Last Will and Testament

OF

HALEY YOUNG HUDSON

I, HALEY YOUNG HUDSON, a resident of Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all other Wills and Codicils by me at any time heretofore made.

I.

I authorize and direct my Executrix hereinafter named to pay all of my just and legal debts, including my funeral expenses and the costs of the administration of my estate, as soon after my death as practicable.

II.

I hereby nominate and appoint my daughter, Evelyn Hudson Davenport, as Executrix of this my Last Will and Testament. I direct that no bond be required for the faithful performance of her duties as Executrix and that she shall not be required to make reports to any court.

In the event my daughter, Evelyn Hudson Davenport, does not survive me, or is unable or unwilling to serve as Executrix, then I nominate and appoint my son, Robert Howell Hudson, as alternate Executrix of this my Last Will and Testament. I direct that no bond be required for the faithful performance of his duties as alternate Executrix and that he shall not be required to make reports to any court.

III.

I give, devise and bequeath to my son, Robert Howell Hudson, my house and real property located at 227 Bonnybrook Drive in Hermitage, Tennessee, together with all of the furniture

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belonging to me located in said house. In the event there is an unpaid balance on the mortgage on said real property at the time of my death, I direct that my son Robert Howell Hudson, shall assume said mortgage payments and no part of my estate passing to my daughter, Evelyn Hudson Davenport, or to my son, William Young Hudson, shall be used in the payment of said mortgage.

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I give, devise and bequeath all the rest and residue of my estate, real, personal and mixed, of whatever kind and wheresoever situated to my children, Robert Howell Hudson, William Young Hudson, and Evelyn Hudson Davenport, equally, share and share alike.

In the event a child of mine should predecease me leaving issue, his/her share of my estate shall be distributed to said issue on a per stirpes basis. In the event a child of mine should predecease me without issue surviving him/her, the share of said deceased child shall be distributed to my surviving child(ren), the issue of any child of mine who is deceased to take their parent's share, per stirpes, whose identity and respective shares shall be determined at that time.

(i) Provided, however, that any portion otherwise distributable to a descendant of mine for whom any property is then being held in trust hereunder shall be added thereto; and

(ii) Provided further, that if any portion shall become distributable to a minor for whom no property is then being held in trust hereunder, then such portion shall immediately vest in such minor, but my Trustee shall retain possession thereof until such minor becomes twenty-one (21) years of age, and in the meantime my Trustee shall use and expend so much of the income and corpus of such retained portion as she shall deem necessary or advisable for the health, education, support and maintenance of such minor. Any income not so

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expended shall be added to the corpus.

Any income or discretionary principal payment due any beneficiary hereunder which the Trustee determines the beneficiary is unable to properly administer shall be made in any one or more of the following ways: (a) to the legal guardian or conservator of the beneficiary; (b) to a relative or friend of the beneficiary, to be expended for the beneficiary; (c) to a custodian for a minor beneficiary under any Uniform Gifts to Minors Act; or (d) by making direct expenditures for the beneficiary.

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V.

In the event it is necessary that any portion of my estate be held in trust for a minor beneficiary, I hereby nominate and appoint my daughter, Evelyn Hudson Davenport, as Trustee of said trust(s).

VI.

POWERS AND DUTIES

My Executrix and Trustee are authorized in their sole and absolute discretion, with respect to any property, real or personal, at any time held under any provision of this my Last Will and Testament, and without authorization by any court, and in addition to any other rights, powers, authority and privileges granted by any other provision hereof, or by statute or general rules of law:

(1) To retain any property or undivided interest in property owned by me at the time of my death, including residential property, regardless of any lack of diversification, risk, or non-productivity, as long as they deem advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange, although said property represents a large percentage of the total property of my estate, or the trust estate, or even the entirety

Harley Young Hudson

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thereof.

(2) To invest and reinvest all or any part of my estate, or the trust estate, in any property and undivided interest in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trusts, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled trust funds, insurance contracts on the life of any beneficiary or annuity contracts for any beneficiary, without being limited by any statute or rule of law concerning investments by fiduciaries.

(3) To sell or dispose of or grant options to purchase any property, real or personal, constituting a part of my estate or the trust estate for cash or upon credit and/or to exchange any property of my estate or the trust estate for other property, at such times and upon such terms and conditions as they may deem best, and no person dealing with them shall be bound to see to the application of any monies paid.

(4) To hold any securities or other property in their own names, in their own names as Executrix or Trustee, in the name of a nominee (with or without disclosure of any fiduciary relationship), or in bearer form.

(5) To sell, or exercise stock subscription, or conversion rights.

(6) To refrain from voting, or to vote shares of stock owned by my estate or the trust estate at shareholders' meetings in person, or by special, limited or general proxy and in general to exercise all the rights, powers and privileges of an owner in respect to any securities constituting a part of my estate, or the trust estate.

Haley Young Hudson

(7) To participate in any plan or reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of my estate or the trust estate, and to deposit such stock or other securities under any plan or reorganization with any protective committee, and to delegate to such committee discretionary power with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan, to accept and retain new securities received by my Executrix and Trustee pursuant to any such plan, to exercise all conversion, subscription, voting and other rights of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as they may deem advisable in connection therewith.

(8) To borrow money and to encumber, mortgage or pledge any asset of my estate or the trust estate for a term within or extending beyond the term of any trust created herein, in connection with the exercise of any power vested in my Executrix or Trustee.

(9) To enter for any purpose into a lease as lessor or lessee, with or without option to purchase or renew, for a term within or extending beyond the term of the estate's anticipated administration, or any trust created herein.

(10) To subdivide, develop, or dedicate real property to public use, or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or position by giving or receiving consideration, and to dedicate easements to public use without consideration.

(11) To make ordinary or extraordinary repairs or alterations in buildings or other structures, or demolish any improvements, to raze existing or erect new party walls or buildings.

(12) To continue and operate any business owned by me

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at my death, and to do any and all things deemed needful or appropriate by my Executrix or Trustee. BOOK 11146 PAGE 129

(13) To collect, receive, and receipt for rents, issues, profits, and income of my estate or the trust estate.

(14) To insure the assets of my estate or the trust estate against damage or loss, and my Executrix and Trustee against liability with respect to third persons.

(15) 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 themselves in their separate, or any fiduciary capacity.

(16) To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor or against my estate or the trust estate as my Executrix or Trustee shall deem best.

(17) To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors, and other assistants and advisers deemed by my Executrix or Trustee needful for the proper administration of my estate or the trust estate.

(18) To determine, irrespective of statute or rule of law, what shall be fairly and equitably charged or credited to income and what to principal, notwithstanding any determination by the courts or by any custom or statute, and whether or not to establish depreciation reserves.

(19) To hold and retain the principal of my estate, or the trust estates undivided until actual division shall become necessary in order to make distributions; to hold, manage, invest and account for the several shares or parts thereof by appropriate entries on my Executrix's or Trustee's books of account; and to allocate to each share or part of a share its proportionate part of all receipts and expenses; provided,

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however, the carrying of several trusts as one shall not defer the vesting in title or in possession of any share or part of a share thereof.

(20) To make payments in cash or in kind, or partly in cash and partly in kind, upon any division or distribution of my estate or the trust estates (including the satisfaction of any pecuniary distribution) without regard to the income tax basis of any specific property allocated to any beneficiary and to value and appraised value.

(21) To exercise any power herein granted with reference to the control, management, investment or disposition of my estate or the trust estates either as Executrix or Trustee without having to declare in which capacity they are acting.

(22) In general, to exercise all powers in the management of my estate or the trust estate which any individual could exercise in his own right, upon such terms and conditions as they may deem best, and to do all acts which they deem necessary or proper to carry out the purpose of this my Last Will and Testament.

(23) Unless otherwise provided in this Will, the Executrix and Trustee shall have all those powers specified in Tennessee Code Annotated, Section 35-50-110, which are incorporated by reference into this Will 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.

(24) The Trustee shall not be required to furnish bond, qualify in or make reports to any Court. However, she shall render at lease annually to each income beneficiary a report showing all transactions pertaining to the administration of the trust, unless said beneficiary is a minor, in which case

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said reports shall be made to the legal guardian of said minor.

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MISCELLANEOUS PROVISIONS

(1) Spendthrift Provision: No right of any beneficiary or any beneficiary of any trust created hereunder to income or principal shall be subject to assignment, alienation or anticipation, or liable for any debts or obligations of any beneficiary, or subject to attachment or any other order, decree or process of court on account of or for the purpose of collecting any such debt or obligation.

(2) Removal or Resignation of Trustee: A majority of the adult beneficiaries of any trust created hereunder may remove the then Trustee and appoint a Successor Trustee which shall be a bank or trust company having a capital and surplus of $20,000,000 or more. Such appointment and removal may be made by written notice to the Trustee and the Successor Trustee. The change may be effective thirty (30) days after acceptance by the Successor. No action of any court shall be required. The Successor shall have all of those rights, powers and duties herein granted to the Original Trustee. The Trustee, at anytime, may resign by giving written notice to my adult beneficiaries, who shall have the right to appoint a Successor in the same manner as above. No Successor shall have the obligation to examine the accounts, records and acts of any prior Trustee and no Successor shall be responsible for any act or omission of the prior Trustee. The approval of the final accounting of the Trustee by the party electing to remove it, or who designates a Successor in case of its resignation, shall be a complete and final discharge of it from further liability.

(3) Power to Disclaim: Any beneficiary of my estate may disclaim or renounce his or her interest, in whole or in part, at any time within six (6) months after my death and before

Helen Young Hudson

accepting any benefits from the property or interest disclaimed by giving written notice to the Executrix.

(4) The Trustee of any trust created hereunder may specifically retain any investments which I own at the time of my death, including, should said Trustee be a corporation, its own stock or the stock or any controlling company or affiliate which may own the trust company and she may acquire additional interest in such investment by purchase, exercise of rights, stock dividends, or otherwise. Stock of the Trustee or of any controlling holding company or affiliate shall be voted by a majority of the then living adult beneficiaries of the trust holding such stock.

VIII.

Anything in this Last Will and Testament to the contrary notwithstanding, no trust created hereunder 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 parties (and in the same proportions) as are then receiving the income therefrom.

IX.

I am cognizant that provisions of the Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executrix to elect to claim certain administration and other expenses as deductions either in the Federal income tax returns of my estate or in the Federal estate tax return. I authorize my Executrix to elect to claim such expenses as deductions on the particular tax return or returns as she in her sole and absolute discretion, deems advisable, irrespective of whether such expenses may be payable from income or principal.

Hailey Young Hudson

X.

Throughout this Last Will and Testament, the masculine gender shall be deemed to include the feminine, and vice versa, and the singular shall include the plural, and vice versa.

XI.

Any income taxes imposed upon or chargeable to the income of my estate shall be apportioned to and deducted from the shares of all beneficiaries having an interest in such income, in such equitable manner as my Executrix shall determine. Any such determination shall be conclusive as to all persons interested in my estate.

IN WITNESS WHEREOF, I have hereunto set my hand this 2 day of ~~March~~ April, 1992, and do publish and declare this as my Last Will and Testament, consisting of eleven (11) pages, in the presence of each and all of the subscribing witnesses whom I have requested to act as such by signing the Attestation Clause and Affidavit below pursuant to the provisions of T.C.A. 32-2-110.

Haley Young Hudson
HALEY YOUNG HUDSON

ATTESTATION CLAUSE AND AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF RUTHERFORD

We, the undersigned, being first duly sworn, make oath that HALEY YOUNG HUDSON, on the day and date above written, declare and signified to us that the foregoing instrument was his Last Will and Testament; that he then signed said instrument in our sight and presence; that we, at his request and in his sight and presence, and in the sight and presence of each other, then subscribed our names hereto as attesting witnesses; that at the time of execution the Testator was more than 18 years of age, of sound mind and disposing memory, and did not appear to be under

(4)

any undue influence; and that the undersigned, each being more than 18 years of age, make and sign this Affidavit at the Testator's request on the day and date above written.

Becky Skelton

Sworn to and subscribed before me, this 2 day of April, 1992.

Notary Public

My commission expires: 9/27/95

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This is Page 11 of My Last Will and Testament

Becky Skelton Henderson

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IDENTIF. ↑ REFERENCE

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BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. Rooker, Clerk of the Probate Court of [illegible] County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 214 Page 135.

Given under my hand and official seal, at office, in Nashville, this 6 of Oct 1998.

RICHARD R. ROOKER, CLERK

Deputy Clerk

10/06 0101 01CASH 46.00

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