PREPARED BY: RETURN TO:
BANKERS TITLE & ESCROW CORP
3310 WEST END AVE.
NASHVILLE, TN 37203

Last Will and Testament

OF

ALFRED LEON GIBBS

BK/PG 10782/259

I, ALFRED LEON GIBBS, domiciled in Goodlettsville, Davidson County, Tennessee, do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT, hereby revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I

1.1 I am married to JUDY A. GIBBS, and all references in this Will to "my wife" are references to her. My wife and I have one child now living, whose name is JASON A. GIBBS. All references in this Will to "my child," "child," or "child of mine" include not only the above-mentioned child, but also any child hereafter born to or adopted by me, and this Will shall not be revoked by any such birth or adoption.

ARTICLE II

2.1 I direct that all of my just debts, my funeral expenses (including the cost of a suitable monument at my grave), unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and the costs of administration of my estate be paid as soon as practicable after my death. My Personal Representative may, in her sole discretion, pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

2.2 In the event that any property or interest in property passing under this Will, by operation of law, or otherwise by reason of my death (other than as a part of my residuary estate), shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be

A.L.G. ALG

charged to or paid from my estate, but that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in property shall take it subject to all encumbrances existing at the time of my death.

2.3 The proceeds of any life insurance payable to my estate or to my personal representative may be used for the payment of estate, inheritance, succession or other taxes or debts owed by my estate.

ARTICLE III

3.1 I hereby bequeath all of the furniture, furnishings, household goods, ornaments, clothing, jewelry, automobiles, bric-a-brac, and other personal effects not otherwise specifically bequeathed (except cash on hand or on deposit, securities, choses in action or other intangibles) and owned by me at the time of my death to my wife, if she shall survive me.

3.2 If my said wife shall not survive me, I bequeath all of the aforesaid property in equal shares to my child, or if my child should predecease me, then to the then living issue of any deceased beneficiary shall take per stirpes and in fee, the share of their deceased ancestor. In the event my wife and my child should all predecease me, leaving no issue who survive me, then this bequest shall lapse and the aforesaid property shall become a part of the residue of my estate.

3.3 If my wife predeceases me and my son JASON A. GIBBS has attained the age of twenty-one (21) years at my death, then I bequeath all of my stock in J.B. GIBBS & SONS CONSTRUCTION COMPANY, INC. to my son JASON A. GIBBS.

3.4 In the event any beneficiary under this Article shall be under the age of twenty-one (21) years or incapacitated on the occasion of my death, my wife having predeceased me, I authorize my Personal Representative, in her discretion, either to pay

over his or her share of said objects of property to said beneficiary, or to transfer to the trust hereinafter created for the benefit of said beneficiary, his or her share of said objects of property. In the event my Personal Representative, in her discretion, shall feel that it would be impracticable for the Trustee to hold any of said objects of property in trust for any such beneficiary, I authorize my Personal Representative to sell such objects of property as she may deem desirable, transferring and paying over any proceeds which may be realized as a result of such sale to the trust herein created for the benefit of said beneficiary.

3.5 I direct that any expenses incurred in safeguarding or delivering the property here bequeathed be paid from my estate as an administration expense thereof.

ARTICLE IV

4.1 The sum of the following property valued as finally determined for Federal estate tax purposes shall comprise my family bequest:

(a) Property equal in value to the exemption equivalent (as such term is defined in Section 4.2 of this Will), reduced by:

(i) The value of all property passing under Article III thereof, and the value of all property passing outside of this Will, which is included in my estate for Federal estate tax purposes and does not qualify for the marital deduction in my estate under Section 2056 of the Internal Revenue Code;

(ii) The amount of any estate tax (as defined in Article XII hereof) payable by my estate; and,

(iii) The amount of any charges to estate principal that are not deducted in computing the Federal estate tax of my estate.

A.L.G.

(b) Property, if any, that passes as provided under Article VI of this Will and that does not qualify for the marital deduction in my estate under Section 2056 of the Internal Revenue Code.

In selecting assets to distribute under this Article IV, my Personal Representative shall first select property which does not qualify for the marital deduction and shall select and distribute assets, including cash, fairly representative of appreciation or depreciation in value occurring between the valuation date under for Federal estate tax purposes and the date, or dates, of distribution of all property available for distribution in satisfaction of the pecuniary bequest provided in this Article IV. I direct that such family bequest property shall be distributed to the Trustees of the ALFRED LEON GIBBS FAMILY TRUST to be held and administered in accordance with Article V of this Will.

4.2 As used in this Will, the term "exemption equivalent" shall mean the maximum "taxable estate" (as defined by Section 2051 of the Internal Revenue Code) which will pass free of Federal estate tax solely by virtue of the unified credit allowed on the date of my death by Section 2010 of the Internal Revenue Code of 1986, reduced by the amount of any such unified credit utilized by me in respect to gifts made by me during my lifetime.

ARTICLE V

5.1 The ALFRED LEON GIBBS FAMILY TRUST is created for the following uses and purposes:

A. To hold, manage, invest and reinvest the Trust corpus and pay over the net income therefrom, after the payment of all taxes incidental of the operation of this Trust, not less often than quarterly to my wife, JUDY A. GIBBS, for and during the term of her natural life.

A.L.G.

B. Upon the death of my wife (or upon my death if she does not survive me), my Trustees shall divide the principal of the Trust into as many equal shares as there are children of mine then living and deceased children of mine leaving issue then surviving. One such share shall be named for each child of mine then living and one such share shall be named for each deceased child with issue then living. A share being held for the issue of any deceased child shall be administered and distributed in the same manner as provided below for a share being held for a living child upon the death of such child. Such separate shares shall, nevertheless, be one trust and shall be held, administered and distributed according to the following terms:

(i) The income of a share being held for a child of mine under the age of 18 years shall, in the discretion of my Trustees, be paid over in whole or in part to such child, or accumulated in whole or in part and added to the corpus of such share. As each child attains the age of 18 years, the net income shall be paid to such child at least quarterly.

(ii) In addition to the distributions required to be made herein, the Trustees shall distribute the sum of $20,000.00 to JASON at any time between the ages of sixteen (16) years and eighteen (18) years for the purpose of buying a car. The Trustees shall then make such a distribution every three (3) years thereafter in order to allow JASON to purchase a new car. Before making said distributions to JASON when he is between the ages of sixteen (16) years and eighteen (18) years, the Trustees shall first consult with JASON's guardian to determine whether it is appropriate to purchase the car. This distribution shall be adjusted annually in accordance with changes in the Consumer Price Index. Said adjustment shall begin in 1995 and continue annually.

iii. In addition to the distributions required to be made herein, the Trustees shall distribute to JASON sufficient funds to allow JASON to move into an

A.L.G.

apartment once he reaches the age of 18 and prior to JASON purchasing a house at age 21. JASON shall receive as a distribution from the Trust a monthly allowance of sufficient funds to cover his living expenses, including but not limited to, his rent, medical and other health related expenses, taxes and insurance of all kind, groceries, clothing, utilities, car payments and license, gas and maintenance for the car, spending money, vacations, entertainment and social engagements, and other miscellaneous living expenses.

iv. In addition to the distributions required to be made herein, when JASON attains twenty-one (21) years of age, my Trustees shall distribute the sum of $100,000.00 to said child, said sum to be used to purchase a house to be used as said child's principal residence. If said child, for any reason, does not wish to purchase a house upon attaining the age of twenty-one (21) years, this distribution shall be deferred until such time as said child desires to purchase a house. If the purchase price of the house is less than $100,000.00, then Jason shall be obligated to return the difference to the Trustees. This distribution shall be adjusted annually in accordance with the changes in the Consumer Price Index. Said adjustments shall begin in 1995 and continue annually until a distribution is made hereunder.

v. When JASON attains the age of twenty-one (21) years, the Trustee shall distribute, outright and free from trust, to JASON all of the stock in J.B. GIBBS & SONS CONSTRUCTION COMPANY.

vi. In addition to the distributions required to be made herein, upon JASON obtaining the age of twenty-one (21) years, Trustee shall distribute one-fifth (1/5) of remaining trust principal outright to JASON. When JASON obtains the age of twenty-five (25), the Trustee shall distribute one-fourth (1/4) of the remainder of the trust principal outright to JASON. When JASON obtains the age of thirty (30), Trustee shall distribute one-third of the remainder of the trust outright to JASON.

A.L.G.

When JASON obtains the age of thirty-five (35), the Trustee shall distribute one-half (1/2) of the remainder of the trust principal outright to JASON and when JASON obtains the age of forty (40), this trust shall terminate and the remainder of the trust principal shall be distributed outright to JASON.

vii. Upon the death of a child of mine prior to the termination of this Trust, said Trust share shall vest in such child's issue then living per stirpes, and each of such issue shall receive his or her share upon attaining twenty-one (21) years of age. If such child has no issue then living, then such child's share shall be distributed in accordance with the terms of Section 5.01.B(iv) of this Will. Prior to the distribution of any share, the income from such share shall, in the sole discretion of my Trustees, be paid over in whole or in part to or for the benefit of the beneficiary of such share, or shall be accumulated in whole or in part and added to the corpus of such share.

(viii) If all of my descendants shall die prior to the complete distribution of all the trust herein created, then upon the happening of such event (subject to the life estate granted my wife), all assets held by my Trustees shall be distributed as follows:

(1) One-third (1/3) to Mr. and Mrs. OMMER LAMPLEY;

(2) One-third (1/3) to Mr. and Mrs. JOHN B. GIBBS; and

(3) One-third (1/3) to Mr. and Mrs. JIMMY LAMPLEY.

5.2 During her lifetime, my wife shall have the right in any calendar year (including the year of my death) to withdraw from the principal of this Trust, an amount or specific assets which are not in excess of the greater of Five Thousand Dollars ($5,000.00) or five percent (5%) of the fair market value of the principal of the Trust on the last day of the calendar year in which such withdrawal is requested. Such right of withdrawal shall be exercised in each case by my said wife notifying my Trustees (or my substitute or

A.L.G.

successor Trustee) in writing to that effect, specifying the cash or assets at current market value which he desires to withdraw, and promptly thereafter my Trustees shall make such distribution to her. Such right of withdrawal shall be noncumulative.

5.3 In the event the income derived from this Trust shall be insufficient, my Trustees are authorized, in their sole discretion, to encroach upon the corpus of the Trust estate to any extent that, in the discretion of my Trustees, they may deem necessary to provide adequately and properly for the health, education, support and maintenance of the current income beneficiaries. Any such encroachment shall be charged against the share of the beneficiary for whom it was made.

ARTICLE VI

6.1 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 without limitation, all lapsed legacies and devises and any remainder interest that I may own in any trust estate, but excluding any property over or concerning which I may have any power of appointment, I give, devise and bequeath to my wife, JUDY A. GIBBS, to be hers absolute.

6.2 In the event my wife should predecease me or, having survived, disclaims all or any portion of the above bequest, then I give, devise and bequeath such property, to my Trustees herein named to be held and administered according to the terms of the ALFRED LEON GIBBS FAMILY TRUST hereinafter created under Article V herein.

ARTICLE VII

7.1 I hereby appoint JUDY A. GIBBS to be Personal Representative of this my Last Will and Testament. I direct that my Personal Representative shall be exempt from

A.L.G.

posting bond, and I direct that no undertaking be required of my Personal Representative, except as the law may make absolutely mandatory.

7.2 If said ALFRED LEON GIBBS shall predecease me, or for any reason shall fail to qualify as Personal Representative hereunder (or having qualified, shall die or resign), then in such event, I appoint two of the following people in the following order of priority to serve as my Personal Representative:

1. JIMMY LAMPLEY
2. MARY LAMPLEY
3. BILL MILES
4. LYDIA LAMPLEY

I direct that at all times after the death of the survivor of ALFRED LEON GIBBS and me that there shall be at least two (2) individuals to serve as my Personal Representatives.

7.3 When my son JASON attains the age of twenty-one (21) years, I hereby appoint JASON to serve as a Personal Representative in addition to the persons named as Personal Representatives in Section 7.02.

7.4 In the event that all of the above named persons either fail or cease to serve as my Personal Representatives, then I direct that a corporate successor Personal Representative be appointed. Such corporation must be a bank or trust company (preferably affiliated with a brokerage house) possessing trust powers and having at least $100,000,000.00 of assets under management.

7.5 I direct that my Personal Representative and any Successor Personal Representative permitted to serve without bond.

A.L.G.

ARTICLE VIII

8.1 I hereby grant to my Personal Representative the continuing, absolute, and discretionary power to deal with any property, real or personal, held in my estate, 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 or judicial authority, and no person dealing with my Personal Representative shall be required to inquire into the propriety of any of her actions. My Personal Representative shall have all the powers set forth in Section 3, Chapter 110 of the Public Acts of the Tennessee General Assembly of 1963, T.C.A. § 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

8.2 Without limiting the generality of the foregoing, I hereby grant to my Personal Representative the following specific powers and authority, in addition to and not in substitution of powers conferred by law:

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

2. To retain any security, or other property owned by me at the time of my death, so long as such retention appears advisable; to exchange any such security or property for other securities or properties and to retain such received in exchange.

3. My Personal Representative may presume that I have confidence in the securities owned by me at the time of my death, and therefore no sale thereof shall be made solely in order to diversify investments.

A.L.G.

4. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my probate estate at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Personal Representative may decide.

5. To invest and reinvest in such stocks, bonds and other securities and properties as my Personal Representative may deem advisable, including stocks and unsecured obligations, undivided interests, interests in investment funds and trusts, mutual funds, legal and discretionary common trust funds, leases and property which are outside of my domicile, all without diversification as to kind or amount, without being restricted in any way by the Constitution of Tennessee, any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

6. To register and carry any property in her own name or in the name of her nominee or to hold it unregistered, but without thereby increasing or decreasing her liability as fiduciary.

7. To sell or exercise any "rights" issued on any securities held in my estate.

8. 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 except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal.

9. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

A.L.G.

10. To vote, either in person or by proxy, any stocks or securities held, and to grant such proxies and powers of attorney to such person or persons as my Personal Representative may deem proper.

11. To consent to, and participate in, any plan for the liquidation, merger, consolidation, combination, reorganization, recapitalization, or change of charter or name of any corporation, any security of which is held.

12. To borrow money (from herself individually or from others) upon such terms and conditions as my Personal Representative may determine and to mortgage and pledge estate and trust assets as security for the payment thereof.

13. To lease any real estate for such term or terms and upon such conditions and rentals and in such manner as my Personal Representative may deem advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though same may extend beyond the duration of administration of my probate estate; to insure against fire or other risks; to make repairs, replacements, and improvements, structural or otherwise, to any such real estate and to charge the expense thereof to principal or income (or apportion same between principal and income) as my Personal Representative may deem proper. To subdivide real estate; to dedicate same to public use, and to grant easements as my Personal Representative may deem proper.

14. Whenever required or permitted, to divide and distribute my probate estate; to make such division or distribution in money or in kind or partly in money and partly in kind.

15. To employ accountants, attorneys, and such agents as my Personal Representative may deem advisable; to pay reasonable compensation for their services, and

A.L.G.

to charge same to (or apportion same between) income or principal as my Personal Representative may deem proper.

16. In making distributions of net income to beneficiaries entitled thereto, same may be disbursed in monthly or other convenient installments based upon her estimate of the amount thereof, and the correct amount shall be annually adjusted. If, on the death of any beneficiary, there is a deficiency of income thus occasioned, the same shall be charged with the principal account from which such income was paid.

17. 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 funds or trusts shall have undivided interests.

18. To insure the assets of the probate estate against damage or loss and my Personal Representative with respect to liability to third persons.

19. In buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with herself in her separate or any fiduciary capacity.

20. If any distribution hereunder is to be made to an infant or to a person under legal disability, or to a person not adjudicated incompetent, but who by reason of illness, or mental or physical disability is unable in the opinion of my Personal Representative to properly administer said distribution, then payment thereof may be made; (a) directly to such beneficiary; (b) to the legally appointed guardian, conservator, or curator of such beneficiary; (c) to some near relative of such beneficiary to be applied for the benefit of such beneficiary; (d) by expenditure directly for the support, maintenance, education or medical care of such beneficiary; or (e) to a Custodian (or any successor custodian as may be designated) under the Tennessee Uniform Transfers to Minors Act, T.C.A. § 35-7-101

A.L.G.

et seq., as the same may be amended from time to time. Such payment or expenditure shall be a full acquittance in each instance.

21. To operate farms and woodlands with hired labor, tenants, or sharecroppers; to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items of production in connection therewith; to clear, drain, ditch, make roads, fence, and plant part or all of such real estate; to employ or enter into any practices or programs to conserve, improve, or regulate the efficiency, fertility, and production thereof; to improve, sell, auction, or exchange crops, timber or other products thereof; to lease or enter into other management, cutting, production, or sales contracts for a term beyond the possible termination of the probate estate or any trust estate created hereunder or for a lesser period; to employ the methods of carrying on agriculture, animal husbandry, and silviculture which are in use in the vicinity of any of such real estate or which the Personal Representative may deem otherwise appropriate; to make loans or advances at interest for production, harvesting, marketing, or any other purpose hereunder, in such manner and upon such terms and conditions as she may approve, and in general to take any action which the Personal Representative may deem necessary or desirable in such operations of farms and woodlands.

22. To drill, explore, test, mine, or otherwise exploit oil, gas, or other mineral or natural resources; to engage in absorption, repressuring, and other production processing or secondary recovery operations; to install, operate and maintain storage plants and pipelines or other transportation facilities; to engage in any of the above activities directly under such business form as the Personal Representative may select or to contract with others for the performance of them; and to enter into and execute oil, gas, and mineral leases, contracts for royalties, oil payments and other similar instruments, division and transfer orders, grants, farm-outs, pooling or unitization agreements, and such other instruments or agreements in connection therewith as she may deem necessary or desirable.

A.L.G.

23. To continue to hold and refrain from reinvesting, leasing or subleasing any property, or interest in property, without regard to the income yield or lack thereof of such property and my Personal Representative and Trustees shall not be required to distribute any portion of the corpus to any income beneficiary because of the failure of the assets of my estate or trust to yield income; and my Personal Representative and Trustees are hereby relieved from complying with the terms and provisions of TCA § 35-6-112, as they exist at the date hereof, or as they may hereafter be amended.

8.3 My Personal Representative shall be responsible only for the exercise of good faith and reasonable diligence in the performance of the duties of Personal Representative hereunder.

ARTICLE IX

9.1 I hereby appoint JUDY A. GIBBS as Trustee of any trust estate herein created and established and I direct that they shall be exempt from posting bond.

9.2 If said ALFRED LEON GIBBS shall predecease me, or for any reason shall fail to qualify as Trustee hereunder (or having qualified, shall die or resign), then in such event, I hereby appoint two of the following people in the following order priority to serve as my Trustees:

1. JIMMY LAMPLEY
2. MARY LAMPLEY
3. BILL MILES
4. LYDIA LAMPLEY

I direct that at all times after the death of the survivor of ALFRED LEON GIBBS and me, that there shall be at least two individuals to serve as my Trustees.

A.L.G.

9.3 When my son JASON attains the age of twenty-one years, I hereby appoint JASON to serve as a Trustee in addition to those persons otherwise named as Trustees in Section 9.2.

9.4 In the event that all of the above named persons either fail or cease to serve as my Trustees, then I direct that a corporate successor Trustee be appointed. Such Trustee shall be a bank or trust company (preferably affiliated with a brokerage house) possessing trust powers and having at least $100,000,000.00 in assets under management.

9.5 I direct that my Trustee and any Successor Trustee shall be permitted to serve without bond.

ARTICLE X

10.1 The powers granted herein to my Personal Representative (in Article VIII, hereof) are also expressly granted to the Trustees named herein and to any successor or substitute trustee who qualifies and undertakes to exercise such trust powers.

10.2 In addition to the powers granted to my Personal Representative which are herein expressly granted to my Trustees, I hereby grant the following additional powers to my Trustees:

(1) To exercise all powers herein conferred, after the termination of any trust, until the same is fully distributed.

(2) As compensation for services, the Trustees shall be entitled to retain from income and/or principal in their discretion a reasonable commission.

(3) To determine what is income and what is principal of the trust estate, and what expenses, costs, taxes, and charges of any kind whatsoever shall be charged against

A.L.G.

income and/or principal without being restricted in any way by the Constitution of Tennessee, or any statute or court decision (now or hereafter existing) regulating such decisions by fiduciaries; and to determine whether or not to establish depreciation and depletion of reserves.

(4) The Trustees shall not be required to file any inventory or appraisal or other returns or reports to any court or give bond, but shall furnish a balance sheet and statement of receipts and disbursements at least annually to the current income beneficiary of the trust estate.

10.3 My Trustees shall be responsible only for the exercise of good faith and reasonable diligence in the performance of the duties of Trustees hereunder.

10.4 If at any time the Trustees of any trust estate herein created (including any substitute, alternate or successor Trustee) should determine in their sole and absolute discretion that any such trust estate is no longer necessary, expedient or wise, said Trustees may, in full discharge of their duties hereunder, terminate such trust estate. In the event of such termination, the Trustees shall distribute the trust estate outright, in fee and free from trust to those persons who are then the income beneficiaries thereof in such amounts and proportions as the Trustees, in their discretion, may determine. Further, any Trustee may, in his discretion, merge a trust with one or more other trusts that shall be substantially identical with respect to beneficiaries and disposition, and the trusts shall be held and administered as one trust. Such merger shall not affect the Trustees' powers and duties hereunder, nor shall such merger affect the manner of distribution of any trust hereunder.

10.5 Each Trustee hereunder (whether originally designated herein or appointed as Successor) shall have the right to resign at any time by giving thirty (30) days' written notice to that effect to the current income beneficiary (or beneficiaries) of the trust. Thereafter, such beneficiary (or a majority of such beneficiaries) shall have the right within

such thirty day period to appoint a Successor Trustee and shall notify the Trustee of such appointment. Such Successor Trustee must be a trust company or bank qualified to act as such in Tennessee, possessing trust powers and having a combined capital and surplus of not less than $50,000,000.00. In the event the current income beneficiary (or beneficiaries) shall fail to designate a Successor Trustee within the time specified, then the acting Trustee may petition a court of competent jurisdiction for the appointment of a successor and the judicial settlement of its accounts.

10.6 I presently own an interest in a business known as J. B. GIBBS & SON CONSTRUCTION COMPANY, INC. I anticipate that at the time of my death that I will own an interest in said Business or any successors thereto, and I may own an interest in another business enterprise (whether operated in the form of a corporation, partnership, a limited liability company or sole proprietorship), hereinafter sometimes referred to as the "Business." Consequently, I expect that one Business will be in my estate at the time of my death. In order to properly provide for the operation of such business as part of my estate, I hereby vest in my Personal Representative and/or Trustee, with full power and authority, as supplemental to the powers and authority contained in this Will, the applicability of which to the business I hereby confirm, to obtain and operate the business for such period as my Personal Representative and/or Trustee deem advisable; to direct, control and manage the business as freely as I might in the handling of my own affairs, the same as I could do if living. I direct that my Personal Representative and/or Trustee, in the operation and management of the business, consult with my wife, if living, or with JIMMY LAMPLEY. In this connection, if my Personal Representative and/or Trustee shall determine the manner and extent of their active participation in the operation of such business, they may delegate all or any part of the power to supervise and operate (if any) to such person or persons as they may select. Such other person must be approved by a 90% vote of the stockholders of the corporation. Such person shall not be a key employee (including any associate, partner, officer or employee of the Business) of the company at that time.

A.L.G. ALG

ARTICLE XI

11.1 Neither the principal nor income of any trust created herein shall be pledged, assigned, transferred, sold, or in any manner whatsoever accelerated, anticipated, or encumbered by any beneficiary, nor shall any income or principal of any such trust estate be in any manner subject or liable in the hands of the trustee for the debts, contracts or engagements of any beneficiary, or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatever. All distributions of income or principal shall be paid only upon receipt to the beneficiary entitled, or to others for his use and benefit.

11.2 Anything in this Will to the contrary notwithstanding, no trust created herein shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period all trusts shall terminate and the assets thereof shall be distributed outright to those persons who are then receiving the income therefrom in such amounts and proportions as the Trustees, in their discretion, may determine.

11.3 All of the trust estates created hereunder shall be administered in accordance with and in all respects shall be governed by the laws of the State of Tennessee.

ARTICLE XII

12.1 I direct that any and all estate, legacy, inheritance, transfer, generation skipping and succession taxes, or death duties (including any interest and penalties thereon), if any, whether assessed under the laws of the State of Tennessee, or any other State, under the laws of the United States, or under the laws of any County or government, upon or with respect to any property required to be included in my Gross Estate under the provisions of any such laws, and, in addition thereto, the amount of any charges to principal that are not deducted in computing the Federal estate tax of my estate, shall be charged against and paid out of my Family Bequest which passes under Articles IV and V of this my Last Will and Testament, and I direct that no part of such taxes or charges shall be prorated or charged

A.L.G. GZG

against those portions of my Estate which pass under Articles III or IV of this my Last Will and Testament, or against property not passing under this Will.

ARTICLE XIII

13.1 If my wife shall predecease me, I hereby appoint JIMMY and MARY LAMPLEY as Testamentary Guardians of the person and property of my minor child, to have the complete and exclusive management of his respective estates and exclusive control of his custody, care and education.

13.2 If either of said JIMMY or MARY LAMPLEY shall predecease me, or for any reason shall fail to qualify as Testamentary Guardians hereunder (or having qualified, shall die or resign), then, in such event, the other of them may serve as the sole Testamentary Guardian of the persons and property of my minor child.

ARTICLE XIV

14.1 If any provision of this Will or any Codicil hereto is held to be inoperative, invalid or illegal, it is my intention that all of the remaining provisions thereof shall continue to be fully operative and effective so far as is possible and reasonable.

14.2 Where necessary or appropriate to the meaning hereof, the singular and plural shall be interchangeable, and words of any gender shall include all genders.

14.3 "Children," "descendants," "issue," and words of similar purport include persons whose relationship to the ancestor designated is created by or through lawful birth or adoption, whenever occurring. No child or descendant shall lose his or her status as such through adoption by another person. A person in gestation, which person is later born alive, shall be regarded in this Will as a person in being during the period of gestation.

A.L.G.

14.4 Any use or reference to the "Code" shall be deemed to be to the Internal Revenue Code of 1986, as the same may be amended from time to time.

BOOK 10782 PG 279

14.5 Any reference to or use of the term Executor shall also include the terms Executor, Executors, Personal Representative, and Executrices. Any substitute, alternate or successor personal representative appointed by virtue of this my Last Will and Testament or any court or judicial authority, as the case may be, shall possess and exercise all power and authority herein conferred on my original Personal Representative.

14.6 The appointment of a corporate fiduciary shall extend to such corporation as may succeed to the business of said fiduciary by purchase, merger, consolidation, and/or change of charter or name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of this and twenty (20) preceding typewritten pages, and for the purposes of identification, I have signed each such page in the presence of the persons witnessing it at my request on this the 12th day of August, 1995, at Nashville, Tennessee.

Alfred Leon Gibbs

ALFRED LEON GIBBS

A.LG. CGG

AFFIDAVIT

BK/ 10782 PG 280

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Shirlene Frasier and Alice R. Humphrey, after being duly sworn according to law, depose and say:

That they are adult citizens of Davidson County, Tennessee, and are acquainted with ALFRED LEON GIBBS, who executed the annexed Last Will and Testament dated the 12 day of August, 1995, on that date at Nashville, Tennessee, by subscribing his name at the end thereof in the sight and presence of each of them;

That at the time of subscribing said Last Will and Testament, he declared the instrument so subscribed by him to be his Last Will and Testament, and they thereupon signed their names as witnesses at the end of said instrument at his request and in his sight and presence, and in the sight and presence of each other; and

That ALFRED LEON GIBBS, at the time of executing his Last Will and Testament, was over the age of eighteen (18) years, and in their opinion, was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This Affidavit was made at the request of ALFRED LEON GIBBS.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this Affidavit was made.

Shirlene Frasier

Alice R. Humphrey

SWORN TO AND SUBSCRIBED before me this 12 day of August, 1995.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires ~~May 23,~~ 1998

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The foregoing instrument consisting of this and twenty-one (21) preceding typewritten pages was signed, sealed, published and declared in our presence by ALFRED LEON GIBBS, the Testator, to be his Last Will and Testament, and we, at his request and in his presence and sight and in the presence and sight of each other, have hereunto set our hands and seals as witnesses on this the 12th day of August, 1995, at Nashville, Tennessee.

Sheilene Frazier

ADDRESS: 900 Two mile Pkwy
Goodlettsville Tn 37072

Lisa K. Humphrey

ADDRESS: 900 Two Mile Pkwy.
Goodlettsville, Tn 37072

This Document Prepared By:

Peter T. Dirksen
BAKER, DONELSON, BEARMAN & CALDWELL
1700 Nashville City Center
511 Union Street
Nashville, Tennessee 37219

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, full and complete copy, of the original on file in my office. Will Book 913 Page 226
Given under my hand and official seal, at office, in Nashville, this 5th of January 19 98.

RICHARD R. ROOKER, CLERK

By: Deputy Clerk

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DAVIDSON COUNTY, TN.

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