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LAST WILL AND TESTAMENT

OF

CHARLES EDWARD CREAGH

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I, CHARLES EDWARD CREAGH, a resident of Nashville, Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

I.

I appoint GEORGE GADSBY CREAGH to be the Executor of this my Last Will and Testament and direct that no bond be required for the faithful performance of his duties; I vest my Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death, at such time and price, and upon such terms and conditions (including credit) as he may determine, and to do every other act and thing necessary or appropriate to the complete administration of this Will. My Executor may borrow such sums of money and for such periods of time and upon such terms and conditions as he shall deem advisable, and may pledge as security for the repayment thereof, any part of my estate, real or personal, in order to provide for payment of estate and inheritance taxes and the expenses of administration.

II.

I direct that all my legally enforceable debts, funeral expenses (including the cost of a suitable monument at my grave) and the costs of the administration of my estate be paid as soon as practicable after my death. My Executor in his sole discretion may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

PAGE ONE OF MY WILL Charles E. Creagh

I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes (together with any penalty thereon), assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a power of appointment, without contribution by any recipient of any such property.

III.

My beloved wife, GEORGIA GADSBY CREAGH, is the owner of all the household fixtures, furnishings and furniture, rugs, silverware, linens, books, pictures, china, kitchen utensils and other such articles of personal property located at our residence and I hereby confirm her title thereto.

IV.

To the individuals listed below, I bequeath the following:

A. To my son, CHARLES EDWARD CREAGH, JR., if he shall survive me, the large painted metal Creagh Family Crest presently mounted on the wall of our home.

B. To my son, GEORGE GADSBY CREAGH, all of my clothing and personal items and effects, except for my personal desk. I request that George will give to Ed such items as he thinks Ed would like to have, and I rely entirely on George's discretion in this matter.

C. To my wife, GEORGIA GADSBY CREAGH, my personal desk.

 Charles E. Creagh

D. To my grandson, CHARLES E. CREAGH, III, all scrapbooks and momentos of my career with Metropolitan Life Insurance Co., particularly "This Is Your Life" momento.

I have made certain insurance on my life payable to those of my following named children -- DORIS CREAGH JANSING of Brentwood, Tennessee; CHARLEEN CREAGH CRESON, of Memphis, Tennessee; CHARLES EDWARD CREAGH, JR., of Denver, Colorado; GLORIA CREAGH HALE, of Kingsport, Tennessee; GEORGE GADSBY CREAGH, of Nashville, Tennessee; and SHELBY CREAGH, of Sanibel Island, Florida. To each of these named children who survive me, I bequeath an amount equal to the difference between SEVENTY-FIVE HUNDRED ($7,500.00) DOLLARS and the amount of any life insurance which I have made payable to said child, so that each such named child who survives me will receive a total of SEVENTY-FIVE HUNDRED ($7,500.00) DOLLARS made up of the proceeds of such life insurance policy, and cash from my estate.

To each of my grandchildren, living at my death (children of those six children of mine named in the previous paragraph), I bequeath the sum of FIVE HUNDRED ($500.00) DOLLARS each.

V.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises and all life insurance payable to my estate (but excluding any property over or concerning which I may have any power of appointment, it being my intent not to exercise any such power of appointment), I bequeath and devise in fee to my beloved wife, GEORGIA GADSBY CREAGH, if she survives me for thirty (30) days. If my said wife shall not survive me for thirty (30)

 Charles E. Creagh

days, then I bequeath and devise the said property in fee and in equal shares to those children of my marriage with GEORGIA GADSBY CREAGH, who survive me, or to their issue, per stirpes, and this Will shall be construed as though my wife had predeceased me.

IN WITNESS WHEREOF, I have to this my Last Will and Testament, consisting of Four (4) typewritten pages, including the attestation clause, each page of which is identified by my initials, subscribed my name this 22 day of March, 1978.

Charles Edward Creagh
Charles Edward Creagh

Signed, published and declared by Charles Edward Creagh the above-named Testator, to be his Last Will and Testament, in the presence of us and each of us, whereupon we at his request and in his presence and in the presence of each other have hereunto set our names as subscribing witnesses on this 22 day of March, 1978, this attestation clause having first been read aloud to us in the presence of the Testator and we have noted and hereby certify that the above-mentioned events took place in fact and in the order stated.

Sharon Holmes (Name) 6100 Mingle Dr. Memphis, Tn (Address)

Elizabeth W. Madsen (Name) Memphis Tennessee (Address)

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STATE OF TENNESSEE)

COUNTY OF SHELBY)

Elizabeth M. Henderson and Sharan Holman,

after being first duly sworn or affirming, make oath and affirm that the foregoing Last Will and Testament was signed by CHARLES EDWARD CREAGH, as and for and at that time acknowledged, published and declared by him to be his Last Will and Testament in the sight and 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 subscribed our names as attesting witnesses on this 22 day of March, 1978; and we further make oath or affirm that the Testator was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person, and was more than eighteen (18) years of age; and that each of us is more than eighteen (18) years of age; and this Affidavit is made at the request of the Testator.

Elizabeth M. Henderson Sharan Holman

SWORN TO AND SUBSCRIBED before me this 22nd day of March, 1978.

Judith L. Daniels
Notary Public

My Commission Expires:

1-21-50

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IDENTIF. & REFERENCE

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FELIA ... REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

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: Minute Book 379 Page 353

Given under my hand and official seal, at office, in Nashville, this 26th September 1994.

RICHARD R. ROOKER, CLERK

By Sheila C Riggs
Deputy Clerk