THE WILL

OF BOOK 9058 PAGE 86

JOHN THORNTON DORSEY, JR.

I, JOHN THORNTON DORSEY, JR., residing and domiciled in Metropolitan Nashville-Davidson County, Tennessee, make, publish, and declare this as my Will, hereby revoking any Will heretofore made by me.

1. Appointment of Executor. I appoint my daughter, FRANCES WALLER DORSEY, and my son, JEFFERSON THORNTON DORSEY, Co-Executors of my will. If for any reason my daughter fails or ceases to serve, I appoint my son sole Executor. If for any reason my son fails or ceases to serve, I appoint my daughter sole Executor. I direct that no bond nor inventory nor accounting be required of any Executor. Whenever the term "Executor" or "Trustee" is used herein, it shall be deemed to apply to the party or parties acting, and any reference to a party in one gender shall be deemed to mean the proper gender.

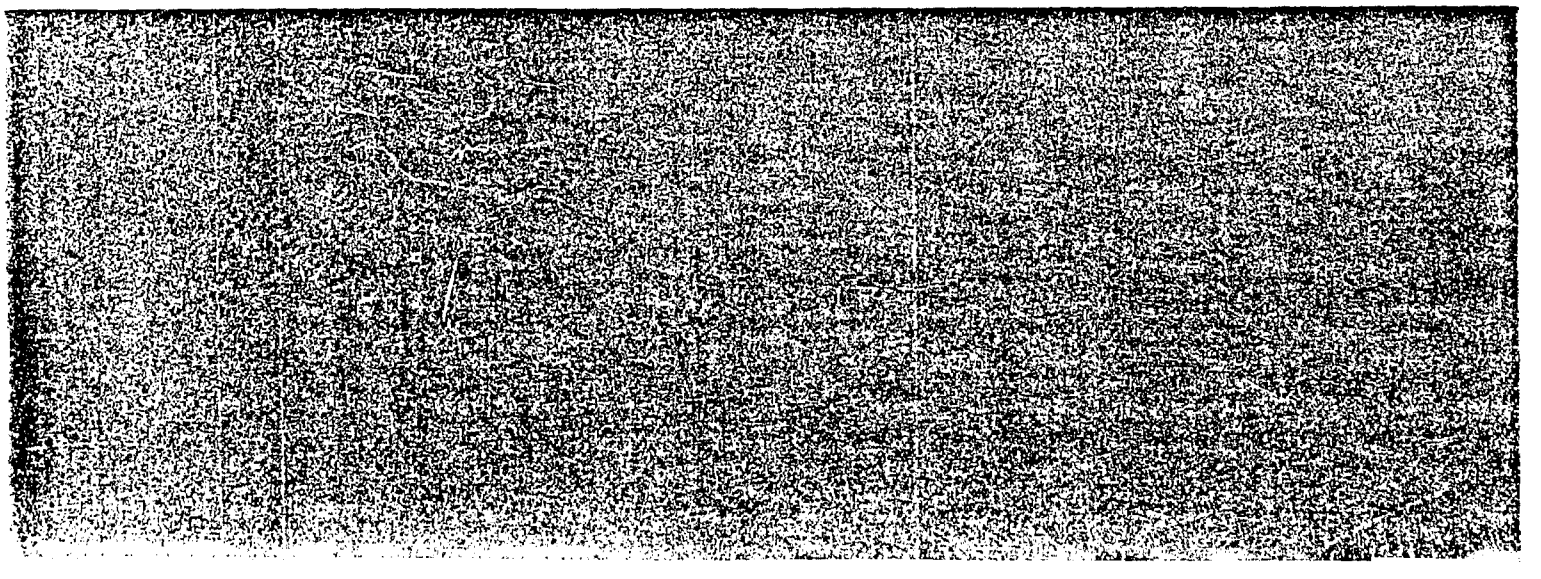
2. Payment of debts and taxes. I direct that all my just debts (except debts secured by mortgage or other security instruments, which may be paid off or retained, in my Executor's discretion), including funeral and testamentary expenses and the expenses of my last illness, be paid as soon as practicable after my death. I direct that all taxes that become payable by reason of my death, except generation-skipping taxes imposed by the Internal Revenue Code or by any State, be paid out of my residuary estate without apportionment, and that the proceeds of any life insurance that are payable to my estate may be used for the payment of debts and taxes.

3 (a) Devise of Household Furnishings. Subject to the limitations and exclusions stated in 3 (b) below, I give to my two children, FRANCES WALLER DORSEY and JEFFERSON THORNTON DORSEY, if they survive me for thirty days, all those household appliances and articles of furniture, art, silver serving, tableware, and flatware, other silver, crystal and other glassware, decoration, and bric-a-brac which were not the property of my second deceased wife, CLAIRE LINDEGREN LERMAN, and which were the property of my first deceased wife, ANN WALLER DORSEY and/or myself, to be divided by my children as nearly equally as practicable while having regard for their specific preferences, and I direct that if they cannot agree who should have any specific items they shall draw lots for them. Items wanted by neither may be offered to friends or to a suitable charity, or in such instances as they agree upon for readily salable items, sold, the net proceeds to be assigned to my residuary estate.

3 (b) The Will of my second deceased wife, CLAIRE LINDEGREN LERMAN, in its Pages 1 and

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2. Paragraphs 3 (a) and 3 (b), bequeathed certain named items of furnishings and personal effects to her three children, AVERIL LERMAN, LISA GABRIELLE LERMAN, and ALEXANDER CARL LINDEGREN LERMAN; I direct my Executor to deliver to each of them any such items as may remain in my possession at the time of my death. The same Will of CLAIRE LINDEGREN LERMAN, on Page 2, Paragraph 3 (c), left to me certain items and categories of items of her personal effects, to use as long as I wished or throughout my life, such items then to go to her three children. I direct my Executor to make such items available to her three children for a mutually convenient and reasonable time following their taking one or more good looks around, after which time any such items remaining unclaimed or unspoken for by AVERIL, LISA, and ALEXANDER will be considered to have been given to me by CLAIRE, and which I now give to my two children, JEFFERSON and FRANCES, to divide or dispose of as specified in 3 (a) above

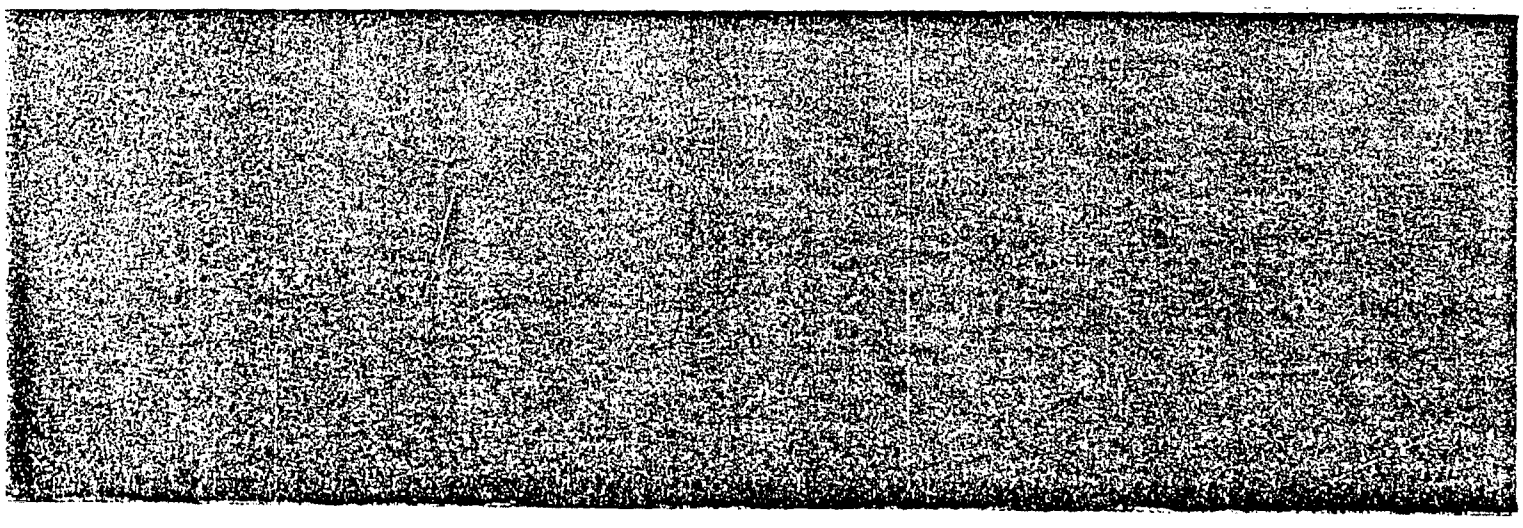
3 (c) Devise of All Remaining Personal Effects. To my daughter, FRANCES, I give the gold wedding band that I wear on my left hand. To my son JEFFERSON I give the gold signet ring that I wear on my right hand. To my step-daughter AVERIL I give the small stone Buddha from my desktop. To my step-daughter LISA I give the small Khmer apsaras from the mantelpiece. To my step-son ALEXANDER I give the ivory head of a Laotian woman from my desktop. To my son and daughter JEFFERSON and FRANCES I give all the remainder of my personal effects: automobile(s), furnishings and appliances, books, computer and peripheral equipment, stereo equipment, records and tapes, television set, radios, telephones, camera(s), tools, clothing, and all other tangible personal effects. All of these are to be divided or disposed of as provided in 3 (a) above.

3 (d) The children of a deceased child of mine shall take by representation their parent's share of my household furnishings, appliances, and personal effects identified in 3 (a), 3 (b), and 3 (c) above. My Executor may distribute the share of a grandchild who has not reached his or her eighteenth birthday to such grandchild or to the responsible person with whom such grandchild is residing. If in my Executor's judgment any such property is not suitable for delivery, my Executor may retain it in safekeeping for future delivery or may dispose of it as provided in 3 (a) above.

3 (e) Devise of Real Property. (1) I give my house and lot at 2920 22nd Avenue, South, Nashville, Tennessee, to my children FRANCES and JEFFERSON, to own jointly and equally. (Should you decide to sell it, I recommend that you seek the advice and agency of PENNY TESELLE, realtor, or if she not be available, those of one of her colleagues recommended by her husband, EUGENE TESELLE.) Likewise I give to FRANCES and JEFFERSON, equally and jointly, my interest in properties which I inherited in Lee and Chambers Counties, Alabama. (The relevant papers are in my safety deposit box, currently #856 at Green Hills branch, NationsBank, Nashville. A key is in the "Will" folder in my desk. I suggest that you hold on to the Lee County farm property that I own jointly with my brother WALTER CULLARS

 John T. Dorsey, Jr.

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DORSEY; it is the last remaining portion of the old Dorsey plantation, acquired by my great great-grandfather ISHAM DORSEY; it occasionally produces income, and may increase in value over the years As for the other two properties, in each of which my brother WALTER and I share half-interest, I suggest you follow his advice; he has been trying to sell the lot in Opelika, with my agreement and that of the owner of the other half-interest in it, your great-uncle WALTER CULLARS, JR. No doubt the same would apply to the Chambers County farm, should a viable buyer appear. This, like the lot in Opelika, was acquired by my mother's father WALTER CULLARS, as an investment, I believe.)

The surviving children of a deceased child of mine shall take their parent's share by representation. The shares of any such children who have not reached their twenty-first birthday shall be added to the trusts provided for them in 4 (e) and 4 (f) below.

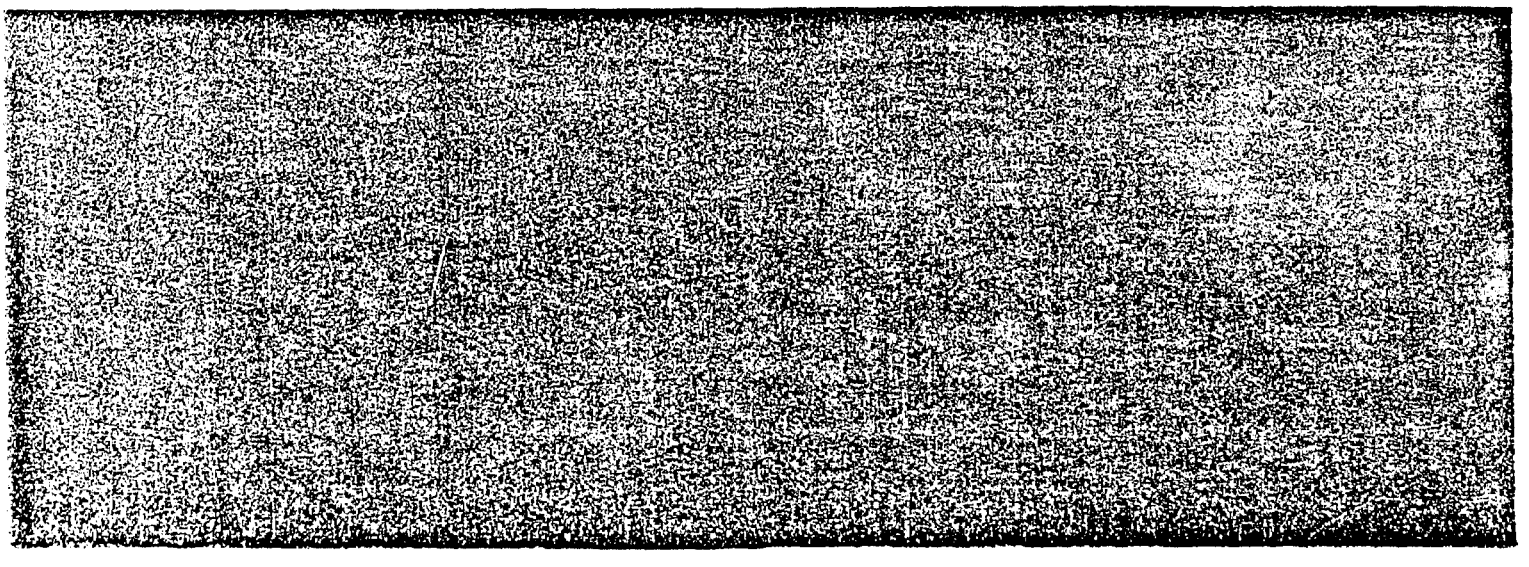
4 (a) Distribution of Residuary Estate. (i) To my grandchildren JASMINE MUNRO DORSEY, GALEN MICAH BURROWS, and CLAIRE ALANA ANNELISA BURROWS, I give one thousand dollars each, to be placed in bank savings accounts by their parents and applied to my grandchildren's educational expenses or other necessities, as decided by the parents in discussion with their children, until each grandchild's eighteenth birthday, when each child's decision shall dispose of any remainder. (ii) To my son-in-law JOHN FREDERICK BURROWS and to the mother of my granddaughter Jasmine, SARAH MUNRO, I give five thousand dollars each. (iii) To CASSIE SIMPSON, a good friend to my wife Claire and myself, I give one thousand dollars. (iv) All the rest, residue and remainder of my estate, real, personal, and mixed, of whatever kind and wherever situated, including the proceeds of any insurance payable to my estate, I give to my daughter, FRANCES WALLER DORSEY, and my son, JEFFERSON THORNTON DORSEY, if they survive me for thirty days, in equal shares, subject, however, to the following provisions:

4 (b) My Individual Retirement Account is now with Benham Capital Funds (see folder in desk file drawer marked "IRA"). Execution of this part of my will subjects funds in this account to income tax, the amounts originally invested and any gains or dividends since then having been exempted from income taxes until withdrawn. The same applies to the amount I received from CLAIRE as beneficiary of her TIAA-CREF policies, to the extent I have not already drawn upon it for income. All other securities, bank and savings accounts, or other instruments owned by me, are subject to income tax only for the current year's interest, dividends, or capital gains. Other than Benham Capital Funds, I have accounts with NationsBank (Green Hills Office), Prudential Securities (contact: Tom Walker), Southern Star Investment Club (contact: Horace Williams, V.U., Mathematics), and V.U. Employees Credit Union.

4 (c) My intention has always been to provide equally for my daughter FRANCES and my son JEFFERSON, taking into account that their needs have varied at different times and situations. Thus,

 John T. Dorsey, Jr.

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AFFIDAVIT OF WITNESSES TO PROVE WILL BOOK 9058 PAGE 89

OF

JOHN THORNTON DORSEY, JR.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared Stephen Force and Pam Angel,

and _____ before me, a Notary Public in and for the State and County aforesaid, who after being duly sworn depose and say that they attested the execution of the foregoing Will by JOHN THORNTON DORSEY, JR. at Nashville, Tennessee, on the 6 day of ~~June~~ July 1992: that on that day said JOHN THORNTON DORSEY, JR. subscribed said Will and declared and acknowledged it to he his Will, in their presence and sight and in the presence and sight of each other, and requested them to sign their names as attesting witnesses; that thereafter on that date, in pursuance of said request, they subscribed said Will as attesting witnesses in the presence and sight of said Testator and in the presence and sight of each other; that said Testator appeared to them at that time to be of full age and of sound mind and memory and not under any restraint or compulsion and competent in every respect to make a Will; and that they make this affidavit at his request.

Stephen Force

Pamela S. Angel

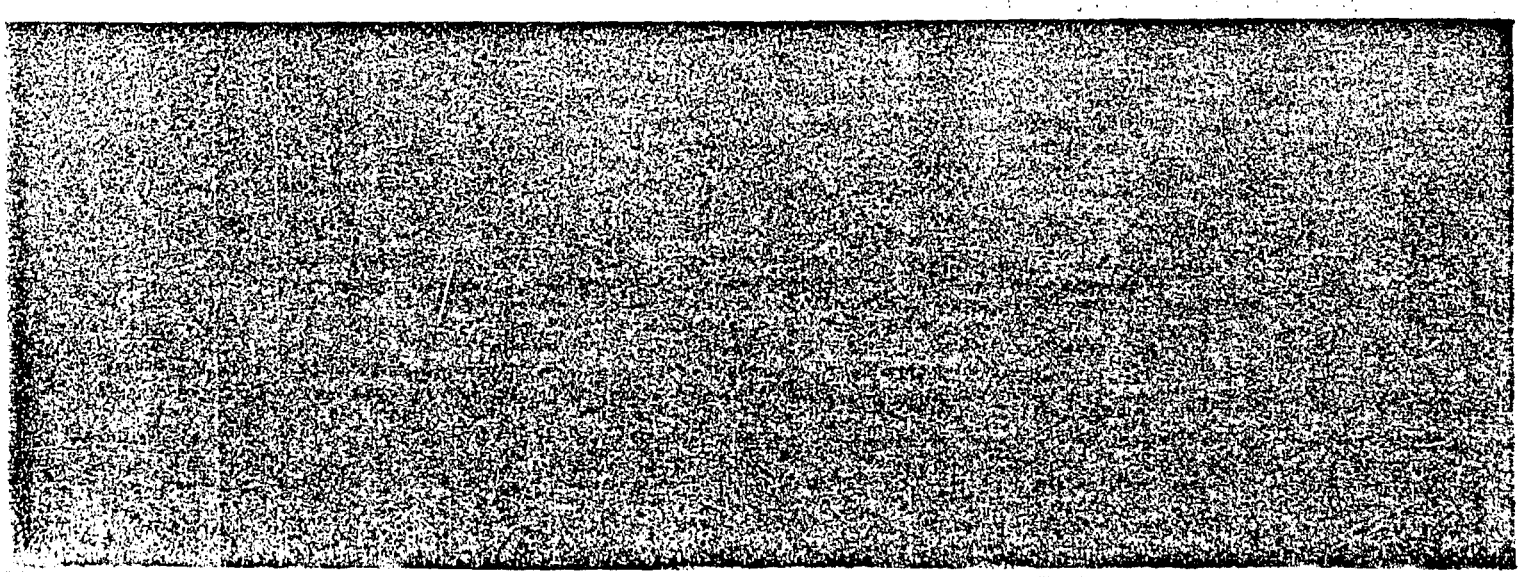
Sworn to and subscribed before me this 6 day of July, 1992.

My commision expires

9-11-95

Notary Public

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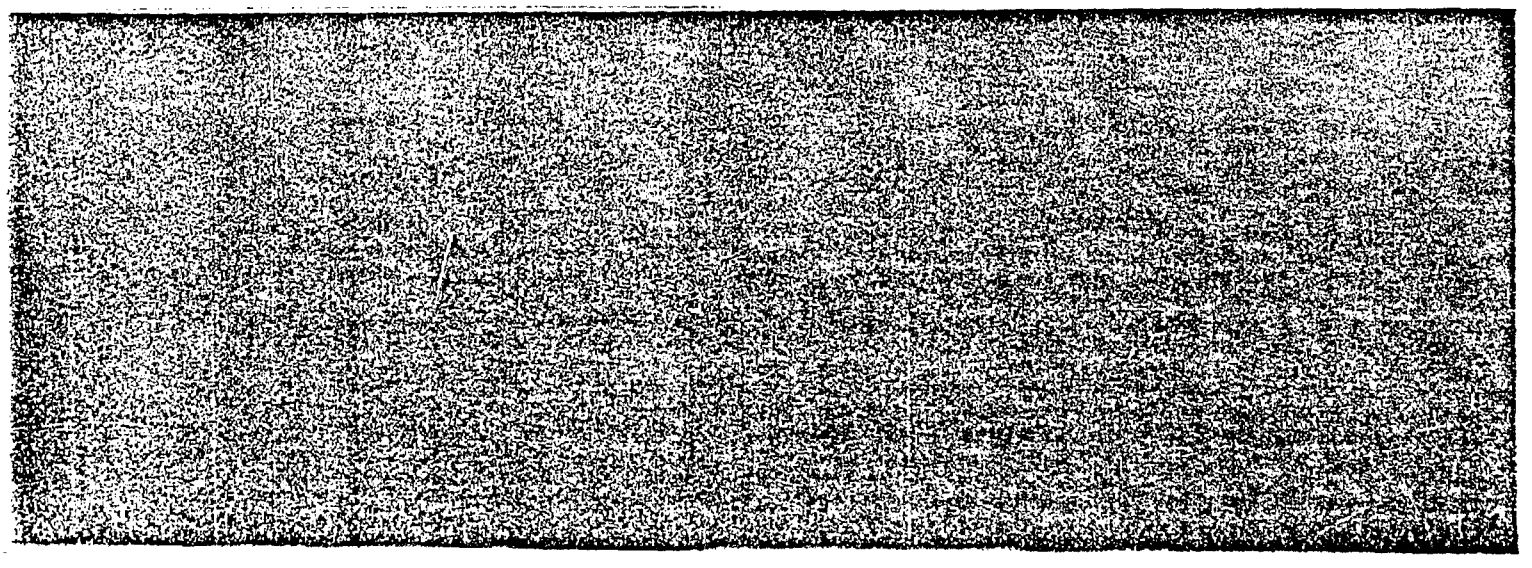
since September of 1983, following their mother's death, I have tried to keep an account of amounts transferred to each of them by gift and/or loan. Attached to this Will is the most recent tabulation and balance of these transfers. This can be made current by adding to the list for each of them any amounts indicated by check stubs in my current and recent check books, and less frequent charges to my two credit card accounts. (These can currently be found in my desk file drawer on the right.) Should my death occur at a time when the amount transferred to one is less than the amount transferred to the other, I direct that the difference thereby created be equalized in the division between my son and daughter of my residuary estate, or, if this cannot be done because of insufficient funds, that they complete the equalization from the income and/or eventual sale of any of the real property left to them in 3 (d) above, in this case taking into account interest that would have accrued had the amount outstanding been kept in a bank savings account from the date of my death. Also, any loans to my daughter or my son are hereby forgiven; any words on cancelled checks or checkbood stubs, or in correspondence or in documents listing transfers to them, that indicate "loan," "advance," or the like, are to be disregarded, to the end that all previous transfers to them be treated as advances on their inheritance from me.

4 (d) At her request, I have retained custody of an amount remaining after partial distribution to my daughter FRANCES of her inheritance from my mother. (At his request, my son JEFFERSON has already received full distribution of his equal inheritance from my mother.) If I have not, at the time of my death, transferred to Frances the full amount in this account in my name (called a "Liquid Investment Account" and numbered 011151-924-5, NationsBank, Green Hills Office), or any successor account created by transferring these funds to it, any amount remaining untransferred is not, in apportioning my son's and daughter's shares, to be treated as a part of my residuary (or any other part of my) estate. I have served only as custodian for these funds, and they should be transferred directly to her.

4 (e) If my daughter FRANCES does not survive me for thirty days, I give thirty percent of her share of my property to her husband, JOHN FREDERICK BURROWS, if he survives me for thirty days, and seventy percent to her issue who survive me for thirty days, in equal shares; provided, however, that if her husband does not survive me for thirty days, I give all of my daughter's share to her issue who survive me for thirty days, the children of a deceased grandchild of mine who are living at the time of my death to take their parent's share by representation, and provided further that if a child of my deceased daughter (or a child of a deceased child of hers) who survives me for thirty days has not reached his or her twenty-fifth birthday at the time of my death, such child's share shall be held in trust by JOHN FREDERICK BURROWS as my Trustee or, if for any reason he fails or ceases to serve, by my son, JEFFERSON. I direct that no bond be required of a Trustee. My Trustee shall use the income and such of the principal of the trust assets as may be needed for such child's support.

 John Hoorey, Jr.

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maintenance, and education, making payments to or for the benefit of the child and accumulating any income not immediately needed, until such child reaches his or her twenty-fifth birthday, when the trust shall terminate and my Trustee shall pay over all assets in it to such child, free of trust, but if in my Trustee's judgment such child is incapable, mentally or physically, of managing his or her financial affairs at that time, the trust assets shall vest in such child, but my Trustee shall continue to manage them until the child becomes, in my Trustee's judgment, capable of managing his or her financial affairs, up to and including such child's entire life if necessary.

If a child of my daughter dies before receiving distribution of all my property held in trust for his or her benefit, the remaining assets shall vest in his or her surviving issue if any or, if none, in my daughter's surviving issue, the children of a deceased child to take their parent's share by representation, or, if none, in my son JEFFERSON or his surviving issue by representation.

4 (f) If my son JEFFERSON does not survive me for thirty days, I give thirty percent of his share of my property to his former wife, SARAH MUNRO, the mother of my granddaughter JASMINE MUNRO DORSEY, if Sarah survives me for thirty days, and seventy percent to his issue who survive me for thirty days, provided, however, that if Sarah does not survive me for thirty days, I give all of my son's share to his issue who survive me for thirty days, the children of a deceased grandchild of mine who are living at the time of my death to take their parent's share by representation, and provided further that if a child of my deceased son (or a child of a deceased child of his) has not reached her or his twenty-fifth birthday at the time of my death, such child's share shall be held in trust by SARAH MUNRO as my Trustee or, if for any reason she fails or ceases to serve, by my daughter FRANCES WALLER DORSEY, and I direct that no bond be required of a Trustee. My Trustee shall use the income and such of the trust assets principal as may be needed for such child's support, maintenance, and education, making payments to or for the benefit of such child or children and accumulating any income not immediately needed, until each such child's twenty-fifth birthday, when the Trust shall terminate and my Trustee shall pay over all assets remaining that are due to such child, free of trust; but if in my Trustee's judgment such child is mentally or physically incapable of managing his or her financial affairs at that time, the trust assets shall vest in such child, but my Trustee shall continue to manage them until the child becomes, in my Trustee's judgment, capable of managing his or her financial affairs, up to and including such child's entire life if necessary.

If a child of my son dies before receiving distribution of all my property held in this trust for his or her benefit, the remaining assets shall vest in his or her surviving issue if any or, if none, in my son's surviving issue, the children of a deceased child to take their parent's share by representation, or, if none, in my daughter FRANCES or her surviving issue by representation.

 John F. Dorsey, Jr.

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5. Spendthrift Trusts. I direct that 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 any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to anticipate, sell, mortgage, or encumber it, or any part thereof.

6. Division of Assets. At any time when it becomes necessary to divide assets among any of the trusts herein created, or within any of the trusts, or to distribute assets, such division or distribution shall be made in such manner as the Trustee deems proper and may be made in cash or in kind or partly in each. The judgment of the Trustee on the relative value of assets shall be binding on all parties interested. In making distribution of trust assets the Trustee shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Trustee may make division and distribution of trust assets without regard to the basis of such assets for Federal or State income tax purposes.

7. Final Distribution. Notwithstanding anything in this will to the contrary, no trust created by its terms shall continue in existence beyond twenty-one years after the death of the survivor of my issue who are living at the time of my death; at such time any trust which is still in existence shall immediately terminate and the properties therein shall be distributed to the beneficiaries thereof irrespective of their ages.

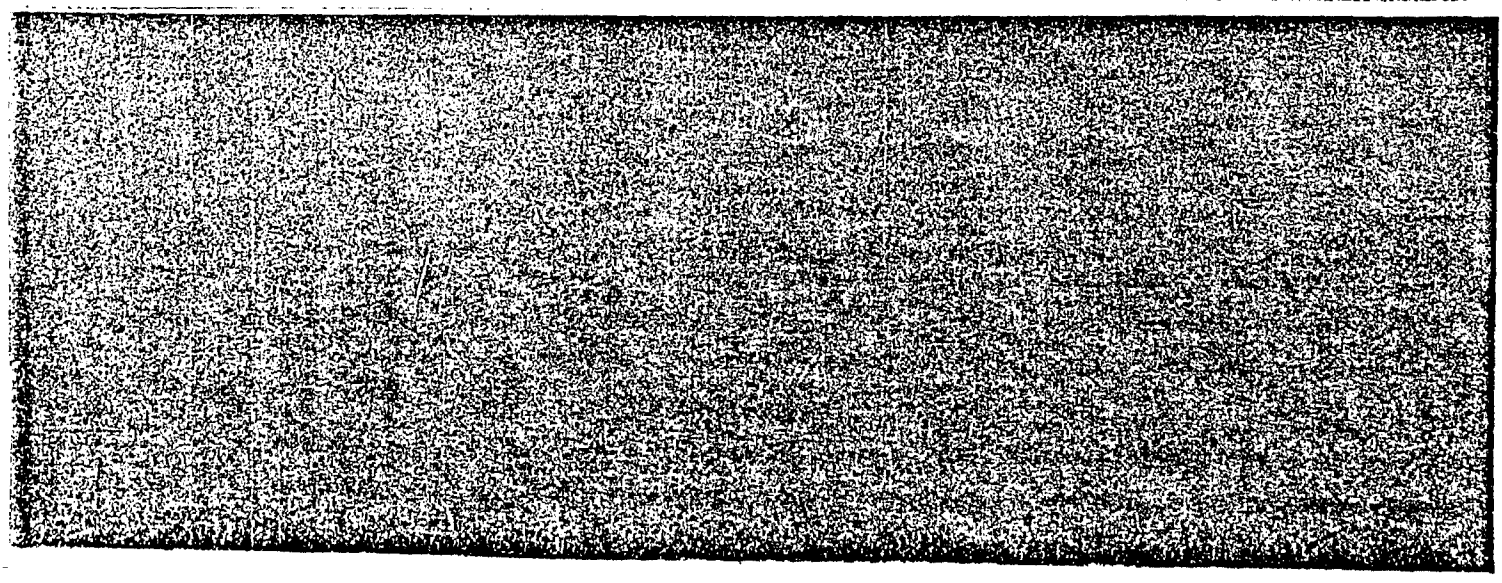
8. Successor Trustee. If at any time it becomes desirable in the judgment of a majority of the income beneficiaries of a trust (including minor beneficiaries acting through their natural or legal guardians) to change any Trustee who may be serving as Trustee or Successor Trustee under this Will, a majority of the income beneficiaries or their guardians shall have the right to remove the Trustee and to designate a fiduciary institution, which may but is not required to be a Tennessee corporation, as Successor Trustee of such trust. Such Successor Trustee shall not be required to make bond unless required to do so by the person or persons making the appointment. A Successor Trustee shall have all the rights, powers, and duties conferred and imposed upon the Trustee named herein.

9. Powers of Executors and Trustees. I vest my Executors, in the exerise of reasonable discretion with respect to all property, real and personal, at any time forming part of my estate, and my Trustees with respect to any property held by them in trust for my beneficiaries, with the following powers, but subject to all instructions given in this Will:

(1) To reserve ample funds for all estimated debts, expenses, and taxes and thereafter to permit beneficiaries, pending the administration of my estate, the use of my property that will go to them or be used for their benefit. (2) To sell or transfer any real or personal property of the estate or

 John T. Dorey, Jr.

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a trust and to execute bills of sale and deeds as fiduciary. (3) To lease property and execute leases (4) To enter contracts binding on the estate, such as for casualty insurance on or repair and maintenance of real estate, that are reasonably incidental to the administration of the estate until the beneficiaries have the opportunity to take possession of the property I am giving them or putting in trust for their benefit. (5) To settle claims against the estate or claims held in behalf of the estate. (6) Subject to the making and keeping of appropriate records identifying the equitable rights of each beneficiary, to invest trust funds in undivided interests in negotiable or nonnegotiable securities or other assets. (7) To deposit estate or trust funds in one or more accounts carried by my Executors or a Trustee in a clearly specified fiduciary capacity in one or more banks whose deposits are insured under the Federal Deposit Insurance Act. (8) To bring actions at law or in equity for the protection of the assets or interests of beneficiaries or for the enforcement of this Will. (9) To employ attorneys, accountants, or other persons and to deduct the expenses of their employment from the principal of my residuary estate or the assets of the particular trust that is being administered. (10) To allocate receipts and disbursements to either principal or income of the estate or a trust. (11) To exercise voting rights and all other rights incidental to the ownership of corporate stock or other securities that are assets of my estate or a trust. (12) To register nonassessable securities constituting assets of the estate or a trust in the name of my Executors or an Executor or a Trustee without disclosure that such securities are held in a fiduciary capacity, provided, however, that this action shall not affect my Executors' or Executor's or Trustee's fiduciary liability to the beneficiaries.

10. Definition of "Issue." Whenever used in this Will, the word "issue" shall include adopted as well as natural descendants

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of July, 1992.

John T. Dorsey Jr (SEAL)
JOHN T. DORSEY, JR., Testator
(JOHN THORNTON DORSEY, JR.)

Attesting Witnesses:

Stephen E. Fogg (NationsBank, Green Hills Nashville)

Pamela S. Angl " " " " "

Page 7 of 7 pages of my Will John T. Dorsey, Jr.

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IDENTIF. & REFERENCE

PICK-UP

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STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. 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. In Will Book 150 Page 20
Given under my hand and official seal, at office, in Nashville, this 20th of August 19 93.

RICHARD R. ROOKER, CLERK

By Dale C. Hyzer
Deputy Clerk