LAST WILL AND TESTAMENT WB 157 - Pg 242

OF

LEANORA ALLAN CREIGHTON

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ARTICLE I: OVERTURE BOOK 7579 PAGE 424

Name, Residence, Family. I, Leanora Allan Creighton, a resident of Nashville, Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me.

I am married to Wilbur F. Creighton, Jr., and we have two children, Wilbur F. Creighton, III and Penelope ("Penny") Creighton Dewell, and seven grandchildren, Allan Dudley Creighton, Wilbur Foster Creighton, IV, Ruthe Donahoo Creighton, Elizabeth Walton Creighton, Sterod Eugene Dewell, Jr., Douglas Creighton Dewell, and Leanora Allan Dewell. Whenever I use the term "grandchildren" in my Will, I am referring to these seven grandchildren, as well as to any future born or adopted grandchildren.

ARTICLE II: APPOINTMENT OF FIDUCIARIES

Executors. I appoint my husband, Wilbur F. Creighton, Jr., and my two children, Wilbur F. Creighton, III and Penelope Creighton Dewell, as Executors of my Will, to serve without bond. Should my husband or either of my children predecease me, or should any of them for any reason be unwilling or unable to serve at any time as an Executor, the remaining individuals may serve alone. Should an ancillary administration of my estate be necessary, I authorize my Executors to appoint an ancillary administrator, also to serve without bond, unless my Executors should determine bond to be desirable.

Trustees. I appoint my husband, Wilbur F. Creighton, Jr., and my two children, Wilbur F. Creighton, III and Penelope Creighton Dewell, to serve as Trustees of the trust created in my

Leanora Allan Creighton

Will. In the event my husband or either of my children should predecease me, or should any of them for any reason be unwilling or unable to serve at any time, the remaining individuals may serve alone. Provided, however, my husband shall not serve as sole Trustee; and, in the event neither of my children is willing or able to serve as a Co-Trustee, my husband shall be authorized to appoint a successor Trustee to serve with him.

ARTICLE III: SPECIAL BEQUESTS

Specific Bequest of Personal Property. I give to my daughter, Penny, all of my jewelry and my silver service. Should my daughter predecease me, this bequest shall be divided pro rata among my living grand-daughters.

Remainder of Personal Property. I give to my husband all of the remainder of my personal and household effects, including automobiles, furniture, clothing, and similar personal property, together with all policies of insurance on such personal property. Should my husband predecease me, I give my aforementioned personal property to my children in equal shares as they shall agree, with the children of either who may predecease me taking the share of their parent, pro rata.

The reasonable cost of packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

Life Estate in Residence. I give my husband, if he survives me, the use and enjoyment during his lifetime of our residence at 1635 Observatory Drive, Nashville, Tennessee, or any other residence which may be occupied by my husband and me as our primary residence at the time of my death. My husband shall pay all costs of maintaining such property, including without limitation, all insurance premiums, taxes, assessments, utilities, maintenance, and ordinary repairs. My husband shall maintain this property in good repair, timely pay all property taxes, and maintain customary casualty insurance for the fair

market value of the property. However, my husband shall not be required to account for or repair any waste, injury, damage or depreciation of such property, or to replace any part thereof which may be consumed or destroyed, unless the same is attributable to his act or omission.

My husband shall have the right to sell this residence and apply the proceeds of such sale toward the purchase of a replacement residence, which shall be subject to the same terms and conditions as the original residence, or to sell this residence without investing in a replacement residence. In the event that my husband purchases a replacement residence and the sale proceeds exceed the cost of the replacement residence, or in the event my husband does not reinvest the proceeds in a replacement residence, the excess proceeds shall be paid over to the Trustees of the Creighton Family Trust, to be added to the corpus thereof and administered in accordance with its provisions.

Upon the death of my husband, I give the residence in which he was living at the time of his death to the Trustees of the Creighton Family Trust established in my Will, to be added to the corpus of this trust and administered and distributed in accordance with its provisions.

ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

Portion of Residuary Estate to Creighton Family Trust. In the event my husband survives me, I give to the Trustees of the Creighton Family Trust, the terms of which are set forth below, a fractional share of my residuary estate, including property of every kind which I may own or have an interest in at the time of my death, real, personal or mixed and wherever situated, including the proceeds of any policies of insurance on my life which may be payable to my estate. The numerator of the fraction shall be a sum equal to the largest amount, if any, that can pass free of federal estate tax under this Will by reason of

the unified credit and the state death tax credit (provided use of the state death tax credit does not require an increase of the state death taxes paid) allowable to my estate, but no other credit, and after taking account of dispositions under previous Articles of this Will and property passing outside of this Will which do not qualify for the marital or charitable deductions, and after taking account of all charges to principal that are not allowed as deductions in computing my federal estate tax. The denominator of the fraction shall be the value of my residuary estate. I direct that for the purpose of establishing such fraction the values finally fixed in the federal estate tax proceeding relating to my estate shall be used. I recognize that the numerator of such fraction may be zero, in which case no property shall pass under this paragraph, and that the numerator may be affected by the action of my Executors in exercising certain tax elections.

Remainder of Residuary Estate to Spouse. I give the remaining fractional share of my residuary estate outright to my husband, Wilbur F. Creighton, Jr., if he survives me. In the event my husband predeceases me, I give the entire residue of my estate, as defined above, in accordance with the provisions of paragraph 3 of Article V of my Will.

ARTICLE V: PROVISIONS FOR FAMILY TRUST

The Creighton Family Trust shall be administered in accordance with the following special provisions:

1. Discretionary Income to Spouse. Recognizing that this trust is for the primary benefit of my husband during his life, the Trustees shall, in their sole discretion, pay to my husband or apply for his benefit so much of the net income of the trust as the Trustees deem advisable. The Trustees shall accumulate and add to the trust principal annually any income not so paid or applied, and shall invest and reinvest the same under the authority hereof.

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2. Encroachment for Spouse. During the lifetime of my husband, I authorize the Trustees to encroach upon the principal of this trust in order adequately and properly to provide my husband with suitable maintenance and support in the manner to which he has become accustomed, and to pay his medical, dental, psychiatric, nursing, hospital, surgical, and convalescent care expenses, over and above the amount he is able to pay out of his income. Any such encroachment for my husband shall be within the sole discretion of the Trustees, and this power shall be a continuing one; but the Trustees are authorized to take into consideration the needs and best interests of the remainder beneficiaries of this trust as well as my husband, and also to take into consideration my husband's general financial condition at the time, as well as the estate tax consequences to his estate, in appraising any proposed encroachments against this trust.

3. Outright Distributions Upon Death of Spouse. Upon the death of my husband, or upon my death if he predeceases me, the Trustees or Executors, as the case may be, shall divide the then remaining trust corpus, and all accumulated income, into equal shares for each of my children, with the children of either who may be deceased taking the share of their parent, pro rata. Should a deceased child of mine have no surviving children, his or her share shall be distributed to my other child, or pro rata to his or her children, should both of my children be deceased. These shares shall be immediately distributed to each of my children.

Shares allocated to any grandchildren of mine who have not attained the age of twenty-one (21) years shall be retained in trust pending their attainment of this age, during which time the Trustees may pay to such grandchildren, or apply for their benefit, so much of the net income and principal of their respective shares as the Trustees deem advisable, in order to provide for their respective health, maintenance, support and

education, whether public, private or special. Any income not so distributed shall be accumulated and added to the principal of each grandchild's respective share, and invested and reinvested thereafter. As each grandchild respectively attains the age of twenty-one (21) years, he or she shall receive outright the balance of his or her share of the trust. Should a grandchild of mine die prior to attaining this age, his or her share shall be distributed among the other beneficiaries of this trust as though that grandchild had not survived his or her parent's death.

4. Discretion to Combine Trusts. Upon the death of my husband, or upon my death if he predeceases me, if my husband has established a similar trust in his will for the benefit of our grandchildren, the Trustees, in their discretion, may terminate this trust and cause its principal and accumulated income to pour-over into the trust established by my husband as an additional contribution to be used in accordance with that trust's provisions. In exercising their discretion, the Trustees shall consider primarily whether the trust established by my husband has substantially the same purpose and beneficiaries as this trust and would be compatible with my intent and purposes in establishing this trust, as well as any adverse income tax consequences in combining these trusts, rather than maintaining separate trusts as separate taxable entities. However, in no event shall any funds from the trust herein created be used for the payment of any taxes, debts, or other expenses associated with the administration of my husband's estate.

5. Spendthrift Provision. The interest of any beneficiary under the trust created in my Will shall not be grantable, transferable, or otherwise assignable by anticipation, except to the extent specifically provided herein, nor shall such interest be subject to the claims of any creditors of any beneficiary; and, except as provided in this paragraph, the Trustees shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary, notwithstanding

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any transfer, assignment, conveyance, or action by creditor [redacted] spouse, or person claiming to be the spouse, of any beneficiary of my Will shall have any right or claim to the principal or the income of any trust, except as may be expressly provided in my Will. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process; and, in the event that any such process shall be served upon the Trustees, the right of any beneficiary in respect of whose interest such process is attempted to receive either income or principal shall terminate until such process shall be released and discharged. Provided, however, that the Trustees may make advances from either principal or income for the support, maintenance, health and education of such beneficiary as the Trustees, in their discretion, may deem wise and proper under the circumstances.

6. Payments to Third Parties for Benefit of Beneficiary. The Trustees are authorized to make any payment of income or principal to third parties for the benefit of any beneficiaries who may become entitled thereto, or directly to such beneficiaries, without, in any event, requiring the qualification of a legal guardian, unless, in the sole discretion of the Trustees, it should be determined that the appointment and qualification of a guardian in a particular circumstance would be desirable.

7. Additional Contributions. The Trustees may, in their absolute discretion, accept additional contributions to the trust created herein, or any share thereof, (i) by lifetime transfers or transfers by will from my husband or other individuals, (ii) by the naming of the Trustees as beneficiary of one or more insurance policies or annuities, or (iii) by any other means; provided, that such property shall be acceptable to the Trustees. Upon receipt and acceptance by the Trustees, any such additions shall be deemed to be part of this trust. Notwithstanding the foregoing, these additions shall not be used

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for the payment of any taxes, debts, or other expenses associated with the administration of my estate.

8. Discretionary Termination. If, in the opinion of the Trustees, the trust created herein, or any share thereof, shall at any time be of a size which, in their sole judgment, makes it inadvisable or unnecessary to continue such trust, notwithstanding anything contained herein, the Trustees shall have the power to terminate such trust and distribute the trust principal and accumulated income to or for the benefit of the income beneficiaries. However, no Trustee who is an income beneficiary shall have the right to participate in any decision to so terminate a trust.

9. Limitation on Individual Trustee. No individual Trustee who may also be a beneficiary of a trust shall have the right to participate in any decision regarding discretionary distributions of income or principal for his or her benefit, or for the benefit of any other individual to the extent that such discretionary distributions of income or principal are used to satisfy a legal obligation of a Trustee to support or maintain that individual.

10. No Bond Required of Trustee. The Trustees and their successors shall serve without bond and shall not be required to file any accountings in any court of record, but shall account for their transactions to each beneficiary, or to the guardian, conservator or similar legal representative of a beneficiary, at least annually.

ARTICLE VI: GENERAL WILL PROVISIONS

Disposition of Property Disclaimed by Spouse. In the event my husband disclaims all or any portion of the property passing to him under the terms of this Will, such disclaimed property shall be added to the Creighton Family Trust established in my Will, to be held, administered, invested and distributed in accordance with its provisions.

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Presumption of Survivorship. Notwithstanding anything to the contrary contained in any statute or legal presumption, and unless otherwise provided in connection with any specific bequest contained in my Will, should my husband and I die under such conditions that there is insufficient evidence to determine which of us died first, or that we died other than simultaneously, all of my property passing under my Will shall be disposed of as if my husband had survived me.

ARTICLE VII: PAYMENT OF DEBTS, EXPENSES AND TAXES

Payment of Debts and Expenses. I authorize my Executors to pay my debts, funeral expenses, and the expenses incurred in the administration of my estate. My Executors are specifically authorized, in their sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying these expenses, notwithstanding the provisions of any state law to the contrary.

Contribution by Spouse Waived. In the event that my Executors should satisfy any debt of mine under circumstances which create a right of contribution from my husband, I authorize my Executors, in their sole discretion, to waive the right to seek contribution from my husband on behalf of my estate.

Apportionment of Payment of Death Taxes. I direct my Executors to pay all estate, inheritance and other death taxes and duties, and any penalties or interest thereon, imposed on my estate by reason of my death by the United States government, any state or subdivision thereof, or any foreign government or subdivision thereof, with respect to any property required to be included in my gross estate for the purpose of such taxes, whether such property passes under my Will or outside of my Will, and I direct that any taxes so paid shall be charged as follows:

1. If my husband survives me:

   a. First, against that portion of my residuary estate, if any, passing to the Creighton Family Trust established in this Will; and

b. Second, to the extent such portion is insufficient, out of that portion of my residuary estate passing to my husband.

2. If my husband does not survive me, against my residuary estate.

ARTICLE VIII: GENERAL FIDUCIARY POWERS

Authorization of Fiduciaries. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to all of the provisions of my Will, I authorize and empower my Executors and the Trustees (my "fiduciaries"), without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

1. Incorporation of State Law Powers. I authorize my fiduciaries to exercise the powers specifically enumerated in Section 35-50-110, Tennessee Code Annotated. These powers, as set out in this statute on the date of the execution of my Will, are granted, notwithstanding that this statute may have been amended or repealed at the time of my death.

2. Power to Allocate Assets. My fiduciaries shall, in their sole discretion, make reasonable allocations of the property comprising my estate in satisfying any bequest made herein, in allocating the residue of my estate as herein directed, in funding the trust created herein, or in dividing the trust into shares. My Executors shall not, however, exercise the discretion given them in this paragraph in a manner that will result in a loss of, or decrease in, the marital deduction otherwise allowable to my estate in determining either the federal estate tax or Tennessee inheritance tax liability of my estate.

3. Distributions to Incapacitated Beneficiaries. If, pursuant to this Will, or the trust established herein, any

property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability, my fiduciaries shall have the power, exercisable in their absolute discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to such person, to a parent, guardian, or conservator of such person, to a custodian for such person under a Gifts to Minors Act, or to any adult with whom such person shall reside. The recipient of such property shall not be required to furnish bond or file any accountings with respect to such property, unless my fiduciaries should direct otherwise; and the receipt of such property by the recipient shall discharge my fiduciaries from any further responsibility or liability with respect to such property. If my fiduciaries shall elect to defer payment of any such property, I authorize my fiduciaries to hold such property as a trustee for the benefit of such person, with all the powers given to my fiduciaries in this Will and by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of such person as my fiduciaries shall deem advisable. When such person attains capacity, whether legal, mental or physical, the balance of such property then remaining shall be distributed to him or her. If such person shall die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

4. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Executors shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Executors shall deem advisable, in order to minimize the total state and federal income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one

beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes. In addition, my fiduciaries shall also be authorized, in their sole and absolute discretion, to take the following actions: to consent or oppose, as a shareholder, to any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations; to consent that any gifts made by my husband shall be considered as made one-half (1/2) by me for federal or state gift tax purposes; and to join with my husband in the filing of any joint federal or state income tax returns for any period or periods prior to my death for which I have not filed such returns, and to pay a ratable share or all of any taxes due thereon, or due on any joint income tax return actually filed for any period prior to my death.

5. Investment Powers. Without limiting the discretionary authority granted to my fiduciaries by statute, and subject to all of the provisions of my Will, the Trustees shall also have the authority to invest, in their discretion, in certificates of deposit, mutual funds, money market and liquid asset funds, and other similar short-term liquid investments that may be invested in pooled funds or otherwise. In addition, the Trustees are authorized to retain assets distributed to the Trustees, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Trustees shall have the authority to make investments in unproductive property, if such investments will inure to the benefit of one or more beneficiaries of a trust, and if such investments are made with the specific written consent of all of the income beneficiaries of the trust.

6. Payment of Fiduciary Expenses. My fiduciaries shall be specifically authorized, in their sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts and counsel, legal, investment or otherwise, as my fiduciaries shall deem advisable, and to delegate

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discretionary powers to, and rely upon information furnished by, such individuals or entities. Compensation paid for such services, as well as other administrative expenses and compensation paid to my fiduciaries for their services, shall be paid out of estate or trust assets in such manner as my fiduciaries shall deem advisable.

7. Administration of Trusts by Executors. During the period of administration of my estate, my Executors shall be fully authorized and empowered to exercise all of the powers and duties of the Trustees; and I direct that they shall do so in order that payments of income or principal for the benefit of the beneficiaries of my Will shall not be delayed pending the administration of my estate.

8. Administration of Real Property by Executors. All real property in which I may have any interest at the time of my death shall be deemed to be part of my probate estate for purposes of administering my estate, and as such, shall be subject to the control of my Executors during the administration of my estate.

9. Rights and Duties of Successor Fiduciary. Any successor fiduciary, whether individual or corporate, and whether serving as an Executor or Trustee, shall succeed to all of the rights and duties of his predecessor, but shall not be accountable for any of the acts or transactions of such predecessor.

ARTICLE IX: MEANING OF TERMS

Throughout this Will, the masculine gender shall be deemed to include the feminine, and vice versa, and the singular shall include the plural, and vice versa. Whenever a provision has been made in my Will for any child to take his or her deceased parent's share, in the event such child is also deceased, it is intended that his or her share shall pass to his or her issue, per stirpes. Whenever the words "child,"

"children," "grandchildren," "issue," or words of similar meaning are used in my Will, they are intended to include adopted as well as natural born children and grandchildren. The term "Code" as used in my Will shall refer to the Internal Revenue Code of 1954, as amended, unless otherwise indicated.

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IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of fourteen (14) pages, each of which bears my initials or signature, at Nashville, Tennessee, this 17 day of Oct., 1986.

Leanora Allan Creighton
LEANORA ALLAN CREIGHTON

Signed, published, and declared by Leanora Allan Creighton as and for her Last Will and Testament, in the presence of us, the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

Ruby Cannon

Lillian E. Hornbarc

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IDENTIFICATION REFERENCE

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FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

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STATE OF TENNESSEE

COUNTY OF DAVIDSON

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Personally appeared before me, Anita Appleton, a Notary Public in and for said State and County, Ruby Cannon and Lillian E. Thornton to me known, who made oath as follows:

1. That they were requested by the Testatrix, Leanora Allan Creighton, to witness her signature to the attached instrument, which purports to be her Last Will and Testament, and they were further requested by the Testatrix to execute this affidavit;

2. That the Testatrix signed said instrument and declared the same to be her Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testatrix and of each other;

4. That the Testatrix was of apparent sound mind at the time of the execution of said instrument; and

5. That this affidavit is made pursuant to Section 32-2-110, Tennessee Code Annotated.

Ruby Cannon

Lillian E Thornton

Subscribed and sworn to before me this 17th day of October, 1986.

Anita Appleton
Notary Public

My Commission Expires: 10-19-86

DAVIDSON COUNTY COURT CLERK TENNESSEE

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF ORIGINAL INSTRUMENT FILED IN MY OFFICE THIS 21st DAY OF Oct, 19 86.

BILL COVINGTON, CLERK

BY: DEPUTY CLERK