# LAST WILL AND TESTAMENT
# OF
# CECIL FRAZIER FOX

I, Cecil Frazier Fox, domiciled in Nashville, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

I.

I appoint my wife, Sara Lee Fox, to be the Executrix of my Last Will and Testament and direct that no bond be required of her for the faithful performance of her duties; and I vest my said Executrix with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such price and upon such terms and conditions (including credit) as she may determine and to do every other act and thing necessary or appropriate to complete the administration of my estate. If my wife shall predecease me or for any reason shall fail to qualify as Executrix hereunder (or having qualified, shall die or resign), then in such event I appoint my sons, Gary W. Fox, Michael C. Fox, and Wade Gregory Fox, as successor Co-Executors of this Will. My successor Co-Executors shall not be required to inquire into or audit the acts or doings of my Executrix or to make any claim against her or her estate. My successor Co-Executors shall have and may exercise any and all of the powers, privileges, immunities and exemptions herein conferred on my Executrix as fully and to the same extent as if such successor Co-Executors had originally been named Executors herein, and no bond shall be required of my successor Co-Executors. If any of my sons shall fail to qualify or cease to serve, the remaining sons or son shall serve without bond.

II.

I direct that all my debts that constitute enforceable claims against my estate (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my Executrix), including funeral and testamentary expenses, the cost of a suitable monument at my grave, the expenses of my last illness, unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and the cost of administration of my estate be paid as soon as practicable after my death. My Executrix, in her sole discretion, may pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions.

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III.

I direct that there shall be paid out of my residuary estate as an expense of administration and without apportionment, all estate, inheritance, succession and other taxes (together with any interest or penalty thereon), assessed by reason of my death, imposed by the government of the United States, or 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 governments, 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. I further direct that the proceeds of any life insurance payable to my estate or my Executrix may be used for the payment of debts or taxes.

IV.

I give, devise and bequeath to my wife, Sara Lee Fox, all of my property of every kind and description and wherever located, including any lapsed or void legacy or devise, if she survives me by thirty (30) days.

V.

If my wife, Sara Lee Fox, fails to survive me by thirty (30) days, I give, devise and bequeath all of my property of every kind and description and wherever located, including any lapsed or void legacy or devise (but excluding any property over which I may have any power of appointment), in equal shares to my sons, Gary W. Fox, Michael C. Fox, and Wade Gregory Fox, or their issue per stirpes; provided, the share of any grandchild under age 30 shall be held in trust as hereafter provided. The share of any such grandchild under age 30 at the time of my death shall be held in trust by his or her parent or parents, as Trustee, for the benefit of such child until he or she becomes thirty (30) years of age, and in the meantime the Trustee shall accumulate all net income and add it to the principal of the share of such person. If such person should die before reaching age 30, the property held in trust shall be distributed to the personal representative of such person's estate.

VI.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, wind, storm or other similar casualty (including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company), I give and bequeath, respectively, to those persons or corporations, as the case may be, who shall or would have become the

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owners of such property by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

VII.

I authorize my Executrix and Trustee (including any substitute or successor personal representative or Trustee) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate, to exercise any or all of the powers set forth in Tennessee Code Annotated, Section 35-50-110 as amended, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatin. These powers (as set out in said statute on the date of execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament consisting of three (3) typewritten pages, this page included, on the margin of each of which, except this page, I have affixed my initials for better identification this the 12th day of February, 1985.

Cecil Frazier Fox

CECIL FRAZIER FOX

The foregoing instrument was signed, published and declared by Cecil Frazier Fox, the Testator, to be his Last Will and Testament, in the presence of all of us at one and the same time, and we, at his request, and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses this 12th day of February, 1985, at Nashville, Tennessee, this clause having first been read to us aloud.

| WITNESS: | ADDRESS: |
|---|---|
| William T. Harbison | 500 Church Street<br>Nashville, TN |
| Kenneth R. Jones | 500 Church Street<br>Nashville, TN |

C.F.F.

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, William L. Harbison and Kenneth R. Jones, Jr., who, after being duly sworn according to law, depose and say:

1. That they are citizens of Davidson and Davidson Counties, Tennessee, respectively, and are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Cecil Frazier Fox, dated February 12, 1985, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for his Last Will and Testament in their sight and presence at one and the same time.

4. 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.

5. That at the time they witnessed said Will, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

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William L. Harbison

Kenneth R. Jones Jr.

Subscribed and sworn to before me, this 12th day of February, 1985.

Linda L. Huggins
Notary Public

My Commission Expires:

10-20-85

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF ORIGINAL INSTRUMENT FILED IN MY OFFICE, THIS 17th DAY OF August, 1989
BILL COVINGTON, CLERK
BY: [illegible]
DEPUTY CLERK

RECEIVED
AUG 17 12 08 PM '89
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

IDENTIF. REFERENCE

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