DAO. Co. File Box 8-JE

(1)

#P-96-1713

FILED

ENTERED 7-18-96

BOOK 59 PAGE 625-630

JANICE W. JORDAN, Clerk & Master

LAST WILL AND TESTAMENT
OF
DOROTHY C. LEEK

I, Dorothy C. Leek, a citizen of the United States, residing in Williamson County, Tennessee, do make, publish and declare this my Last Will and Testament, hereby revoking all prior Wills and Codicils.

BOOK 10408 PG 120

ITEM I

Identifications and Definitions

As used in this Will, the following identifications and definitions shall apply:

A. Family Description. My husband, Thomas S. Leek, is referred to herein as "my husband." I have two (2) children. They are Lisa Louise Cook Robertson and Jo Ann Cook. The terms "child" or "children" when referring to my children shall only mean the children named herein and these words shall be construed herein in the appropriate number and gender as the context requires.

B. In referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice-versa, if the context indicates that such a reading would be appropriate. If a successor Executor or Trustee is appointed, then reference to the word "Executor" or "Trustee" shall be deemed to refer to such successor Executor or Trustee.

C. The term "Marital Trust" is to be interpreted to mean the trust created for my husband which is intended to qualify for the marital deduction allowed by the Federal estate tax law applicable to my estate.

D. The term "Code" is to be interpreted as a reference to the Internal Revenue Code of 1986, as amended, or any successor federal laws.

E. The terms "inclusion ratio" and "generation-skipping transfer tax exemption" are to be construed as those terms are defined in Chapter 13 of the Code.

F. Item title headings are general descriptions only and are not to be construed as adding, deleting or replacing the contents of any Item.

ITEM II

Payment of Expenses, Claims and Taxes

The following provisions shall be applicable to the payment of expenses, claims and taxes.

A. I direct that the debt to my husband be paid by distributing to him the sum of $100,000.00. Such debt shall be paid as soon as may be convenient after my death. I intend for this transfer to be categorized as a prior debt of the decedent eligible for an estate tax deduction. If, however, such deduction is disallowed, then I intend for this transfer to qualify for the marital deduction allowed by the Federal Estate Tax law applicable to my estate. All questions which arise with respect to the distribution of said property shall be resolved accordingly.

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.
JANICE W. JORDAN, Clerk & Master

B. I direct that all of my remaining just debts (except secured debts, which may be paid off or retained in the discretion of my Executor) including unpaid charitable pledges, funeral expenses and the cost of administration of my estate, be paid as soon as may be convenient after my death. My Executor, in his sole and absolute discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. Except as otherwise provided herein, I further direct that all estate, inheritance, generation-skipping transfer and other taxes of the same nature which are payable because of my death with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate (after any reductions due to amounts passing to the Marital Trust for my husband or to any charity which qualifies for an estate tax deduction) as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property. Any interest and penalties payable with respect to said taxes shall be a charge against the income from my residuary estate. Provided, however, my Executor shall, to the extent possible and practicable, seek reimbursement for recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I had a qualifying income interest for life, over which I had a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Code from which such property which such tax is not otherwise paid or payable. Each portion of my residuary estate with respect to which a federal or state generation-skipping transfer tax, if any, is payable, including any interest or penalties thereon, shall be charged directly with such tax. My Executor, in its sole and absolute discretion, may use the proceeds of any life insurance payable to my estate for the payment of debts or taxes.

ITEM III BOOK 10408 PG 121

Bequest of Tangible Personal Property

The following provisions shall be applicable to the distribution of my tangible personal property:

A. I intend to prepare a signed and dated memorandum setting forth my wishes concerning the distribution of certain items of my tangible personal property. It is my desire that my Executor locate such signed and dated memorandum and distribute such items to the individuals designated as recipients in such memorandum. If, however, no such memorandum is found and identified as such by my Executor within ninety (90) days after my death, then such memorandum shall be deemed null and void and all of my tangible personal property shall be distributed in the same manner as provided for in Paragraph B of this Item. In addition, any tangible personal property that is not listed on such memorandum or any tangible personal property that is listed on such memorandum and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made, shall be distributed in the same manner as provided for in Paragraph B of this Item.

B. I bequeath my remaining household furnishings, personal effects, automobiles and all other tangible personal property as well as all policies of insurance on such property or connected with its use (except cash on hand or deposit and the property bequeathed under the provisions of Paragraph A of this Item) to my children who survive me, to be divided between or among such children in as nearly equal shares, as to the value thereof, as

shall be practicable and in such manner, as to the individual items thereof, as such children shall desire. In the event that such children cannot agree upon such division, the division of such property between or among my children by my Executor shall be conclusive and final.

ITEM IV

Marital Trust

BOOK 10408 PG 122

If my husband survives me, then:

A. I give, devise and bequeath to my Trustee (which may be divided as provided below) an amount equal in value to 30% of my remaining estate after carrying out the foregoing provisions. In making the computations to determine said amount, the final determination in the federal estate tax proceedings shall control. Said amount as finally determined shall be designated as the Marital Trust and shall be distributed as provided in Paragraph C of this Item, keeping in mind the provisions of Paragraph L of Item IX. Notwithstanding the previous sentence to the contrary, if my husband makes a valid disclaimer in accordance with Tennessee law of a portion or all of his interest in the amounts set aside for his benefit pursuant to the provisions of this Item, then such amounts disclaimed shall not be designated as part of the Marital Trust, but shall be distributed in accordance with the provisions of Item V of this Will.

B. My Executor is authorized to satisfy the foregoing bequest in money or in kind or partly in each and if wholly or partly in kind, to select, transfer and convey the specific asset or assets so selected. Provided, however, any assets transferred in kind to satisfy said bequests shall be valued for that purpose at the value finally determined for federal estate tax purposes. To the extent possible, assets allocated to such bequest shall, in the aggregate, be fairly representative of all appreciation and depreciation in the value of all property which may occur while such property is held in my estate. This bequest shall carry with it (as income and not as principal) its proportionate share of the income of my estate from the date of my death. Further, only assets which qualify for the marital deduction shall be used to satisfy said bequest.

C. The Marital Trust established in this Item shall be held, administered and distributed, keeping in mind the provisions of Paragraphs L and M of Item IX and Paragraphs A and B of Item X, in accordance with the following terms and conditions:

1. During the lifetime of my husband, the Trustee shall pay the entire net income to him, at least quarter-annually. In addition, the Trustee is authorized to pay to or apply for the benefit of my husband such amounts of the trust principal as the Trustee, in its sole and absolute discretion, deems advisable for his support in the standard of living to which he is accustomed.

2. Upon my husband's death, the Trustee shall distribute to my husband's estate from this trust the amount requested by his personal representative to be paid from the Marital Trust in accordance with Section 2207A of the Code (and any corresponding provision of the applicable state law).

3. Upon my husband's death, any undistributed income shall be distributed to my husband's estate and the remaining principal, after taking into account the provisions of Subparagraph C.2 above, shall be distributed in accordance with the terms of Item V, bearing in mind the provisions of Paragraph L of Item IX.

ITEM V

Creation of Trusts Named For My Children

All of the rest, residue and remainder of my property, including any property being distributed hereunder upon the termination of the Marital Trust, if one is in existence, shall be held, administered and distributed by my fiduciary in accordance with the following provisions, bearing in mind the provisions of Paragraph L of Item IX.

A. With respect to my remaining estate property, said property shall be divided into as many separate and equal shares as I have children then living and deceased children with issue then living. One share shall be named for each living child, and one share shall be named for each such deceased child. With respect to the Marital Trust property, my Trustee shall create as many separate and equal shares as I have children then living and deceased children with issue then living. One share shall be named for each living child, and one share shall be named for each such deceased child. Each share shall be allocated an equal portion of the sum of the undistributed principal then held in the before mentioned terminating Marital Trust. ("Share" shall hereinafter refer to the portion of estate property comprising such share or the property allocated to such share from the Marital Trust.)

B. Upon the completion of the aforementioned divisions and allocations, each share named for a living child who has attained age forty-five (45) shall be distributed by my Trustee outright to such child. Each share named for a living child who has not attained age forty-five (45) shall be distributed by my Trustee to a separate trust named for and held for the benefit of that child, and each share named for a deceased child shall be distributed to a separate trust named for that child and held in separate shares for the benefit of that child's issue per stirpes.

C. Notwithstanding the above, if at the time that a share of the property from the terminating Marital Trust is to be distributed by the Trustee to a trust named for a child and created in this Item, a trust having the same inclusion ratio as a trust which would be established and named for such child is already in existence and is being administered under the provisions hereof, then such distribution shall instead be made by my Trustee as an addition to the trust then in existence and shall be held, administered and distributed as a part thereof.

D. My fiduciary is authorized to satisfy the foregoing distributions in cash or in kind, or partly in each, and if wholly or partly in kind, to select and distribute the specific asset or assets so selected. These distributions shall carry with them (as income and not as principal) their proportionate share of the income, including any distributed income of the beforementioned terminating trusts from the date of my husband's death. Also, in satisfying these distributions, to the extent possible each share shall receive its proportionate share of the aggregate cost basis of the Property.

E. The trusts created pursuant to this Item shall be held, administered and distributed in accordance with the provisions of Item VI.

F. If, at such time, I have no issue then living then the property shall be distributed in the same manner as provided for in Paragraphs F and G of Item VII.

ITEM VI

Distributions of Income and Principal From the Trusts Named For My Children

Each trust named for a child of mine shall be held, administered and distributed by the Trustee, keeping in mind the provisions of Paragraph L and M of Item IX, in the following manner. The term "child" is meant to refer only to the child for whom the Trust is named:

A. If my child is living upon the establishment of the trust, then the Trustee is authorized to distribute the trust income and principal for the benefit of my child and her then living issue, in such amounts and proportions among them as the Trustee, in its sole and absolute discretion, deems advisable for their support, health, education, and maintenance in reasonable comfort. Any amounts of income not so distributed shall be added to principal at least annually by the end of each calendar year. Provided, however, in making such distributions, the Trustee shall be guided by the following provisions: (i) While the right to determine the recipients of the distributions lies solely with the Trustee, it is first to advise with my child before making any such distribution to my child's issue; and (ii) The Trustee shall bear in mind that it is my primary concern that my child be properly cared for during her life.

B. If my child is not living upon the establishment of the trust or upon my child's death prior to the termination of the trust, then the trust shall be held in separate shares for the benefit of her issue then living, per stirpes. The Trustee is authorized to distribute the trust income and principal, in the Trustee's sole and absolute discretion, for the support, health, education and maintenance in reasonable comfort of the beneficiary of the trust or share thereof. Any amounts of income not so distributed shall be added to principal at least annually by the end of each calendar year.

C. The trust shall terminate and the principal and undistributed income shall be distributed upon such termination of the trust in accordance with the provisions of Item VII.

ITEM VII

Terminating Distributions of Trusts Named for My Children

Each separate trust named for a child of mine under this Will, shall be distributed in the following manner. The term "child" is meant to refer only to the child for whom the trust is named:

A. As my child attains the following ages, the following distributions shall be made:

1. Upon attaining age thirty-five (35), she shall receive an amount equal in value to one-third (1/3) of the fair market value of the principal held in the trust named for such child.

2. Upon attaining age forty (40), she shall receive an amount equal in value to one-half (1/2) of the remaining fair market value of the principal held in the trust named for such child.

3. Upon attaining age forty-five (45), she shall receive all of the remaining principal and undistributed income held in the trust named for such child and such child's trust shall terminate.

B. Following my child's death prior to the termination of the trust with issue then living, then as each beneficiary (other than my child) attains the following ages, he or she shall receive the following portions of the trust held for his or her benefit:

1. Upon attaining age thirty-five (35), he or she shall receive an amount equal in value to one-third (1/3) of the fair market value of the principal of his or her share of the trust held for his or her benefit.

2. Upon attaining age forty (40), he or she shall receive an amount equal in value to one-half (1/2) of the remaining fair market value of the principal of his or her share of the trust held for his or her benefit.

3. Upon attaining age forty-five (45), he or she shall receive all of the remaining principal and undistributed income of his or her share of the trust held for his or her benefit, and such trust as to that beneficiary shall terminate.

C. If any beneficiary (other than my child) dies before receiving his or her portion of the trust, but leaves issue surviving, such beneficiary's portion of the trust shall inure to the benefit of his or her issue then living, per stirpes.

D. If any beneficiary of the trust (other than my child) dies without issue surviving, such beneficiary's portion of the trust shall be held for the benefit of my child's issue then living, per stirpes.

E. If there is a complete failure of my child's issue before the trust is terminated, then at such time any properties remaining in the trust shall be distributed to my issue then living, per stirpes.

F. If there is a complete failure of my issue before the trust is terminated, or if, upon my death, my husband does not survive me and I do not have issue then living, then at that time any properties remaining in the trust or in my estate shall be distributed to the persons who may then be my heirs-at-law as determined under the laws of the State of Tennessee then in force.

G. If a distribution is to be made under the terms of Paragraphs C through E above to a beneficiary who has amounts held in trust for such beneficiary under this Will, then such distribution shall be added to the share then being held in trust under this Will for such beneficiary and shall be held, administered and distributed as a part thereof. Provided, however, if a beneficiary does not have a share then being held under this Will and such beneficiary is under age forty-five (45), then said distribution shall be held in trust for the beneficiary and shall be administered and distributed upon the same terms and conditions as a trust created under this Will. If a distribution is to be made under the terms of Paragraph F above to a beneficiary who has not attained age twenty-one (21), then my fiduciary shall instead distribute such property to the person or persons whom the fiduciary believes has custody of such minor beneficiary pursuant to the Tennessee Uniform Transfers to Minors Act in force on the date of this Will, and the receipt of such person or persons shall constitute complete and final acquittance of my fiduciary hereunder. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

H. Notwithstanding anything above to the contrary:

1. If, pursuant to Paragraphs B through F of this Item, the death of a beneficiary for whom a trust or share is named would, but for the application of this subparagraph, result in a taxable termination (as defined in Section 2612(a) of the Code) with

respect to one or more portions of the property comprising such beneficiary's trust or share, then the beneficiary shall have the power, exercisable only by specific reference to this power in such beneficiary's Last Will and Testament specifically citing this paragraph of this Item, to appoint such part or all of the assets otherwise distributable to such portion or portions, in an amount up to but not in excess of the amount, if any, above which any further addition to the amount subject to the power of appointment would increase the Net Death Taxes (as hereinafter defined) by an amount equal to or greater than the decrease in the generation-skipping transfer taxes that would result from such further addition to and among the creditors of the beneficiary's estate, in such proportions and in such interests and estates, whether outright or in lesser estates, or in trust or otherwise, as the beneficiary may direct. As used in this paragraph, the term "Net Death Taxes" shall mean the aggregate death taxes (including, without limitation, Federal, state, local and other estate taxes and inheritance taxes but exclusive of interest and penalties), after taking into account all applicable credits, payable with respect to the estate of the beneficiary.

2. If, however, under one or more other instruments the beneficiary for whom a trust or share is named has one or more other general powers of appointment exercisable and measured substantially as provided in Paragraph H.1 of this Item hereof, the amount the beneficiary may appoint under Paragraph H.1 hereof shall be reduced proportionally, based on the net fair market value of the principal of the trusts with respect to which such powers are exercisable as of the date of death of the beneficiary, so that the aggregate of the amount so appointable under this instrument and the amount or amounts so appointable pursuant to such other power or powers together shall be no greater than the amount otherwise appointable under Paragraph H.1 hereof.

3. Upon the death of a beneficiary for whom a trust or share is named, the Trustee of the trust or share named for such beneficiary (if so requested by the Executor of such beneficiary's estate or Trustee of such beneficiary's inter vivos trust) shall pay, from that part of the principal of the trust portion or portions over which the beneficiary's power of appointment is exercisable, all or part of any estate, inheritance and succession taxes imposed upon the beneficiary's estate, or imposed upon any of his or her beneficiaries thereof or of another trust named for the beneficiary, as a result of the inclusion of such assets in the beneficiary's gross estate for tax purposes. Such taxes shall be computed on a marginal (rather than an average) basis and shall be equal to the amount by which the total of such taxes equals or exceeds the total taxes which would have been payable if the value of such portion or portions (or part thereof) had not been included in the beneficiary's gross estate for tax purposes.

ITEM VIII

Trust Administrative Provisions

In the administration of the trusts herein created and the distribution of the income and principal thereof, the Trustee, in addition to and not by limitation of the duties and powers provided elsewhere in this Will or by law, shall be governed by the following provisions:

A. Whenever income and/or principal may be distributed to or for the benefit of a beneficiary, such distributions, unless specifically stated otherwise, may be made directly to such beneficiary or to others for the use or benefit of such beneficiary, as the Trustee deems proper. The receipt of the distributee shall be a sufficient acquittance for the Trustee. Further, such distributions may be made without the intervention of

any guardian or the approval of any court.

B. Any income from any trust herein created (other than the Marital Trust) accrued for any beneficiary which is undistributed at the time of the death of such beneficiary shall not be payable to the estate of such beneficiary, but shall be payable to the next income beneficiary of such trust or share thereof. No apportionment or accounting shall be made to the estate of any deceased beneficiary of such trusts for any amount of income undistributed on the date of death of such beneficiary.

C. Notwithstanding anything in this Will to the contrary, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who are living on the date of my death. Upon the expiration of such period, the principal and undistributed income thereof shall vest in the then permissible income beneficiaries of the trust with each beneficiary vested with the share held for his or her benefit. Provided, however, if there is more than one permissible income beneficiary of any such share, then each such beneficiary shall be vested with a pro rata portion of such share except that a parent shall take to the exclusion of his or her issue unless the Trustee has determined in writing, in its sole and absolute discretion, prior to such date and after taking into account the transfer tax effects of such vesting, that vesting in the issue is more appropriate. The share vested in a beneficiary pursuant to this Paragraph shall be distributed to him or her upon such beneficiary attaining the specific ages designated in Paragraph B of Item VII. Provided, further, if any beneficiary should die prior to receiving the principal vested in such beneficiary, then such principal shall be immediately distributed to such beneficiary's estate.

D. Except as provided in Paragraph H of Item VII, no part of any trust estate 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 sell or mortgage or encumber the same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise. In all circumstances, despite any provisions of law to the contrary, no power of appointment shall be subject to involuntary exercise.

E. No part of any trust estate herein created, nor the income thereof, shall be available to satisfy any payments any beneficiary may have for property settlement, alimony or like obligations incident to a separation or divorce from the beneficiary's spouse. Additionally, the Trustee shall notify the beneficiary of this provision at such time as the Trustee deems appropriate and again upon the Trustee's notice of a beneficiary's pending marriage. Further, the Trustee shall also notify the beneficiary of my desire that he or she enter into a prenuptial agreement prior to his or her marriage so as to generally protect the beneficiary's assets, and more particularly, distributions of income and principal hereunder from being used for the benefit of anyone other than the intended trust beneficiaries.

F. Notwithstanding any other provision of this Will, I hereby limit the general discretionary powers of the Trustee so that (i) no Trustee with a beneficial interest in the trust income or principal shall participate in any decision regarding a discretionary distribution to that Trustee personally or to any other beneficiary, except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Internal Revenue Code of 1986, as from time to time amended, and (ii) no Trustee may use trust income or principal to discharge the legal obligation of that Trustee individually to support or educate a beneficiary hereunder.

ITEM IX BOOK 10408 PG 128

Trustee's Powers

In the administration of the trusts herein created and the distribution of the income and principal thereof, the Trustee, in addition to and not by limitation of the duties or powers provided elsewhere in this Will or by law, shall have the following powers:

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. Said provisions (as in force on the date of execution of this Will) are hereby incorporated by reference herein as though fully copied verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. The Trustee may purchase real property and may (other than in the Marital Trust) establish a reasonable reserve for the repair, maintenance or improvement of any real property which the Trustee holds in trust. The reserve may be funded from trust income, and any reference to net income in this Will shall mean gross income less expenses charged to income and less the amounts set aside under this paragraph.

C. The Trustee is specifically authorized and empowered to invest any part or all of the principal of any trust created herein in stock, securities, common trust funds or other obligations of a Corporate Trustee or any of its affiliates or any entities which may be related or otherwise connected to it.

D. The Trustee may purchase (other than in the Marital Trust) life insurance on the life or lives of any person or persons in whom any beneficiary of any trust established in this Will has an insurable interest. The Trustee, in purchasing and maintaining such life insurance, may elect any type of option deemed appropriate by the Trustee.

E. Except as otherwise provided, the Trustee is authorized to commingle any and all trusts created herein having the same inclusion ratio (other than the Marital Trust) for the purposes of investment and administration, provided adequate records of each trust and each beneficiary's interest in such trust are maintained.

F. Whenever it shall become necessary to divide assets between the trusts herein created, or within any of said trusts, or to distribute any of said assets or to satisfy a pecuniary amount, such division or distribution shall be made in any manner deemed proper by the Trustee and may be made in cash or in kind, or partly in cash and partly in kind. Also, the judgment of the Trustee on the relative value of such assets shall be binding and conclusive on all interested parties.

G. After the death of my husband, the Trustee may terminate any trust created in this Will if the Trustee feels that the trust is insufficient in size to be properly administered for the best interest of the trust beneficiary or beneficiaries. Upon such termination, the principal and undistributed income thereof shall be distributed to the then permissible income beneficiaries of the Trust with each beneficiary receiving the share held for his or her benefit. Provided, however, if there is more than one permissible income beneficiary of any such share, then each such beneficiary shall receive a pro rata portion of such share except that a parent shall take to the exclusion of his or her issue unless the Trustee determines, in its sole and absolute discretion, after taking into account the transfer tax effects of such distribution, that distributing to the issue is more appropriate.

H. The Trustee shall not be required to render an accounting to any court; however, an annual accounting of each trust herein created shall be rendered to my husband and my children. Upon his death, or if he predeceases me, the annual accounting shall be rendered to my children, but, if none, then to the then trust income beneficiaries (or their guardians).

BOOK 10408 PG 129

I. My Trustee shall consult and, to the extent practical, act in concert with the fiduciaries of any other trusts which I or my husband have established during our lives or which are created under my husband's Will in order to further the interest of my estate, the trusts created herein or the beneficiaries thereof.

J. My Trustee may purchase property from the Executor of my husband's estate or the Trustee of any inter vivos revocable trust created by my husband and retain it for any period of time without limitation and without liability for loss or depreciation in value, notwithstanding any risk, unproductivity, or lack of diversification, provided the Trustee feels it is in the best interest of the beneficiaries.

K. The Trustee is required to accept additions to the principal of the trusts created herein from insurance policies on my life in which the Trustee or a trust is the designated beneficiary; employee benefit plans, retirement accounts or any other plan or account in which the Trustee or a trust is the designated beneficiary; the estate of my husband or from any inter vivos trust created by me or my husband. Any such additions shall be distributed to or among the trusts in such proportions as may be directed by such documents' governing provisions; however, if no such directions are made, then such additions shall be distributed among the trusts in the same proportions as used in the original funding of the trusts. Notwithstanding the above, if a trust hereunder either has an inclusion ratio of zero (0), and has been designated an "Exempt Trust," or has an inclusion ratio of one (1), and has been designated a "Non-Exempt Trust," and adding property to the trust would change said inclusion ratio, the Trustee, in its discretion, in lieu of making the addition, may instead hold that property as a separate trust to be held and administered upon the same terms as the trust to which the property would have been added. Except as otherwise provided in this Will, the two (2) trusts shall have the same terms and conditions. Provided, however, if a distribution is to be made from such trusts to a beneficiary to whom distributions from a trust having an inclusion ratio of one (1) (a "non-exempt" trust) could be made without the imposition of a generation-skipping transfer tax, then such distribution shall be made from such non-exempt trust. Provided, further, if a distribution is to be made from such trusts to a beneficiary to whom a distribution from a non-exempt trust would result in the imposition of a generation-skipping transfer tax, then such distribution shall be made from the trust having an inclusion ratio of zero (0).

L. In the event that an allocation or previous allocation of my or my husband's generation-skipping transfer tax exemption to the property passing to any of the trusts created in Item IV, Item V or Item VI would cause the trust to have an inclusion ratio of neither zero (0) nor one (1), then my fiduciary shall have the power, in its sole discretion, to divide the property into two (2) separate shares. One share shall be distributed to a trust which will have an inclusion ratio of one (1) and shall be designated a "Non-Exempt Trust" and the other share shall be distributed to a trust which will have an inclusion ratio of zero (0) and shall be designated an "Exempt Trust." The two (2) trusts shall have the same terms and conditions as the single trust which would have been established thereunder. Provided, however, if a distribution is to be made from such trusts to a beneficiary to whom distributions could be made from a Non-Exempt Trust without the imposition of a generation-skipping transfer tax, including any payments made

pursuant to a Section 2207A request, then, to the extent possible and practical, my fiduciary shall take whatever action is necessary to cause distributions to be made to such beneficiary from a Non-Exempt Trust. Provided, further, if a distribution is to be made from such trusts to a beneficiary to whom distributions from a Non-Exempt Trust would result in the imposition of a generation-skipping transfer tax, then, to the extent possible and practical, my fiduciary shall take whatever action is necessary to cause distributions to be made to such beneficiary from an Exempt Trust.

M. The Trustee shall consider the assets of the Exempt and Non-Exempt Trusts held for the benefit of a particular beneficiary or class of beneficiaries hereunder on an aggregate basis in making decisions with respect to portfolio structure and distributions. In this regard, (i) the Trustee shall keep sufficient cash equivalents in the Non-Exempt Trust to satisfy principal distributions; (ii) to the extent that investments having more of an emphasis on growth, as opposed to the generation of current income, are deemed appropriate for the achievement of sustained long-term growth, then they shall be held, to the extent practical, in the Exempt Trusts rather than in the Non-Exempt Trusts and (iii) investments having more of an emphasis on the generation of current income, as opposed to growth, shall be held, to the extent practical, in the Non-Exempt Trusts. Notwithstanding the above, if the assets of any trust created herein are includable in the gross estate for Federal estate tax purposes of any beneficiary due to the provisions of Paragraph H of Item VII, then thereafter, with respect to assets previously held for such deceased beneficiary, the intent of this provision shall continue to apply. However, the manner in which it is carried out by the Trustee will of necessity change due to the beneficiary becoming the new transferor and depending upon whether or not the personal representative of the beneficiary's estate allocates generation-skipping transfer tax exemption to the property.

ITEM X

Savings Clauses

The following provisions shall be applicable to the administration of my estate and the trusts created herein:

A. I intend that the value for federal estate tax purposes of the property passing to the Marital Trust shall qualify for the marital deduction allowed by the federal estate and Tennessee inheritance tax laws applicable to my estate. All questions which arise with respect to said property shall be resolved accordingly. To this end, the duties and powers of the Executor and Trustee with respect to the property shall be exercised and exercisable during the period that my husband survives me, only in a manner consistent with this intention.

B. My husband may direct the Trustee to either make any unproductive property of the Marital Trust productive or to convert such unproductive property to productive property. Such direction shall be in writing. The Trustee shall have a reasonable time within which to comply with such direction by either approach which it deems more appropriate.

C. I intend that the property passing under this Will to which an allocation of the generation-skipping transfer tax exemption available to my estate is made by my Executor shall not be subject to a generation-skipping transfer tax. All questions which arise with respect to such property are to be resolved by my Executor and Trustee only in a manner consistent with this intention.

D. It is my intent that a power to act as Trustee or a power to remove a Trustee shall not be deemed a general power of appointment with regard to any individual possessing such powers, either alone or in conjunction with others. Accordingly, notwithstanding anything in this Will to the contrary, no distributions of income or principal from a trust created herein may be made to a beneficiary of a trust which would discharge a non-fiduciary legal obligation (including obligations of support) of that beneficiary's parent if said parent is acting as the Trustee or has the power to remove the Trustee, either alone or in conjunction with others. Such a distribution may be made, however, if the intended recipient (or his or her guardian if he or she is a minor or is under another incapacity) signs and delivers to the Trustee a receipt confirming that the property so distributed will not be used to discharge the parent's legal obligation to support the recipient.

BOOK 10408 PG 131

ITEM XI

Executor's Elections

The following provisions shall be applicable to certain elections that may be made by my Executor to the Code:

A. Under the terms of this Will, I have devised certain amounts to a trust under whose terms my husband has a "qualifying income interest for life" as that term is defined in Code Section 2056(b)(7). It is my primary intent that my Executor make the election under such Code section in such manner as will minimize the federal estate taxes and state estate and inheritance taxes imposed as a result of my death, but it shall make the election in a manner which it, in its sole and absolute discretion, believes is in the best interests of both my estate and my beneficiaries.

B. Under the terms of this Will, I have devised certain amounts to trusts which may be subject to the federal generation-skipping transfer tax provisions either at my death or upon the occurrence of certain events which occur after the establishment of the trusts. Pursuant to Code Section 2631(a), I am allowed a generation-skipping transfer tax exemption which may be allocated by my Executor among certain transfers made by me either during my life, or pursuant to this Will. My Executor, in its sole and absolute discretion, shall allocate the exemption between lifetime transfers made by me and the property potentially available to pass pursuant to the provisions of Item V in such amounts and proportions as it deems advisable. Provided, however, the exemption must be allocated to the fullest extent possible to these two types of transfers. Any remaining exemption shall be allocated to the Marital Trust if one is created. Elections and allocations shall be made without proportions as my Executor deems advisable. Elections and allocations shall be made without regard to the relative interests of the beneficiaries and shall not be subject to question by any person. No adjustment shall be made between principal and income or in the relative interests of the beneficiaries to compensate for the effect under the tax laws of elections or allocations made by my Executor or by the Trustee. Further, I hereby relieve my Executor of any liability to any beneficiary by reason of said elections and allocations.

C. My Executor shall make the election provided in Code Section 2652(a)(3) if one is created pursuant to the provisions of Paragraph L of Item IX with respect to the property passing to an Exempt Marital Trust.

ITEM XII

Executor's Powers

In addition to any powers or duties provided by other provisions in this Will or by law, my Executor shall have the following powers:

A. The powers enumerated in the provisions of Section 35-50-110 Tennessee Code Annotated, including the introductory paragraph and all subparagraphs thereof to the extent applicable. The provisions dealing with real property shall be applicable to all real property which I own at my death whether or not the Executor holds legal title to such property. Said provisions (as in force on the date of execution of this Will) are hereby incorporated herein by reference as fully as though copied herein verbatim, notwithstanding that said statute may be amended hereafter or repealed.

B. Any power conferred upon my Trustee which would be appropriate for dealing with property to be held in trust following the close of my estate's administration while any such property is instead held in my estate.

C. The power to exercise any election available to my estate with regard to claiming any administration expense of my estate either as a deduction for any death tax or income tax purpose. Said elections may be made in such manner as will minimize the total tax burden on my estate and shall not require adjustments as between the income and principal accounts of my estate. I hereby relieve my Executor of any liability to any beneficiary by reason of making or failing to make any such election.

D. Any property, or portion thereof, given to the Trustee of a trust identified in this Will, which trust pursuant to its terms would be immediately subjected to final distribution and termination upon receipt of the property, may be distributed by my Executor directly to the beneficiaries of the trust in order to avoid the needless transfer of property to the Trustee as a preliminary step to distribution to the ultimate beneficiaries.

ITEM XIII

Initial Appointment of Executor and Trustee

The following provisions shall control the initial appointment of the Executor and Trustee.

A. I appoint my husband, Thomas S. Leek as Executor (referred to as "Executor") of this Will. If my husband does not survive me, or is unwilling or unable to serve, then my children, Lisa Louise Cook Robertson and Jo Ann Cook, acting jointly, or the survivor, shall serve as Successor Co-Executrixes. If one of them is unable or unwilling to serve or continue to serve, then the other shall serve as sole Executrix.

B. I appoint my husband, Thomas S. Leek and my children, Lisa Louise Cook Robertson and Jo Ann Cook as Co-Trustees (referred to collectively as "Trustee") of the trusts established hereunder. All decisions by such fiduciaries shall be by majority vote. If one or more of them is unable or unwilling to serve or continue to serve then the other(s) shall serve as Trustee.

C. I direct that my Executor and Trustee shall not be required to give any bond for the performance of their duties. Purchasers from, lenders to and others dealing with them shall not be required to inquire as to the occasion for such sale, loan or other transaction, nor to see to the application of the purchase,

loan or other money or property. Written receipts and/or canceled checks retained by my Executor and Trustee shall be good and sufficient discharges for the sum therein stated to have been received. Transfer agents and other persons dealing with my Executor and Trustee may deal with them as if they were the sole owner of the property dealt with.

D. The Executor and Trustee may from time to time receive reasonable compensation for their services and such expenses may be charged, in the Executor's and Trustee's discretion, to either income or principal.

E. I direct that no inventory or other court accounting be required in accordance with Section 30-2-601 of the Tennessee Code Annotated (as in force on the date of execution of this Will). The Executor's only responsibility for statements and accountings shall be to furnish a complete final accounting to my husband, if he is then living, and to the beneficiaries of my residuary estate.

BOOK 10408 PG 133

ITEM XIV

Trustee Succession and Removal

The following provisions shall control the appointment, succession and removal of a Trustee.

A. Any Trustee under this Will shall have the right to resign from such capacity on sixty (60) days written notice to the beneficiaries, and, except for my husband unless he is incapacitated, may be removed as such Trustee by written notice thereof delivered to said Trustee and signed by my husband if he is then living and not under an incapacity or, if not, by a majority of the then adult permissible income beneficiaries hereunder who are not under an incapacity or, if none, the natural or legal guardians (if they are already appointed) of minor beneficiaries or beneficiaries under an incapacity. In the event of the death, resignation or removal of all of the Trustees named in Paragraph B of Item XIII, a successor corporate Trustee shall be appointed. The successor corporate Trustee shall be such bank or trust company, authorized to administer trusts, having a combined market value of assets under administration either as a fiduciary or investment manager at the time of the appointment in excess of Fifty Million Dollars ($50,000,000) which shall be designated for this purpose by the same individual(s) who at that time could remove a Trustee.

B. It is my intent that the trusts created herein shall always, at any point in time, have the same person as Trustee. Accordingly the appointment and removal powers shall be exercised only in a manner consistent with this intent.

C. The removal of a Trustee under this Item shall not be dependent upon the showing of cause, the approval of any court, or the appointment of guardians for any persons under an incapacity or yet unborn. In accepting the appointment as Trustee of the trusts created herein, each such Trustee agrees to accept the provisions herein governing appointment and removal and also agrees that it shall not assess a fee relating to the termination of any of the trusts created herein.

D. For purposes of this Will, a person will be deemed to be incapacitated if at least two of his or her attending physicians certify in writing to a Trustee that his or her physical and/or mental state is so deteriorated that he or she is no longer able to attend to his or her own affairs without assistance. After a person is deemed to be incapacitated, he or she will continue to be so deemed until a Trustee receives a medical opinion letter written by at least one of his or her attending physicians stating that

such person's physical and/or mental state is such that he or she is once again able and capable of attending to his or her own affairs without assistance.

ITEM XV

BOOK 10408 PG 134

Simultaneous Death

In the event that I and my husband die under such circumstances that the order of our deaths cannot be established by sufficient evidence, it shall be conclusively presumed for all purposes that I survived my husband.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, this 5 day of January, 1996.

Dorothy C Leek
DOROTHY C. LEEK

The following instrument was signed, published and declared by the said **DOROTHY C. LEEK** as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 5th day of January, 1996.

Joan J. Yeager
WITNESS

Franklin, Tn.
ADDRESS

Holly A Gardner
WITNESS

Nashville, Tn
ADDRESS

AFFIDAVIT BY WITNESSES TO WILL

BOOK 10408 PG 135

STATE OF TENNESSEE
COUNTY OF Williamson

Each of the aforesaid witnesses, being Joan F. Yeager and Holly M. Gardner, subscribed to the foregoing Will of **DOROTHY C. LEEK**, executed on this 5th day of January, 1996, having been requested by the said **DOROTHY C. LEEK** to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the said **DOROTHY C. LEEK** was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the said 5th day of January, 1996.

Joan F. Yeager
WITNESS

Holly M. Gardner
WITNESS

Sworn to and subscribed to before me,
this 5th day of January, 1996.

6493 04/07 0101 03CHECK 64.00

NOTARY PUBLIC

My Commission Expires:
Mar. 2, 1998

NOTARY PUBLIC AT LARGE
THOMAS I BOY

97 APR -7 PM 1:17
DAVIDSON COUNTY, TN

0291755

PAGE 16 OF THE LAST WILL AND TESTAMENT OF DOROTHY C. LEEK

830