EXHIBIT "A"

WHITE & REASOR

Box 42 $25.00

BOOK 8797 PAGE 155

LAST WILL AND TESTAMENT

OF

FLOURNOY ALLEN HARWELL

I, FLOURNOY ALLEN HARWELL, a resident and citizen of the State of Tennessee, being of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills or Codicils heretofore made by me.

ITEM I

DEBTS, EXPENSES, COSTS OF ADMINISTRATION AND TAXES

I direct that all my just debts, funeral expenses, costs of administration, and all estate and inheritance taxes which may be assessed or imposed with respect to my estate and property passing outside my estate be paid out of my general estate and not out of the share of any beneficiary.

I suggest that my fiduciary will make only the current payments due on any mortgage indebtedness and not pay off any such indebtedness, except such payoffs as may be in accordance with my wishes, however made known, but I do not impose any trust, condition, or enforceable obligation in this connection.

I further suggest that my fiduciary will pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions, but I leave this entirely in the discretion of my fiduciary.

ITEM II

PERSONAL EFFECTS

I give to my son, JOHN ALLEN HARWELL, my personal watch and all other jewelry which I may own at the time of my death. I give to my grandson, JOHNNY HARWELL, my collection of antique

 Flournoy Allen Harwell

coins and currency. I give all remaining personal and household effects, club memberships, and automobiles which I may own at the time of my death to my wife, BROWNIE LEE HARWELL, or if she does not survive me, to my said son, if he survives me.

In the event neither my son nor my wife survive me, I give all personal and household effects and automobiles as part of my residuary estate.

My fiduciary may sell all or any part of said property if my wife does not survive me, in which event the proceeds shall be paid over to my son or added to my residuary estate, as the case may be.

If any beneficiary is incapacitated for any reason, my fiduciary may personally receipt to the estate for the property and store same, or deliver it to the person incapacitated, or deliver it to any person with whom such incapacitated person may reside in any case without requiring bond and having all powers with respect to such property in trust as are otherwise provided herein.

My fiduciary charged with the administration of my estate, shall be the sole judge of the disposition of property under this paragraph, and the decision of said fiduciary shall be final and binding upon all parties. I hope that the foregoing property will be disposed of in accordance with my wishes, however made known, but I do not impose any trust, condition, or enforceable obligation in this connection.

 Harmon Allen Harwell

ITEM III

GIFTS TO MAXIMIZE UNIFIED CREDIT

I give to my son, JOHN ALLEN HARWELL, and my grandson, JOHNNY HARWELL, in equal shares, per stirpes, assets selected by my fiduciary having a value equal to an amount that will obtain the maximum unified credit allowable for federal estate tax purposes (less the amount of unified credit used by me on lifetime transfers and on gifts to my son and grandson in Item II hereof).

The decision of my fiduciary charged with the administration of my estate as to which assets shall be distributed in satisfaction of these bequests for the benefit of my son and grandson, as to whether my estate shall be valued under the optional provisions of the federal estate tax law, 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.

I direct that my fiduciary be required to exercise this power and all power and authority granted in this instrument in such manner as to reduce the federal estate and income taxes and the Tennessee inheritance and estate taxes to the lowest possible amount. Without limiting the foregoing, I specifically direct that in dividing my estate as authorized herein, my fiduciary shall make an equitable distribution of property between my son and my grandson so that the appreciated and depreciated property will be divided as equally as possible between the shares going to each, while at the same time taking care so as not to burden

 Flournoy A Harwell

the estate with unnecessary income tax liability. Wherever required, all provisions of this instrument shall be interpreted in favor of establishing the maximum marital deduction.

ITEM IV

RESIDUARY

If my wife, BROWNIE LEE HARWELL, survives me, my fiduciary charged with the administration of my estate shall convey all the rest, residue and remainder of my estate, including the proceeds of any life and/or accident insurance policies on my life, payable to or collected by my estate, to my Trustee in trust under a trust to be known as the BROWNIE LEE HARWELL TRUST and governed by the following provisions:

(1) It is my desire to claim the maximum marital deduction and to the extent that any provision of this instrument or the trust herein created would render all or any part of the claim of the marital deduction void, such provision shall itself be void and not be enforced by my fiduciary or my Trustee, as the case may be. In particular, it is my intention that this trust be "qualified terminable interest property," as defined in Section 2056(b)(7) of the Internal Revenue Code of 1986 and that my fiduciary have the option to elect under subparagraph (v) thereof.

(2) The Trustee shall hold the BROWNIE LEE HARWELL TRUST for the use and benefit of my wife, BROWNIE LEE HARWELL, during her lifetime, during which period I authorize the Trustee to encroach upon the corpus of this trust in order to adequately and properly provide my wife with suitable maintenance in the manner to which she has become accustomed, and to pay her

 Rosemary Allen Harwell

medical, nursing, hospital and surgical expenses, and the costs of extended and/or convalescent care. Any such encroachment shall be within the sole discretion of the Trustee and this power shall be a continuing one; however, the Trustee must pay to my wife during her lifetime all the income from this trust, monthly, or at such other intervals as the Trustee shall deem appropriate, but in no event less frequently than annually. All such corpus encroachments shall be within the sole discretion of the Trustee, but the Trustee is authorized to take into consideration my wife's general financial condition and the amount of such mandatory distributions of income at the time of appraising any proposed encroachments against the corpus of this trust.

(3) My wife shall have the power, at any time from time to time during her lifetime, exercisable alone, to donate and appoint, by specific reference to this power in an instrument in writing executed by her and delivered to my Trustee before her death, all or any part of the corpus of the BROWNIE LEE HARWELL TRUST to any or all of my issue or to a trust or trusts for their benefit in such proportions and subject to such terms, trusts, and conditions as she may direct. If any gift tax should be assessed as a result of the exercise of my wife of this power, my wife shall have the power to appoint to herself out of the corpus of the BROWNIE LEE HARWELL TRUST an amount sufficient to pay such gift tax.

(4) Upon my wife's death, any property then remaining in the BROWNIE LEE HARWELL TRUST not effectively located and appointed by her during her lifetime shall be distributed to my

 Harvey Allen Harwell

son, JOHN ALLEN HARWELL, but if he should predecease my wife, the entire interest hereunder shall pass to my grandson, JOHNNY HARWELL; provided that in the event estate, inheritance, death, or other taxes are levied on the estate of my wife, my Trustee shall first pay such taxes as are attributable to the BROWNIE LEE HARWELL TRUST out of the corpus of the said trust.

ITEM V

DISPOSITION OF RESIDUARY ESTATE IF WIFE PREDECEASES

If my wife, BROWNIE LEE HARWELL, predeceases me, I give my entire residuary estate to my son, JOHN ALLEN HARWELL, but if he should predecease my wife, my grandson, JOHNNY HARWELL, shall be entitled to my entire residuary estate.

ITEM VI

SPENDTHRIFT CLAUSE

The benefits hereunder are for the sole and separate use of the beneficiaries herein designated, and no assets of my estate or of the BROWNIE LEE HARWELL TRUST shall be liable for the debts of any beneficiary, except as expressly herein provided, nor shall the same be subject to seizure by attachment, garnishment, or execution, nor by any writ or proceeding at law, in equity, in bankruptcy, or receivership. No spouse or person claiming to be the spouse of any beneficiary hereunder shall have any right or claim to any part of my estate. Except for the powers of appointment expressly granted my wife during her lifetime under the terms of the BROWNIE LEE HARWELL TRUST, no beneficiary hereunder shall have the right or power to sell, assign, transfer, pledge, mortgage, or in any other manner encumber, anticipate or dispose of their interests in my estate.

 Thomas Allen Harwell

ITEM VII

POWERS OF FIDUCIARIES

In extension and not in limitation of the powers given by law or other provisions of this Will, I direct that all fiduciaries under this Will and any successors shall have all powers and authority enumerated in Section 35-50-110 of the Tennessee Code Annotated as it presently exists, which provision is hereby incorporated by reference. Further, such fiduciaries are authorized to make any distribution of assets or payment of income or corpus to third parties for the benefit of any beneficiary who may become entitled thereto hereunder, or directly to such beneficiary without, in any event, requiring the qualification of a legal guardian or conservator, unless, in the sole discretion of such fiduciary, it should be determined that the appointment and qualification of such guardian or conservator in a particular circumstance be desirable.

ITEM VIII

PROVISION FOR MINORS

Whenever pursuant to the provisions of this Will all or any part of my estate, or all or any part of any trust, shall be payable to a legatee or beneficiary who has not attained the age of legal majority under the then existing laws of the State of Tennessee, the vesting of his or her interest shall be deferred until such beneficiary attains such age, and in the meantime, such share or trust fund shall be held by the Trustee, who shall accumulate the income from such share or trust fund and shall apply all or such part of the income and corpus thereof as the

 Thomas Allen Harwell

Trustee in his uncontrolled discretion may determine to the support, education, and maintenance of such minor beneficiary. The authority conferred upon the Trustee by this paragraph shall be construed as a power only, and shall not operate to suspend the absolute vesting thereof in such beneficiary at the time for distribution. With respect to the administration of any such property and which shall be held by the Trustee as authorized in this paragraph, the Trustee shall have all powers vested in the Trustee under the provision of Item VII of this Will.

ITEM IX

COMMON DISASTER

Notwithstanding anything to the contrary contained in this Will, or in any statute if my wife and I die as a result of a common disaster, it shall be presumed that my wife survives me and the corpus of the BROWNIE LEE HARWELL TRUST, as provided in Item IV, hereof, shall consist of no more than that fractional share of my residuary estate as shall be needed to obtain the amount of marital deduction for my estate that will minimize the aggregate federal estate and state inheritance and estate taxes due from our aggregate estate.

ITEM X

FIDUCIARIES

I appoint as co-executors of this my Last Will and Testament my wife, BROWNIE LEE HARWELL, and my son, JOHN ALLEN HARWELL. In event that either of them is unable to serve for any reason, then I appoint my grandson, JOHNNY HARWELL, as co-executor.

 Harwell Allen Harwell

I appoint as Trustee my son, JOHN ALLEN HARWELL, under the trusts created by my Last Will and Testament; and if he fails to qualify or becomes unable to serve for any reason, then I appoint my grandson, JOHNNY HARWELL, as Trustee hereunder.

Under no circumstances shall my wife, BROWNIE LEE HARWELL, serve as Trustee for the BROWNIE LEE HARWELL TRUST, and, in the event her serving as co-executor hereunder would cause my estate to receive less than the maximum allowable marital deduction for federal estate tax purposes, I direct that she not serve in such capacity.

I direct that all fiduciaries named in this Will and all successors or substitutes appointed pursuant to the terms of this Will be not required to execute bond. I further direct that they be not required to make annual reports to any court, but such reports shall be made to the beneficiaries or their conservators or guardians at least annually.

If at any time the Trustee or other fiduciary named herein shall resign, or for any other reason cease to act as fiduciary hereunder, the beneficiary or a majority of the beneficiaries to whom or to whose priority the current net income of the trust estate is at the time authorized, required or permitted to be paid or applied and who shall at the time be at least twenty-one (21) years of age, and not incapacitated, may, by written instrument delivered to their appointee, appoint any descendant of mine who is at least twenty-one (21) years of age and who has refrained and not participated in the making of such appointment.

 Harwell

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, consisting of ten (10) pages, each of which bears my original signature, at Nashville, Tennessee, this 24 day of September, 1987.

Flournoy Allen Harwell
FLOURNOY ALLEN HARWELL, TESTATOR

Signed, published and declared by the said Flournoy Allen Harwell, as and for his Last Will and Testament, in the presence of us, the undersigned, who at his request and in his 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.

Keith Cornelius

John R. Gotto

STATE OF TENNESSEE
COUNTY OF DAVIDSON
I, GEORGE L. COOPER, Clerk of the County Court in the State and County aforesaid, do hereby certify that the foregoing is a true copy of the Last Will and Testament of FLOURNOY ALLEN HARWELL as appears of record in my office.
Witness my hand and official seal at office in Nashville, Tennessee, this 15th day of December 1993

GEORGE L. COOPER, CLERK
By Sheila C. Loggins
Deputy Clerk

STATE OF TENNESSEE

COUNTY OF DAVIDSON

PERSONALLY APPEARED BEFORE ME, Charles B. Rogers, III, a Notary Public in and for said State and County, John R. Gillette and Keith Cornelius, to me known, who made oath as follows:

1. That they were requested by the Testator, Flournoy Allen Harwell, to witness his signature to the attached instrument, which purports to be his Last Will and Testament, and they were further requested by the Testator to execute this affidavit;

2. That the Testator signed said instrument and declared the same to be his 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 Testator and of each other;

4. That the Testator 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.

1988 11/25 0101 03CHECK 44.00

Keith Cornelius

John R. Gillette

Subscribed and sworn to before me this 24th day of September, 1987.

Charles B. Rogers, III
Notary Public

My Commission Expires:
5-13-90

681.91

IDENTIFT REFERENCE

NOV 25 4 08 PM '92

A. D. WILSON II REG. SYS.
DAVIDSON COUNTY, TN