LAST WILL AND TESTAMENT

OF

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BARLOW HENDERSON

I, BARLOW HENDERSON, of Nashville, Davidson County, Tennessee, make, publish, and declare this my Last Will and Testament, hereby revoking all other wills by me at any time heretofore made.

ITEM I

I direct my Executor, hereinafter named, to pay all my just debts, unpaid income taxes and funeral expenses as soon as practicable after my death. I direct my Executor to pay in full any outstanding pledges made by me to any church, educational, charitable or other eleemosynary institution, whether the amounts pledged are then due or not. I further direct my Executor to pay all estate, inheritance and succession taxes payable by reason of my death out of my general estate before distribution, to the end that same may be paid as a charge against my general estate.

ITEM II

I hereby make and give the following specific bequests:

(a) To my kind and loyal friend, Ann H. McDaniel, now of Nashville, Tennessee, the sum of $200,000, should she survive me.

(b) To my beloved niece, Rosetta Averill Miller, the sum of $400,000, should she survive me.

ITEM III

Should my beloved niece, Rosetta Averill Miller, survive me, I give and bequeath to her all real estate and all of my personal effects and belongings, such as jewelry and wearing apparel, and all household furniture and furnishings, silverware, and other articles of domestic use, including any automobile which I may own at the time of my death, to be hers absolutely.

I direct my niece, however, to deliver to her mother, Mary Henderson Averill, any furniture or any other item or items of my personal effects which she may desire to have.

ITEM IV

I have heretofore created an inter vivos trust by trust instrument dated May 23, 1960, with The First National Bank of Birmingham, Birmingham, Alabama, as Trustee, naming the following educational, religious and charitable organizations as

equal beneficiaries: The University of the South, Sewanee, Tennessee; St. Thaddeus Episcopal Church, Aiken, South Carolina; The Salvation Army, Nashville, Tennessee; and The Protestant Episcopal Diocese of Tennessee. If, at the time of my death, the distributive value of the corpus of this trust should be less than $400,000, then I give and bequeath to the Trustee thereof the amount necessary to increase said corpus to $400,000.

ITEM V

Should my niece, Rosetta Averill Miller, survive me, then I give, devise and bequeath to my Trustee, hereinafter named, the greater of (1) two-thirds of all the rest, residue and remainder of my estate up to an amount of $3,000,000, or (2) two-thirds of all the rest, residue and remainder of my estate (after direct contributions to educational, religious and charitable organizations as provided in Item IX, but not to exceed the sum of $5,000,000, in trust, to hold, manage, invest, reinvest and collect the income therefrom and to distribute as hereinafter provided:

(a) I direct my Trustee to pay to my niece, Rosetta Averill Miller, in equal quarterly installments each year, during the period beginning at the date of my death and ending at the date of her death, a unitrust amount equal to the lesser of (i) the Trust income for such taxable year (as defined in Section 643(b) of the Internal Revenue Code of 1954 and the Regulations thereunder) and (ii) 5% of the net fair market value of the Trust assets valued as of the first day of such taxable year decreased as elsewhere provided in the case where the year is a short taxable year or is the taxable year in which she dies. If the Trust income for any taxable year exceeds the amount determined under (ii), the payments shall also include such excess income to the extent that the aggregate of the amount paid in prior years is less than 5% of the aggregate net fair market value of the Trust assets for such years. Any income of the Trust in excess of such payments shall be added to the principal.

The obligation to pay the unitrust amount shall commence with the date of my death, but payment of the unitrust amount may be deferred from the date of my death to the end of the taxable year of the Trust in which occurs the complete funding of the Trust. Within a reasonable time after the occurrence of said event, the Trustee shall pay the amount determined under the method described in Section 1.664-1(a)(5)(ii) of the Federal Income Tax Regulations less the sum of any amounts previously distributed and interest thereon computed at 6 percent a year, compounded annually, from the date of distribution to the occurrence of said event.

(b) Upon the death of my said niece, I direct my Trustee to distribute the balance of the then principal and income of the Trust, other than any amount due the beneficiary, in equal shares to The University of

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the South, Sewanee, Tennessee; The Salvation Army, Nashville, Tennessee; Fisk University, Nashville, Tennessee; and Episcopal High School in Virginia, Alexandria, Virginia. If any of said institutions shall have ceased to exist, distribution shall be made equally among those surviving.

(c) The beneficiary of said Trust shall not have the right or power to anticipate, assign or transfer in advance of the date of payment her share of either the income or corpus of the Trust; and such shares shall not be subject to seizure or appropriation under any process of law for the payment or satisfaction of any debt or obligation of the beneficiary.

(d) If any of the charitable organizations referred to in Item V(b) is not an organization described in Section 170(c) and Section 2055 of the Internal Revenue Code of 1954 at the time when any principal or income of the Trust is to be distributed to it, the Trustee shall distribute such principal or income equally to the remaining organizations listed in said paragraph. If none of such organizations is an organization described in Section 170(c) and Section 2055 of the Internal Revenue Code of 1954 at the time when any principal or income of the Trust is to be distributed, the Trustee shall distribute such principal or income to one or more organizations then described in Section 170(c) and Section 2055 as the Trustee shall select in his sole discretion.

(e) If the net fair market value of the Trust assets is incorrectly determined by the Trustee for any taxable year, then within a reasonable period after the final determination of the correct value, the Trustee shall pay to the life beneficiary, in the case of an undervaluation, or shall receive from such beneficiary, in the case of an overvaluation, an amount equal to the difference between the unitrust amount properly payable and the unitrust amount actually paid.

(f) In determining the unitrust amount, the Trustee shall prorate the same, on a daily basis, for a short taxable year and for the taxable year of the life beneficiary's death.

(g) All property passing to the Trust by reason of death of the grantor shall be considered one contribution. No additional contributions shall be made to the Trust.

(h) Except for the payment of the unitrust amount to the life beneficiary, the Trustee is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Trust to tax under Section 4943 of the Code, from making any investments which would subject the Trust to tax

under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Trustee shall make distributions at such time and in such manner as not to subject the Trust to tax under Section 4942 of the Code.

ITEM VI

In the event my niece, Rosetta Averill Miller, fails to survive me, then I give, devise and bequeath the amounts determined in Item V to the four educational, religious and charitable organizations named under Item V(b) of this my Will equally, share and share alike.

ITEM VII

Should my sister, Mary Henderson Stanton, survive me, then I give, devise and bequeath to my Trustee, hereinafter named, one-third of all the rest, residue and remainder of my estate up to an amount of $1,000,000, in trust, to hold, manage, invest and reinvest and collect the income therefrom and to distribute as provided in Item V herein, except that with respect to this trust, Mary Henderson Stanton be substituted for Rosetta Averill Miller wherever the latter's name appears in said Item VI. Also, the word "sister" shall be substituted for the word "niece."

ITEM VIII

In the event my sister, Mary Henderson Stanton, fails to survive me, then I give, devise and bequeath the amounts determined in Item VII to the four educational, religious and charitable organizations named under Item V(b) of this my Will equally, share and share alike.

ITEM IX

If my estate has funds remaining after the creation of the trusts in Items V and VII, the following amounts will be distributed to the educational, religious and charitable organizations named in subparagraph (a) hereof in amounts computed in subparagraphs (b) through (e).

(a) The first available funds shall be used to pay up to $1,000,000 to The Salvation Army, Nashville, Tennessee. The next available funds shall be used to pay up to $1,000,000 to Episcopal High School of Virginia, Alexandria, Virginia. The next available funds shall be used to pay up to $1,000,000 to the United Way of Nashville and Middle Tennessee (or any successor organization) which shall be used to create an endowment to provide funds for its annual charitable appeal.

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(b) If my gross estate is $10,000,000 or less, the amount contributed under Item IX (a) above will be the remainder after the $3,000,000 Trust in Item V and the $1,000,000 Trust in Item VII are created or 10% of my gross estate, provided the 10% does not reduce the Trust under Item V below $3,000,000 and the Trust under Item VII below $1,000,000.

(c) If my gross estate exceeds $10,000,000 and will be less than $15,999,999, the amount contributed under Item IX (a) above is the lesser of 15% of my gross estate or $2,250,000, provided the Trust under Item V is not reduced below $3,000,000 and the Trust under Item VII is not reduced below $1,000,000.

(d) If my gross estate is $16,000,000 or more, the amount contributed under Item IX (a) above will be 20% of my gross estate, provided the Trust under Item V is not reduced below $3,000,000 but will not exceed $5,000,000 and the Trust under Item VII is not reduced below $1,000,000.

(e) If after all the above distributions have been made, and funds still remain in the estate, the excess funds shall be divided equally among the three charitable organizations named in Item IX(a).

(f) The estate valuation used in computing federal estate taxes will be the valuations used in computing the charitable contributions under this Item IX.

ITEM X

Without undertaking to distinguish between the duties and powers of my Executor and my Trustee, and by way of illustration and not of limitation of their powers, I hereby authorize my Executor and my Trustee to exercise all the powers contained in Section 35-618 of the Tennessee Code Annotated and incorporate said Section herein by reference.

ITEM XI

I nominate and appoint Third National Bank in Nashville, Nashville, Tennessee, as Executor of this Will, to serve without bond.

ITEM XII

I nominate and appoint Fred D. Bryan of Nashville, Tennessee, as Trustee for the Trusts created in this my Will. Should he die or otherwise fail or refuse to act while a Trust is in effect, and should one income beneficiary and any one of the remainder charitable beneficiaries (acting in concert) not elect to select a successor as

provided in this Item XII, then I nominate and appoint Third National Bank in Nashville as Trustee.

My Trustee is directed to employ an investment counselor to assist the administration and management of my estate, and the Trustee will notify my beneficiaries of his selection of an investment counselor. The investment counselor shall be an investment counselor in good standing in the securities industry and be registered as an investment advisor under the Investment Advisers Act of 1940.

The Trustee is directed to obtain a fidelity bond in an amount substantially equal at all times to the value of the combined Trusts being administered. Either income beneficiary and any one of the remainder charitable beneficiaries (acting in concert) may change the Trustee at any time provided any successor trustee shall have the required fidelity bond.

The fees to be payable to my Trustee shall never be greater than the fees charged by corporate trustees for similar administration in the Nashville, Tennessee area. Expenses of administering the Trusts, including compensation of the Trustee, shall be paid from income.

ITEM XIII

It is my intention that the Trusts hereby created constitute charitable remainder unitrusts, as defined in Section 664(d)(2) of the Internal Revenue Code, so as to qualify the remainder interest as a deduction for Federal Estate Tax purposes under Section 2055(e)(2)(A) of the Internal Revenue Code. Accordingly, the foregoing provisions and all other provisions of this Will shall be construed in a manner calculated to accomplish that purpose, and the beneficiaries of these Trusts shall have such rights and limitations upon their respective rights as are necessary to achieve such purpose. The computation of the amount to be paid to beneficiaries, the source of such payments to beneficiaries, and the time of such payments shall conform with the statutory requirements of Section 664(d)(2) of the Internal Revenue Code and with any regulations issued with respect thereto. My Trustee shall have the power to amend this Trust for the sole purpose of complying with the requirements of Section 664 of the Internal Revenue Code and regulations and ruling issued with respect thereto.

ITEM XIV

With respect to those funds distributable to The Salvation Army, Nashville, Tennessee, I direct that such funds be held in a separate fund by The Salvation Army, the income of which shall be devoted solely to the conduct of the programs of The Salvation Army administered by its officers based in Nashville, Tennessee. Accordingly, the use of this fund is intended to be restricted to operating expenses and to exclude (a) capital expenditures (except in case of a catastrophe) or (b) payment of debt service.

ITEM XV

Regardless of the item in my Will under which the charitable organizations referred to in Item V(b) are entitled to benefits, such organizations shall be subject to the requirements and benefits of Item V(d).

ITEM XVI

I direct that all death taxes payable on account of my death be paid from my residuary estate.

ITEM XVII

If any question should arise as to whether this my will makes proper provision for my dear sister, Mary Henderson Stanton, I have taken into account that she is already blessed with dependable annual income exceeding $200,000. Included therein is over $24,000 from an Annuity Trust which I created in 1981 which she will receive as long as she lives. Although she has always been most generous to me at Christmas and on my birthday, she seems oblivious of the needs of others and even resists the efforts of her daughter, me and others to spend money for her own health, comfort and proper care. I am forced to conclude, therefore, that funds from my estate will only be permitted to accumulate and not be of any benefit to my sister.

IN WITNESS WHEREOF, I have executed this My Last Will and Testament, typewritten upon seven (7) pages, and for the purpose of identifying the same I have signed by initials to each of the foregoing pages this 28th day of NOV, 1986.

Barlow Henderson
BARLOW HENDERSON

Signed, published and declared by the said Barlow Henderson 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 presence of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Lisa J. Hankins residing at 4304 Harding Rd.

Jeanne R Hardman residing at Same

STATE OF TENNESSEE, DAVIDSON COUNTY

I George L. Rooker, 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 181 Page 287
Given under my hand and official seal, at office, in Nashville, this 24th of Dec. 1992.

GEORGE L. ROOKER, CLERK

By Robert H Byrd
Deputy Clerk

AFFIDAVIT

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STATE OF TENNESSEE
COUNTY OF DAVIDSON

Tina J. Harkins and Jennie R Harshman each being first duly sworn, make oath that each served as a witness to the Last Will and Testament of Barlow Henderson, which Last Will and Testament is dated Nov 28, 1986, that each has examined the attached paper writing and each states that it is the Last Will and Testament of Barlow Henderson, that it was executed by him as and for his Last Will and Testament, in the presence of each of the affiants who, at his request and in his sight and presence, and in the presence of each other, subscribed their names thereto as attesting witnesses; that said Last Will and Testament was executed on the day it bears date and that at the time of execution thereof the said Barlow Henderson was of sound and disposing mind and memory and was more than eighteen (18) years of age.

This affidavit is being given at the request of Barlow Henderson.

Tina J. Harkins

Jennie R Harshman

Sworn to and subscribed before me,
this 28th day of November 1986.

Lillian C Casey
Notary Public

My commission expires:

7.7.7.9.1.

IDENTIFICATION REFERENCE

DEC 29 3 40 PM '92

REGISTER'S OFFICE
DAVIDSON COUNTY, TN

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