OF

J. WARREN LAYNE

I, J. WARREN LAYNE, (my full name is John Warren Layne) a resident of Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils made by me.

ITEM ONE: As executors and trustees hereunder I nominate and appoint my wife, Marian Ellis Layne, and her brother, Frank M. Ellis, Jr., and I excuse bond. If for any reason my said wife does not become or ceases to serve in either capacity or in both capacities, the cofiduciary may appoint her alternate or successor with or without bond. If for any reason the said Frank M. Ellis, Jr., does not become or ceases to serve in either capacity, or in both capacities, I appoint his son, Stephen Beard Ellis as alternate or successor without bond, and if he does not accept or ceases to serve my said wife may appoint his alternate or successor with or without bond. If there remains a vacancy such of my children as is or are living may appoint a bank or trust company with power to serve and combined capital and surplus of at least Ten Million Dollars and with or without bond. If a bank or trust company is at any time serving it may be removed and replaced with another similarly qualified bank or trust company with or without bond by my said wife, if living, otherwise by such of my children as is or are living, and this power shall not be exhausted by one or more exercises thereof. No beneficiary shall appoint himself or herself as a fiduciary.

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ITEM TWO: To my wife, Marian Ellis Layne, if she survives me, I give all of my personal effects of every kind which she does not already own but if she does not survive me, these will go to my surviving children or child.

ITEM THREE: To my wife, Marian Ellis Layne, if she survives me, I devise my interest in the property on Harding Place, Nashville, Tennessee, now serving as our residence.

ITEM FOUR: All of the residue of my estate of every kind and wherever located I give, devise and bequeath to the trustees herein named and their successors in trust however on the following uses, trusts and conditions:

The trustees in their discretion will hold, sell, invest and reinvest the trust estate in two separate trusts as follows:

One trust to be known as Trust A will consist of assets qualifying for the Federal estate tax marital deduction and equal in value to one-half (1/2) of my adjusted gross estate reduced by the value for Federal estate tax purposes of all other assets qualifying for said deduction and going to my said wife under or outside this Will. The other trust to be known as Trust B will consist of the balance of my residuary estate or, if my said wife does not survive me, of my entire residuary estate.

TRUST A

The entire net income from Trust A will be paid over to my said wife at least quarterannually and the trustee other than my said wife shall have power and discretion to encroach on principal for her comfortable support and care. If she is at any time or

times incapacitated the other trustee may expend net income and principal for her support and care instead of making payments directly to her but the net income is to be hers in all events. My said wife shall have power by her own Last Will and Testament by specific references to the power granted in my Will to appoint whatever remains of this Trust at her death to or for her estate or her creditors or any persons, firms or corporations as she chooses, this being a full and general power of appointment without restriction; and whatever she fails to appoint will be added to and become part of Trust B.

TRUST B

The entire net income from Trust B will be paid over to my said wife at least quarterannually. The trustee, other than my said wife, shall have power and discretion to encroach on principal for her comfortable support and care provided that Trust A has been exhausted and having regard to her other available means of support known to such trustee. The other trustee shall have like power and discretion to use principal to meet needs of one or more of my children and other descendants, having regard to the current and probable future needs of my said wife.

Upon the death of my said wife or upon my death, if she does not survive me, this trust will continue as follows: the trust will be apportioned to provide one (1) equal share for each of my children then living and one (1) equal share for the group composed of the living issue of a then deceased child of mine and said equal shares shall be administered and disposed of as follows:

(1) The net income from the share held in trust for a

child of mine shall be paid over to the child at least quarter-annually. The trustee may encroach on principal from time to time and pay the same to the child. If the child is at any time or times incapacitated the trustee may expend income or principal for the support and care of the child and/or the support, care and education of a child or children of my child. My said child shall have power by his or her own Last Will and Testament by specific reference therein to the limited power herein granted, to appoint all or part of whatever remains in the trust at the child's death, either outright to or in trust for the spouse and/or issue of the child and to the extent this power is not effectively exercised, the unappointed assets will vest per stirpes in the then living issue of said deceased child of mine or if none then in my other child if living, otherwise in the then living issue of my said other child per stirpes.

(2) The share apportioned to the issue of a deceased child of mine shall be administered and disposed of as follows: The assets will be invested and the net income or principal or both will be paid over to or expended for the support, care and education of one or more of the child's issue until there is no living child (of my deceased child) under the age of eighteen (18) years and the trust shall end at that time and be distributed per stirpes to the then living issue of my said deceased child or if no such then living issue to my other child, if living, otherwise per stirpes to my then living descendants.

I expressly provide, notwithstanding anything else to the contrary contained herein, that if at my said wife's death, or at my death if she does not survive me, there is no child of mine living, my estate shall be divided as follows: One (1) equal share to each of my then living grandchildren and one (1)

equal share per capita to the then living issue of a then deceased grandchild of mine, with the share of any descendant less than eighteen (18) years of age to be vested but held in trust for the care, support and education of the beneficiary.

ITEM FIVE: No beneficiary shall have any power to assign, anticipate or encumber his or her interest and no third party shall have any power, by any proceeding whatever, to reach the interest of a beneficiary.

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ITEM SIX: If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or of any trust created hereunder, the assets affected by such failure of beneficiaries will vest in those persons and in the shares as would have taken had I died, resident of Tennessee, immediately after the failure of beneficiaries and without leaving a Will.

ITEM SEVEN: The executors and trustees and their successors shall have the following powers (in addition to all other possessed by them) which shall be exercisable in their discretion without application to any Court and until final distribution is made:

To hold and retain as investments of any trust pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my trust; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind, and all property of any kind, at any time held by them and at public or private sale, at such prices and upon such terms as to them shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to borrow money and to pledge assets comprising my trust; to compromise claims (including taxes) for or against the trust; to improve any real estate and to lease real estate

as they choose, including power to give leases for periods extending beyond the duration of the trust; to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of the trust and without liability on any person dealing with them to inquire into their authority or see to the application of any money or thing of value delivered to them; and all powers of the trustee shall be exercisable without the necessity of application to any Court. I also authorize the trustee to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties. No power shall be exercisable which would disqualify a trust for the marital deduction. All powers of the trustee shall be exercisable without the necessity of application to any Court. I also authorize the trustee to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

ITEM EIGHT: If the Trustees acting hereunder are at any time also acting as Trustees for the same beneficiary or beneficiaries under another instrument, by whomever established, the trustees may commingle the trusts in accordance with the provisions of the trust instrument selected by the trustees for the purpose, provided, however, that a trust qualified for the Federal Estate Tax Marital Deduction shall not be commingled with a trust not so qualified.

ITEM NINE: The proceeds of any insurance on my life which are receivable by the executors may be used, but only in the sole and uncontrolled discretion of the executors in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

ITEM TEN: This Will is not made pursuant to any contrac

with my wife and there is no contract between us respecting either or both of our Wills.

ITEM ELEVEN: If my wife, Marian Ellis Layne, and I shall die under such circumstances that it cannot be ascertained that we died otherwise than simultaneously, it shall be conclusively presumed for all purposes of this Will that she survived me.

ITEM TWELVE: If the Trustees receive death benefits from any pension, retirement or annuity contracts which would be subject to Federal Estate Tax if payable to my estate, but otherwise exempt from that tax, the proceeds of such benefits shall not be usable in paying obligations, expenses or taxes owing by my estate.

ITEM THIRTEEN: Successor or alternate trustees are excused from inquiring into the administration of the trust by the replaced trustee and shall not be liable for any acts of a predecessor. The replaced trustee shall, without court proceedings or other formalities, make prompt settlement with and delivery of the trust assets to the successor trustee taking a receipt therefor and without requiring any indemnity from the successor trustee or any other party.

This Will is written on seven (7) pages

IN WITNESS WHEREOF I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses this 4th day of Feb., 1976.

J. Warren Layne
J. WARREN LAYNE

The foregoing instrument was signed, published and declared by the said J. Warren Layne as and for his Last Will and Testament in the joint sight and presence of the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

Ben H. Rowan residing at Nashville, Tenn.

Fitzgerald Parham residing at Nashville Tenn.

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7.30.6.9

IDENTIFICATION REFERENCE

DEC 11 2 06 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

PICK-UP

1003 12/11 0101 03CHECK 32.00

I George L. Rocke... County Sta... full, true and ... office. Wit... Given un... Nashville, ... 8 Dec 92

... CLERK

By Betty Henderson
Deputy Clerk