNESSES TO PROVE WILL

David A. Kelly and Kenneth Alexander, after being duly sworn according to law, depose and say:

1. That they are adult citizens of Nashville, Davidson County, Tennessee and Nashville, Tn, Davidson County, Tennessee.

2. That they witnessed the execution of the Last Will and Testament of EDWIN S. RANDALL, JR., dated 11/21/80, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testator, and in accordance with Tennessee Code Annotated 32-211.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in his presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

Page Two of My Last Will and Testament

4. That the Testator signed said paper writing as and for his Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Will, the Testator was, in their opinion, of sound mind.

WITNESS

WITNESS

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Subscribed and sworn to before me this 21st day of November, 1980.

NOTARY PUBLIC

My Commission Expires: Jan 15, 1983

SECOND CODICIL

OF

EDWIN S. RANDALL, JR.

BOOK 7166 PAGE 197

I, EDWIN S. RANDALL, JR., a citizen and resident of Nashville, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be the Second Codicil to my Last Will and Testament executed by me on November 21, 1980, in the presence of David Whitley and Kenneth Askegren, and the First Codicil having been executed by me on September 21, 1982, in the presence of Neal D. Donohue and Wanda J. Cartwright.

I hereby make the following specific change in my said Last Will and Testament by deleting Article IX of my said Last Will and Testament in its entirety, and in lieu and substitution thereof I hereby make, publish, and declare the following Article IX:

ARTICLE IX

"I hereby nominate, designate and appoint my beloved wife, BILLIE LEE RANDALL, as Executrix of this My Last Will and Testament. If my wife, BILLIE LEE RANDALL, shall for any reason fail to qualify as Executrix hereunder, or having qualified shall cease to be so qualified, or die, or resign, then in any such event, my son, EDWIN S. RANDALL, III, shall act as Substitute or Successor Executor of my estate; and in such capacity shall possess and exercise all powers and authority herein conferred upon my Executrix.

I further direct and authorize that my Executrix and Trustee, in the exercise of a reasonable discretion with respect to all property, real and personal, shall have all the powers, duties and authority given to such fiduciaries as set forth in Section 3 of Chapter 110 of Tennessee Code Annotated, Section 35-618, Subsections 1 thru 32, inclusive, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. I

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further specifically vest my Executrix and Trustee, and any Substitute or Successor personal representative or Trustee, with full power to sell, transfer, and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions including credit, as they may determine, and to do every other act or thing necessary or appropriate for the complete administration of my estate. Unless otherwise restricted herein as to a particular asset, the Executrix, in her sole discretion, may select the assets, including real property, to be sold during administration for debts, taxes, administrative expenses and other cash needs and to be allocated or distributed to any person or trust receiving a bequest or share hereunder. The Executrix may do this without regard to the income tax basis of such assets and she shall not be required to consider the present or future income tax consequences among the beneficiaries in making her decisions. However, she may not act in a manner that would result in a loss or decrease in the marital deduction. The Executrix may make partial distributions or she may delay distribution until the adjusted income tax basis of all assets have been determined and tax audits have been completed."

In all other respects I ratify and confirm all of the provisions of my said Last Will and Testament dated November 21, 1980, and my First Codicil dated September 2, 1982.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Second Codicil to my Last Will and Testament, consisting of this and One (1) preceding typewritten page, and for the purpose of identification I have initialed each such page, all in the presence of the persons witnessing it at my request on the 13th day of December, 1984, at Nashville, Tennessee, and pursuant to Chapter 568 of the 1972 Public Acts of the General Assembly of the

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State of Tennessee, I reques

make the Affidavit set out b

ATTESTATION TO EXECUTION OF S

Norman D. Collins

Judith S. Hunt

AFFIDAVIT OF WITNESSES

Norman D. Collins

after being duly sworn accord

1. That they are adult c

Davidson County, Tenne

Davidson County, Tenne

2. That they witnessed t

Codicil to the Last Will and

JR., dated 13 November 1984, to

and that this Affidavit is bei

Testator, and in accordance wi

Section 32-211.

3. That their signatures

Codicil that they signed or af

and at the request of the Test

in the presence of each other,

recited in said Second Codicil

4. That the Testator sigr

for the Second Codicil to his I

their sight and presence.

5. That at the time they witnessed the said Second Codicil, the Testator was, in their opinion, of sound mind.

Norman D. Tollis
WITNESS

Judith Rust
WITNESS

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Subscribed and sworn to before me this 13th day of November, 1984.

Wanda Cartwright
NOTARY PUBLIC

My Commission Expires: 1/18/87

FIRST CODICIL

OF

EDWIN S. RANDALL, JR.

BOOK 7166 PAGE 201

I, EDWIN S. RANDALL, JR., a citizen and resident of Nashville, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament executed by me on November 21, 1980, in the presence of David Whitley and Kenneth Askegren.

ITEM I

I hereby revoke, annul, and delete Article III of my said Last Will and Testament in its entirety, and in lieu and substitution thereof I hereby make, publish, and declare the following Article III:

"If my wife, BILLIE LEE RANDALL, survives me, it is my desire to eliminate all federal estate tax payable on account of my death, without needlessly increasing the size of my wife's taxable estate. Accordingly, if my wife survives me, I give and bequeath to her the smallest amount of assets that qualify for the marital deduction as will be sufficient to result in the lowest federal estate tax being imposed upon my estate after allowing for the unified credit and any other allowable credits and deductions. In making the computations necessary to determine the amount of this gift and bequest, the final determination for federal estate tax purposes shall control. In the sole power and discretion of my Executrix, the payment of this amount may be made wholly or partly in cash or property as selected by her; provided, however, that all such property so selected shall be valued at the value thereof as finally determined for federal estate tax purposes in my estate; provided, further,

in exercising this power and discretion the Executrix shall first allot to this gift and bequest the more liquid and salable assets of my estate; and provided, further, that in no event shall there be included in this gift and bequest any asset or the proceeds of any asset which will not qualify for the marital deduction for federal estate tax purposes. Notwithstanding anything herein contained to the contrary, my Executrix, in order to implement this gift and bequest, shall distribute to my wife assets, including cash, fairly representative, on the date or dates of distribution, of appreciation or depreciation in the value of all property available for distribution in satisfaction of this gift and bequest.

Whenever used in this Article, the words "marital deduction," "adjusted gross estate," "gross estate" and "pass" shall have the same meaning as said words have under the provisions of the federal Internal Revenue Code applicable to my estate. Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequest. To the extent, also, that other assets qualifying for the marital deduction are available said bequest shall not be satisfied by the distribution of: (a) assets with respect to which a credit for foreign taxes paid is allowable under the Internal Revenue Code; (b) assets which may be eligible for a credit or deduction; or (c) United States Treasury bonds eligible for redemption at par in payment of federal estate taxes.

Subject to the foregoing, the decision of my Executrix as to which assets shall be distributed in satisfaction of this bequest for the benefit of my wife, as to what elections shall be exercised, and as to what proceedings are necessary to complete the

ascertainment of the federal estate tax, shall be conclusive and binding on all persons."

My wife, BILLIE LEE RANDALL, is authorized to disclaim, in whole or in part, any interest passing to her under this Will or otherwise. Any interest so disclaimed is hereby given to my Trustee, hereinafter named, to be held and managed as a part of the trust corpus hereinafter established."

ITEM II

In Article V of my said Last Will and Testament I have created a Trust for the benefit of various individuals, which Trust is to be divided into equal shares. In accordance with my present wishes, I hereby delete the reference to "Fifteen (15) equal shares" in Part (A) of the said Article V, and substitute in lieu and stead thereof the terms "Twelve (12) equal shares". In addition, I hereby delete and revoke in its entirety the division and setting apart and gift and devise of shares for LAURIE LYNN HOUSTON ROLAND, BONNIE GAIL HOUSTON, and CINDY ELAINE HOUSTON, as they are now able to totally care for themselves.

Other than expressly hereinabove set forth, in all other respects I ratify and confirm all of the provisions of my said Last Will and Testament dated November 21, 1980.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my First Codicil to my Last Will and Testament, consisting of this and Three (3) preceding typewritten pages, and for the purpose of identification I have initialed each such page, all in the presence of the persons witnessing it at my request on the 21st day of September, 1982, at Nashville, Tennessee, and pursuant to Chapter 568 of the 1972 Public Acts of the General Assembly of the State of Tennessee, I request the attesting witnesses to make the Affidavit set out below.

Edwin S. Randall Jr.
EDWIN S. RANDALL, JR., TESTATOR

ATTESTATION TO EXECUTION OF FIRST CODICIL:

Wanda J. Cartwright Nashville, Tennessee

Mark D. Dortch Nashville, Tennessee

AFFIDAVIT OF WITNESSES TO PROVE FIRST CODICIL

Mark D. Dortch and Wanda J. Cartwright after being duly sworn according to law, depose and say:

1. That they are adult citizens of Nashville, Davidson County, Tennessee and Clarksville, Montgomery County, Tennessee, respectively.

2. That they witnessed the execution of the First Codicil to the Last Will and Testament of EDWIN S. RANDALL, JR., dated September 21, 1982, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testator, and in accordance with Tennessee Code Annotated Section 32-211.

3. That their signatures are affixed to said First Codicil that they signed or affixed the same at the instance and at the request of the Testator and in his presence, and in the presence of each other, at the place and on the date recited in said First Codicil.

4. That the Testator signed said paper writing as and for the First Codicil to his Last Will and Testament in their sight and presence.

5. That at the time they witnessed the said First Codicil, the Testator was, in their opinion, of sound mind.

Mark D. Davis
Witness

Wanda J. Cartwright
Witness

State of Tennessee)
)
County of Davidson)

Subscribed and sworn to before me this 21st day of September, 1982.

Gay Watson
Notary Public

My Commission Expires: 7/27/86

MAIL

STONE & TAYLOR, P.A.
A Professional Association
Attorneys at Law

RICHARD D. TAYLOR, JR.
(615) 255-3697
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REGISTER'S OFFICE
DAVIDSON COUNTY, TN
RUSH

STATE OF TENNESSEE, DAVIDSON COUNTY

BOOK 7166 PAGE 206

I, BILL COVINGTON, 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 AND TESTAMENT AND CODICILS IN RE: EDWIN S. RANDALL, JR. Probated November 5, 1986, entered in Will Book 156 Page 427.

which remains of record on file in said office.

Given under my hand and official seal, at office, in Nashville, this ....12th.... *day of* March, 19 87

Bill Covington
Clerk of Probate Court.

By Lucy Keeton
Deputy Clerk.