IDENTIF. REFERENCE
PICK-UP
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LAST WILL AND TESTAMENT

OF

ROSE MARIE BAILEY

I, ROSE MARIE BAILEY, domiciled in and a resident of Davidson County, Tennessee, make, publish and declare this to be my Last Will and Testament. I revoke all wills and codicils previously made by me.

ITEM I: Payment of Debts and Expenses of Administration. I direct that all of my legally enforceable debts, any unpaid charitable pledges (regardless of whether these pledges may be enforceable obligations of my estate), my funeral expenses, and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, my Executrix shall not be required to pay any obligation in advance of its maturity. My Executrix, in her sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ITEM II: Payment of Taxes.

A. I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes, (together with any interest or penalty thereon) assessed by reason of my death, but excluding any additional tax imposed under Section 2032A (relating to farm and business property) of the Code, or under successor provisions, or under corresponding provisions of state law, 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

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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, without contribution by any recipient of any such property.

ITEM III: Devise of Real Property. To my daughter, LINDA CRAWFORD, if she is living at the time of my death, I devise that certain piece of real property known as 1104 Shiloh Drive, Nashville, Davidson County, Tennessee, and all of the contents located therein which belong to me.

ITEM IV: Specific Bequests and Disposition of Tangible Personal Property.

A. To my daughter, GERRI MOORE, I bequeath any automobile owned by me at the time of my death.

I specifically make no other provision in this Will for my daughter, GERRI MOORE, not for lack of affection, but for reasons that are sufficient for me.

B. I bequeath payments due to me under that certain note dated April 11, 1988, from BENT OAK PROPERTY SALES, INC., a Florida corporation, as follows: (1) monthly payments due after the date of my death until March 11, 1993, to my daughter, LINDA CRAWFORD; and (2) the balloon payment on said note due on March 11, 1993, to be paid as follows: Thirty Two Thousand Two Hundred and Seventy Two Dollars and Ninety Three Cents ($32,272.93) to my daughter, LINDA CRAWFORD, and Twenty Thousand Dollars ($20,000) to my daughter, JACKIE GATES. I direct my Executrix to exercise her best efforts to obtain from the obligor on said note a substitute note reflecting the provisions of this Item IV B.

C. All the rest of my clothing, jewelry, personal effects, and all other tangible personal property (except cash on hand or on deposit) owned by me at the time of my death not previously bequeathed under prior provisions of this Will, I bequeath to my daughters, JACKIE GATES and

LINDA CRAWFORD, in equal shares, to be divided between them in such manner as JACKIE GATES shall determine. Any personal property not so distributed shall be sold and the proceeds added to my Residuary Estate and distributed according to the provisions of Item V of this Will.

ITEM V: Disposition of Residuary Estate. I devise and bequeath to my daughter, JACKIE GATES, if she is living at the time of my death, all the rest and residue of the property that I may own at the time of my death, of whatever kind and wherever located (my Residuary Estate).

ITEM VI: The Rose Marie Bailey Trust. If either JACKIE GATES or LINDA CRAWFORD shall not be living at the time of my death, then I devise and bequeath that deceased daughter's share of my estate to the Trustee hereinafter named to be held in the "Rose Marie Bailey Trust" for the benefit of her issue (my grandchildren). The Trustee shall hold, manage, invest and distribute the Trust in accordance with the following provisions:

A. The Trustee is hereby authorized to accumulate the net income (and to incorporate any such accumulated income into principal at least annually), or to pay or apply so much of the net income and such portion of the principal at any time and from time to time, to the use and benefit of my grandchildren in such amounts and proportions for their health, education, support and maintenance as the Trustee in her discretion shall deem advisable and without regard to the equality of distribution, until there is no living grandchild of mine under twenty-one (21) years of age. When making distributions from the trust, the Trustee shall take into consideration the resources available to my grandchildren including income from a spouse. At such time, the Trustee shall divide the principal of the trust estate, along with any accumulated income thereof, into as many shares of equal value as there are grandchildren of mine

then living and children of mine who have died. At the time of termination of such trust shall be distributed to such grandchild, in fee, if he or she is then living, or to his or her estate, if he or she is not then living.

B. If either JACKIE GATES or LINDA CRAWFORD shall die before receiving her share of my estate and shall leave no children then surviving, the share of JACKIE GATES or LINDA CRAWFORD, as the case may be, shall be distributed to or for the benefit of the survivor of JACKIE GATES or LINDA CRAWFORD (or her issue) at the time and in the manner provided for JACKIE GATES or LINDA CRAWFORD (or her issue) to receive her own share.

C. If I am survived neither by my daughters, LINDA CRAWFORD and JACKIE GATES, nor by their children (my grandchildren), or if there is a complete failure of the trust beneficiaries before the trusts herein created are terminated, then at such time any such properties remaining therein shall be distributed as follows: To my heirs-at-law determined in accordance with the Tennessee laws of descent and distribution then in effect.

ITEM VII: Statutory Powers Granted to Fiduciaries. I authorize my Executrix and my 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 or any trust, to exercise any or all the powers set forth in Section 35-50-110, Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

ITEM VIII: Limitations on Trust and Additional Trust Powers.

A. Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period, all such trusts shall terminate and the principal thereof shall be distributed outright to the beneficiaries of the trust with each beneficiary receiving the share of the trust held for his or her benefit which is proportionate to the income which that beneficiary is entitled to receive. If more than one person is then an income beneficiary of a trust or trust share with discretionary distribution powers, then, at such termination, such trust or trust share shall be divided equally among the beneficiaries then entitled to receive trust income.

B. No part of any trust herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of a beneficiary or subject to the claims of creditors of a beneficiary in any manner, nor shall a beneficiary have the power to sell or mortgage or encumber the same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise.

C. It is my intention that any trust created by this Will is to be administered under the laws of the State of Tennessee.

D. The Trustee shall not be required to obtain authority or approval of any court in the exercise of any power permitted under this instrument. The Trustee shall not be required to file any accountings with any court but shall account to each beneficiary at least annually.

E. No person dealing with the Trustee shall be obligated to inquire as to the power or authority of the Trustee or into the validity of any act of the Trustee, or be liable for the application of any money paid to the Trustee in the management of the trust funds.

F. Whenever income may be paid to a beneficiary or whenever the Trustee is entitled to encroach upon the principal of the trust for the benefit of a beneficiary, such income or principal may be paid to such beneficiary directly or to anyone else for the use or benefit of such beneficiary, as the Trustee shall deem proper, and the receipt of the person to whom paid shall be a sufficient acquittance for the Trustee, and such payments may be made without the intervention of any guardian or the approval of any court.

G. The Trustee may set up a reasonable reserve for the repair, maintenance or improvement of any real estate which is held in trust. The reserve may be funded from trust income, and any reference to net income in this instrument shall mean gross income less expenses charged to income and less the amounts set aside under this paragraph.

H. The Trustee is authorized to commingle any and all trusts or shares herein with any other trusts for the purposes of investment and administration, provided that the Trustee shall maintain adequate records of each beneficiary's interest.

I. In the event that a corporate Trustee shall hereafter merge or consolidate, then the corporation created by such merger or consolidation shall act as the Trustee hereunder and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

J. The Trustee shall be responsible for due diligence in the administration and disbursement of any trust created hereunder and shall not be responsible for any loss or subject to any liability except by reason of her own negligence or willful default proved by affirmative evidence, and every election, determination or other exercise by the Trustee of any discretion granted to her, expressly or by implication under this Will or by law made in good faith, shall fully protect her and shall be conclusive and binding upon all persons interested in any trust created under this Will.

K. The Trustee may terminate any trust under this Will, at any time, in her sole discretion, if the value of the principal at any time is less than $50,000, or if the administration of the trust has become illegal or impracticable for any reason. In the event of any such termination, the trust assets shall be distributed to the then income beneficiaries, pro rata.

ITEM IX: Definitions and Miscellaneous Provisions.

A. For purposes of this will, the term "child" or "children" shall refer to my daughters now living, JACKIE GATES, LINDA CRAWFORD, and GERRI MOORE.

B. In this Will, references in the singular shall include the plural and vice versa; all personal pronouns, whether, masculine, feminine or neuter, shall include all genders.

C. All headings to items of this Will are only for convenience and shall not be construed to have any effect or meaning with respect to the content of such items. The content shall control as to the Will.

D. All references to Executrix or Trustee (or similar terms) shall mean not only such fiduciaries as are

originally appointed under this Will, but also their successors or substitutes as well.

E. For purposes of this Will, "education" shall include, but shall not be limited to, college education, graduate education, and/or professional or vocational training in an accredited institution. Education shall also include training in institutions for children or adults subject to learning disabilities. Expenses incurred in education shall be deemed to include all costs incident to obtaining such education as well as transportation expenses for a reasonable number of trips between home and the educational institution.

F. All references to the Code herein shall mean the Internal Revenue Code of 1986, as amended from time to time until my death.

ITEM X: Appointment of Executrix. I appoint my daughter, JACKIE GATES, as Executrix of this my Last Will and Testament and direct that no bond be required of her in this capacity. If my daughter should not survive me, or be for any reason unable or unwilling to qualify as Executrix, or, having so qualified, should become incapacitated, die or resign, then my daughter, LINDA CRAWFORD, shall serve as successor Executrix, also without bond.

I authorize my Executrix to sell, transfer and convey any property, real or personal, that I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as my Executrix may determine.

I further authorize my Executrix to employ and compensate such appraisers deemed by my Executrix to be needed for the proper appraisal of the assets of my estate and to do so without liability for any neglect, omission, misconduct or default of any such appraiser, provided such appraiser was

selected and retained with reasonable care. Any penalty assessed which relates to the valuation of any asset shall be paid from my estate so long as my Executrix selected such appraiser with reasonable care.

I give my Executrix the power, exercisable without court approval, to allocate any exemption from the generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of the said tax (whether or not such property is included in my probate estate) and to exclude any such property from such allocation.

ITEM XI: Appointment of Trustee. I appoint the survivor of JACKIE GATES or LINDA CRAWFORD, as the case may be, as Trustee of any Trust created under this my Last Will and Testament for the benefit of the children of JACKIE GATES or LINDA CRAWFORD, if either shall not be living at the time of my death, and direct that no bond be required of her in this capacity.

If it appears to the Court having jurisdiction over the Trust that it would be to the best interest of a beneficiary to have the situs of the Trust transferred to a different jurisdiction, I authorize that this transfer be made. I further direct that the procedure set forth in Section 34-3-304, et seq., Tennessee Code Annotated, (transfer of guardianship), be followed insofar as possible, and that the guardians of the person of any minor child be the one to make application for removal to another jurisdiction.

ITEM XII: Resignation and Removal of Trustee. Each Trustee hereunder (whether originally designated herein or appointed as Successor) shall have the right to resign at any time by giving thirty (30) days' written notice to that effect to the current beneficiary. Within thirty (30) days of such notification, the Trustee so resigning shall institute proceedings for the settlement of its account and deliver all assets then held to

its successor, whereupon it shall have full acquittance for all assets so delivered (subject to judicial settlement of its account) and shall have no further duties hereunder. If the Trustee named under Item XI resign, become incapacitated or die, then a majority of the current income beneficiaries (or their guardians) shall have the right and duty within such thirty (30) day period to appoint a Successor Trustee and shall notify the Trustee of such appointment, provided, however, that such Successor Trustee must be a bank or trust company possessing trust powers and having a combined capital and surplus of not less than Fifty Million Dollars ($50,000,000) and trust funds under management of not less than Five Hundred Million Dollars ($500,000,000). In the event the current beneficiaries (or their guardians) shall fail to designate a Successor Trustee within the time specified, the then acting trustee shall petition a court of competent jurisdiction, for the appointment of a successor and the judicial settlement of its account so that at all times there is an acting trustee under this Will.

The beneficiaries of the trust (or their guardians), by majority vote, shall have the right to remove any acting corporate Trustee and the right to appoint a Successor Trustee of any trust fund herein established, provided, however, that such Successor Trustee shall be only a bank or trust company possessing trust powers and having a combined capital and surplus of not less than Fifty Million Dollars ($50,000,000) and trust funds under management of not less than Five Hundred Million Dollars ($500,000,000). Such right of removal shall be continuing and shall be exercised by serving the acting Trustee with written notice of its removal, which notice shall specify the Successor Trustee and certify its willingness to serve as such. Within thirty (30) days thereafter, the Trustee so

removed shall institute proceedings for the settlement of its account and deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered (subject to judicial settlement of its account) and shall have no further duties hereunder.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and ten preceding typewritten pages, and for the purpose of identification I have signed each such page, all in the presence of the persons witnessing it at my request on this 27 day of September, 1989, at Nashville, Tennessee.

Rose Marie Bailey
ROSE MARIE BAILEY

The foregoing instrument was signed, published and declared by the said ROSE MARIE BAILEY as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 27th day of September, 1989, at Nashville, Tennessee.

[illegible] residing at [illegible]

Eugene J. McLemore residing at Nashville, Tennessee

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PAGE 11 OF MY WILL: Rose Marie Bailey
ROSE MARIE BAILEY

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STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

AFFIDAVIT BY WITNESSES TO WILL

Each of the aforesaid witnesses, being Jane L. Davis and Suzanne G. Williams, deposes and says that said witnesses subscribed to the foregoing Will of ROSE MARIE BAILEY, executed on the 27th day of September, 1989, having been requested by the Testatrix to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby states that the said ROSE MARIE BAILEY was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it freely, without undue influence or coercion, by signing each page in the presence of all of the witnesses who were all present at the same time, and that said witnesses, in her presence, at her request, and in the presence of each other, subscribed their names as witnesses on the 27th day of September, 1989.

Jane L. Davis

Suzanne G. McLemore

Sworn to and subscribed before me, this the 27th day of September 1989.

Notary Public

My Commission Expires: 9-11-90

STATE OF TENNESSEE, DAVIDSON COUNTY

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 the original on file in my office. Will Book 168 Page 215
Given under my hand and official seal, at office, in Nashville, this 14 of May 19 91.

BILL COVINGTON
Clerk of Probate Court

By
Deputy Clerk