LAST WILL AND TESTAMENT

OF

HENRY L. DOUGLASS

I, Henry L. Douglass, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament, hereby revoking any and all other Wills heretofore made by me.

ARTICLE I: I nominate and appoint First American National Bank of Nashville as Executor of this my Last Will and Testament and expressly direct that it shall not be required to execute bond to qualify and act in such capacity.

ARTICLE II: I will and direct that all of my just debts, including funeral and testamentary expenses, and expenses of my last illness, be paid as soon as conveniently may be after my death.

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I further will and direct that my said Executor pay all taxes due by or on my estate, including inheritance, estate, transfer and succession taxes and charge the same as expenses of administration without attempting in any way to prorate such taxes against any beneficiary herein named.

I will and direct that the proceeds of any life insurance payable to my estate which I may have at the time of my death may be used for the payment of debts and taxes.

ARTICLE III: I give, devise and bequeath my residence to my daughter, Dianne Douglass Goodpasture. Said residence is more particularly described as follows:

> Land in Davidson County, Tennessee, being Unit No. 1 on the Plan of Brighton Place Condominiums, as of record in Book 6569, page 529, said Register's Office, to which plan reference is hereby made for a more complete description, improved by said residence.

ARTICLE IV: I give, devise and bequeath to my daughter, Phoebe Douglass Love, the sum of Ninety Thousand Dollars ($90,000), to be paid to her in cash. This bequest is made for the purpose of equalizing the bequest of the property in Article III to my daughter, Dianne Douglass Goodpasture.

ARTICLE V: I give, devise and bequeath all of my remaining property, real, personal and mixed, of whatever kind and character, to my daughters, Phoebe Douglass Love and Dianne Douglass Goodpasture, equally, share and share alike.

ARTICLE VI: In the event either of my said daughters should predecease me, then and in that event I give, devise and bequeath such deceased daughter's share of my estate to her children living at my death, equally, share and share alike, per capita and not per stirpes.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, and have also subscribed the foregoing page at the bottom thereof and for the purpose of identification on this 9th day of July, 1985.

Henry L Douglass
HENRY L. DOUGLASS

Signed, signified and declared by the said Henry L. Douglass, being of sound mind and disposing memory, as and for his Last Will and Testament, in the presence of us, present at the same time, who, at his request and in his presence and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses on the day and date last above written, at Nashville, Davidson County, Tennessee.

Arnold L Berry Jr
ADDRESS: Nashville Trust

WITNESSES:

Martha H. Mears
ADDRESS: Nashville, Tn.

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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 170 Page 69
Given under my hand and official seal, at office, in Nashville, this 5th of August 1991

BILL COVINGTON
Clerk of Probate Court
By _____
Deputy Clerk

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AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Frank A. Berry Jr. and Martha W. Means,

being severally duly sworn, depose and say that:

We are acquainted with Henry L. Douglass, who executed the annexed Last Will and Testament, consisting of two typewritten pages, dated July 10, 1985, on that date at Nashville, Tennessee, by subscribing his name at the end thereof in the presence of each of us.

At the time of subscribing said Will, Henry L. Douglass declared the instrument so subscribed by him to be his Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at his request and in his presence, and in the presence of each other.

At the time of executing said Will, Henry L. Douglass was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Will.

This Affidavit is made at the request of said Henry L. Douglass.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this Affidavit was made.

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IDENTIFI REFERENCE

AUG 5 11 43 AM '91

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

Frank A. Berry Jr.
Witness

Martha W. Means
Witness

Sworn to and subscribed before me this 10 day of July, 1985.

Virginia S. Cox
Notary Public

My Commission Expires:
11/9/88