STATE OF TENNESSEE, DAVIDSON COUNTY

Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a true and complete copy, of the original on file in my office. Will Book 214 Page 326. Given under my hand and official seal, at office, in Nashville, this 2nd day of June, 19 97.

RICHARD R. ROOKER, CLERK

By _____ Deputy Clerk

97P892

Last Will and Testament

of

BOOK 10514 PG 490

LUCIAN HOWARD NICAR, JR.

I, Lucian Howard Nicar, Jr., a resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do make, publish, and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE ONE. I direct that all of my lawful debts, my funeral expenses, and the costs of administration of my estate be paid as soon as practicable after my death. My Executrix, in her sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

I further direct that any obligations of mine secured by mortgage or other security instruments or by pledge of or lien against any of my personal property or life insurance, may, at the discretion of my Executrix, be paid or retained.

ARTICLE TWO. I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or 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 with respect to all property required to be included in my gross estate for estate or like purposes by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a taxable power of appointment, without contribution by any recipient of any such property.

ARTICLE THREE. My Executrix may use all or a part of the proceeds from any life insurance payable to my estate or to my

Executrix to pay such portion of my funeral and administration expenses, taxes, and lawful debts as my Executrix deems proper after giving due regard for the financial welfare of my children, as same may be named in the dispositive provisions of this Will. No liability shall be imposed upon my Executrix for using or refusing to use the proceeds other than for the benefit of my children.

ARTICLE FOUR. 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 the remainder of all life insurance payable to my estate, I bequeath and devise in fee to my wife, Daphne Ann McCord Nicar.

ARTICLE FIVE. In the event that my wife, Daphne Ann McCord Nicar, does not survive me by thirty (30) days, I bequeath and devise in fee the following pieces of personalty as indicated:

A. To Robert Myron Nicar, Jr., I bequeath and devise the walnut dining room table and six chairs, Jackson press, twin beds, pine chest of drawers, pine hanging serving shelf, walnut bedside table with walnut pulls, pine apothecary chest and wildwood oriental lamps;

B. To Daphne Lynn Devault, I bequeath and devise all shares in the Southern Company;

C. To James Canon Devault, I bequeath and devise the Baldwin Grand Piano and bench;

D. To David Estill Tipton, I bequeath and devise the cherry double bed, cherry chest of drawers and walnut bedside table with glass pulls.

E. To Pamela Ann Tipton, I bequeath and devise the antique loveseat with two chairs and antique platform rocker;

F. To Michael Dennis Tipton, I bequeath and devise the Royal Windsor silver flatware.

If my wife, Daphne Ann McCord Nicar, does not survive me by thirty (30) days, all the rest, residue and remainder of the property (other than that set forth above in this Article) 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 the remainder of all life insurance payable to my estate, is to be liquidated and I bequeath and devise the proceeds as follows: one-half to Robert Myron Nicar, Jr. or, in the event he predeceases me, to Gray Gilmer Nicar, II; and one-half to the five children of Winona M. Tipton (Daphne Lynn Devault, James Canon Devault, David Estill Tipton, Pamela Ann Tipton and Michael Dennis Tipton), to be divided equally among them.

ARTICLE SIX. If any beneficiary shall be under twenty-one (21) years of age at the time that any property is required to be distributed to him or her under the above provisions, my Executrix shall deliver and convey the share of such beneficiary to the Trustee hereinafter named, to be retained in trust by the Trustee until such beneficiary attains such age. During such time the Trustee shall hold, manage, and control said property as a trust estate, and the Trustee shall pay to such beneficiary or expend on his or her behalf so much of the net income, or such portion of the principal, derived from his or her particular fund as the Trustee may deem advisable to provide properly for the maintenance, education, and welfare of such beneficiary, and may incorporate any income not so disbursed into the principal of the fund. When each such beneficiary shall attain the twenty-one (21) age of years, the trust shall terminate as to such beneficiary, and the Trustee

shall distribute his or her fund to such beneficiary in fee, or to the estate of such beneficiary if such beneficiary dies before attaining age twenty-one (21) years.

ARTICLE SEVEN. I hereby grant to my Executrix and also to the Trustee of each trust established hereunder, including any substitute or successor personal representative or Trustee, the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court of judicial authority. Without in any way limiting the generality of the foregoing, I hereby grant to my Executrix and also to any Trustee hereunder the following specific powers and authority in addition to and not in substitution of the general and specifically enumerated fiduciary powers conferred by law:

A. To compromise, settle, or adjust any claim or demand by or against my estate or any trust and to agree to any rescission or modification of any contract or agreement.

B. To retain any security or other property owned by me at the time of my death for such period of time as she may deem advisable without liability for depreciation or loss; to deposit any money at any time as part of my estate in one or more banks, savings or commercial, in any form of account, whether or not interest bearing, and without limitation to the amount of any such account, or in his discretion, to hold any such money uninvested.

C. To sell, exchange, assign, transfer, and convey any security or property, real or personal, held in my estate or in any trust fund, at public or private sale, at such time and price and upon such terms and conditions, including credit, as she may determine.

D. To invest and reinvest in such stocks, bonds, and other securities and properties as she may deem advisable, without being restricted in any way by any statute or court decision, now or hereafter existing, regulating or limiting investments by fiduciaries.

E. To sell or exercise any "right" issued on any securities held in my estate or in any trust fund hereunder.

F. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock, all dividends in liquidation and all "rights" issued on securities, and to consider and treat as income all other dividends received.

G. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as she may deem proper.

H. To consent to and participate in any plan for the liquidation, reorganization, consolidation, or merger of any corporation, any security of which is held.

I. To borrow money upon such terms and conditions as she may determine and to mortgage and pledge estate and trust assets as security for the repayment thereof.

J. To lease any real estate for such term or terms and upon such conditions, rentals, and in such manner as she may deem advisable with or without privilege of purchase, and to manage, protect, preserve, repair, and develop such real estate in such manner as she may deem advisable.

K. Whenever required or permitted to divide and such distribute my estate or any trust created hereunder, to make such division or distribution in money or in kind or partly in money and partly in kind; and to exercise all powers herein conferred after

the termination of any trust until the same is fully distributed, and for such purpose to transfer and assign undivided interests in any such property.

L. To employ accountants, attorneys, and such agents as she may deem advisable.

M. Unless inconsistent with other provisions of this instrument, to hold two or more trusts or other funds in one or more consolidated funds, in which the separate trusts or funds shall have undivided interests.

N. To continue the operation of any business with which I may be affiliated or connected as proprietor, partner, stockholder, or officer at the time of my death, and in her sole and absolute discretion to permit any investment or interest which my estate or any trust created herein has in such business to remain therein for such length of time and under such conditions as she may deem proper, and in the exercise of her discretion to hold and retain as an investment any and all other property, real, personal, or mixed, without being restricted in any way by any statute or court decision now or hereafter existing regulating or limiting investments by fiduciaries.

ARTICLE EIGHT. I appoint my wife, Daphne Ann McCord Nicar, to be Executrix of this my Last Will and Testament. I direct that no bond be required of my said Executrix for the faithful performance of her duties, whether in the State of Tennessee or elsewhere and whether the Executrix be she named and appointed herein or be a substitute therefor. I also waive inventory and accounting by my wife, Daphne Ann McCord Nicar, in the event she acts as Executrix of this, my Last Will and Testament. If my wife, Daphne Ann McCord Nicar, shall predecease me or for any reason shall fail to qualify as Executrix, or having qualified, shall die or resign, then in such event, Daphne Lynn Devault and Robert Myron Nicar, Jr. shall act as Co-Executors with bond excused. Inventory and accounting

shall be required, however, if my wife, Daphne Ann McCord Nicar, does not, for any reason, act as Executrix.

ARTICLE NINE. I appoint Daphne Lynn Devault and Robert Myron Nicar, Jr. to be Trustees of all trusts created in this Will. Should either Co-Trustee be deceased at the time a trust arises hereunder, the surviving Co-Trustee shall serve as sole Trustee. I direct that no bond be required of said Co-Trustees or Trustee for the faithful performance of their duties, whether in the State of Tennessee or elsewhere and whether the Co-Trustees be they named and appointed herein or be substitutes therefor.

ARTICLE TEN. Any Executrix or Trustee appointed under this Will shall be authorized to appoint a Co-Executor or Co-Trustee if such is found to be necessary under the provisions of Tennessee Code Annotated Section 35-50-107 and I direct that no bond be required of such Co-Executor or Co-Trustee for the faithful performance of their duties.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and six (6) preceding typewritten pages; all in the presence of the persons witnessing it at my request on the 29 day of July, 1993, at Nashville, Tennessee.

Lucian Howard Nicar, Jr.
LUCIAN HOWARD NICAR, JR.

The foregoing instrument, consisting of this and seven (7) preceding typewritten pages, was signed, sealed, published, and declared by Lucian Howard Nicar, Jr., the Testator, to be his last Will and Testament, in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses.

Kathy Chambers residing at Nashville, TN

Marilyn York residing at Nashville, Tennessee

0322176

IDENTIF. & REFERENCE

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FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

MAIL NEW

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BOOK 10514 PG 498

AFFIDAVIT OF WITNESSES TO PROVE WILL

Kathy Chambers and Marilyn York, after being sworn according to law, depose and say:

1. That they are adult citizens of Davidson County and Davidson County, respectively.

2. That they witnessed the execution of the Last Will and Testament of Lucian Howard Nicar, Jr., dated July 29, 1993, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testator.

3. That their signatures are affixed to said Last Will and Testament, and they are signed or affixed the same at the instance and at the request of the Testator and in his sight and presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

4. That the Testator signed said paper writing, declaring and signifying it to be his Last Will and Testament in their sight and presence at the place and on the date recited in said Last Will and Testament.

5. That at time they witnessed said Will the Testator was, in their opinion, of sound mind and did not appear under any undue influence.

Kathy Chambers

Marilyn York

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me this 29th day of July, 1993.

Karen A. Bucsmon
NOTARY PUBLIC

My Commission Expires:
1-27-96