I, JUANITA L. CHAMBERS, a resident of and domiciled in Davidson County, Tennessee, do hereby make, publish and declare the following to be my Last Will and Testament, hereby revoking all of my prior wills and codicils.

BOOK 11301 PAGE 444

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I DIRECT that all of my just debts, including obligations of mine secured by mortgage on, lien against, or pledge of any real property or personal property owned by me individually or jointly, my funeral expenses, including the cost of a suitable cemetery plot, if necessary, and the cost of a suitable monument at my grave, the expenses of my last illness, the cost of administration of my estate, [and any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate)] be paid as soon as may be convenient after my death; provided, however, my Personal Representative shall not be required to pay any obligation in advance of its maturity.

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I GIVE and BEQUEATH all tangible personal property owned by me at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silver, plate, linen, china, glassware, objects of art, wearing apparel, jewelry, boats and automobiles, together

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BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.
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Juanita L. Chambers

with all policies of insurance relating thereto, to my my son, DAVID P. CHAMBERS.

I GIVE AND DEVISE the real property which is my present residence located at 115 Longwood Place, Nashville, Tennessee and all rights and easements appurtenant thereto to my son, DAVID P. CHAMBERS, if he should survive me, or if my son, DAVID P. CHAMBERS, does not survive me, to his descendants who survive me in equal shares, per stirpes.

All the rest, residue and remainder of my property and estate, both real and personal, of whatsoever kind and wheresoever situated, of which I shall die seized or possessed or of which I shall be entitled to dispose of at the time of my death (my "residuary estate") I GIVE, DEVISE and BEQUEATH to my son, DAVID P. CHAMBERS, if my son survives me, or if my son, DAVID P. CHAMBERS, does not survive me, to his descendants who survive me, in equal shares, per stirpes.

If any other beneficiary or beneficiaries under this Will should die with me in a common accident or disaster, or under circumstances which make it difficult or impossible to determine which of us died first, I DIRECT that I be deemed

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to have survived such beneficiary or beneficiaries and that this Will be so construed.

If any individual under the age of twenty-one (21) years becomes entitled to any property from my estate upon my death or any property from any trust created hereunder upon the termination thereof, such property shall be held by, and I GIVE, DEVISE and BEQUEATH the same to the Trustee hereinafter named, IN TRUST, for the following uses and purposes: to manage, invest and reinvest the same, to collect the income thereof and to apply the net income and principal to such individual's general use, to such extent (including the whole thereof), and at such time or times as the Trustee, in its absolute discretion, shall determine, until such individual reaches the age of twenty-one (21) years, and thereupon to transfer, convey and pay over the principal of the trust, as it shall then be constituted, to such individual. Any net income not so applied shall be accumulated and added to the principal of the trust at lease annually and thereafter shall be held, administered and disposed of as a part thereof. Upon the death of such individual before reaching the age of twenty-one (21) years, the Trustee shall transfer, convey and pay over the principal of the trust, as it shall then be constituted, to such individual's executors or administrators.

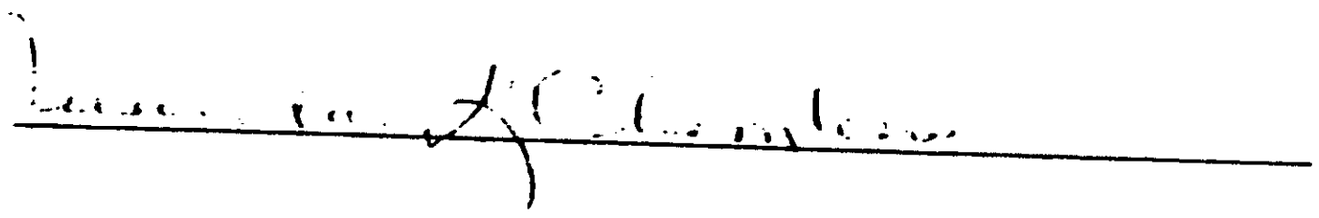
Francis L. Chambers

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If any tangible personal property shall at any time be held as part of such individual's trust, the Trustee shall have no duty to convert the same into productive property and the expenses of the safekeeping thereof, including insurance, shall be a proper charge against the assets of the trust.

If my Personal Representative or the Trustee, as the case may be, in the exercise of its absolute discretion, shall determine at any time not to transfer in trust or not to continue to hold in trust any part or all of such property, as the case may be, it shall have full power and authority to transfer and pay over such property, or any part thereof, without bond, to such individual, if an adult under the law of the state of his or her domicile at the time of such payment, or to his or her parent, the guardian of his or her person or property, or to a custodian for such individual under any Uniform Gifts to Minors Act pursuant to which a custodian is acting or may be appointed, or to the person with whom such individual resides.

The receipt of such individual, if an adult, or the parent, guardian or custodian or any other person to whom any principal or income is transferred and paid over pursuant to any of the above provisions shall be a full discharge to my Personal Representative or the Trustee, as the case may be, from all liability with respect thereto.



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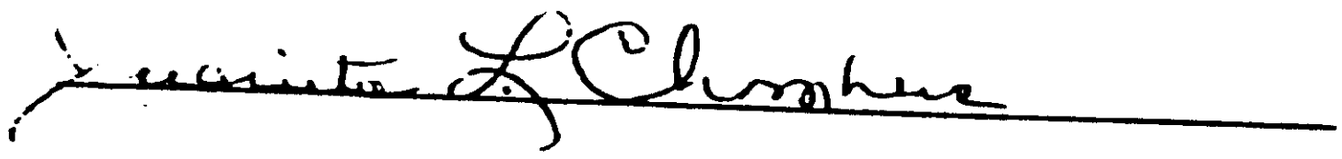
A beneficiary's interest in any trust created hereunder may not be pledged, assigned, sold, transferred, alienated, encumbered or anticipated by such beneficiary in any way; nor shall any such interest in any manner be liable for or subject to the debts, liabilities or obligations of such beneficiary or claims of any sort, including those claims of any beneficiary's spouse against such beneficiary.

I NOMINATE AND APPOINT as Executors hereof, my sister, BILLIE LUNA RICHARDSON AND my niece, DIANE RICHARDSON GUYTON, and my attorney, WILLIAM J. YOST, if a Tennessee resident is required to serve as of the date of my death.

I NOMINATE AND APPOINT as Trustees hereunder, my sister, BILLIE LUNA RICHARDSON and my niece, DIANE RICHARDSON GUYTON. Upon the death of either Trustee, the surviving Trustee shall appoint a successor Trustee in her place.

I DIRECT that no bond or other security shall be given by or required of any person hereinabove named for the faithful performance of such person's fiduciary duties in any capacity hereunder.

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I AUTHORIZE my Personal Representative, in addition to any rights conferred on it by law and in its absolute discretion, and without the consent of any court having jurisdiction over my estate, to disclaim or renounce, in whole or in part or with reference to specific amounts, parts, fractional shares or assets, any devise, legacy, or interest in or privilege or power over any trust or other disposition provided for my benefit under the will or other instrument of any person at any time within nine (9) months after the date of the transfer (whether by reason of such person's death or otherwise) which created an interest in me.

I AUTHORIZE any person, in addition to any rights conferred on him or her by law, at any time within nine (9) months after the date of my death to disclaim or renounce, in whole or in part or with reference to specific amounts, parts, fractional shares or assets, any devise, legacy, interest, right, privilege, or power granted to that person by this my Will. Any such disclaimer or renunciation shall be made by a duly acknowledged written instrument executed by that person or by his or her conservator, guardian, committee, executor, or administrator, delivered to my Personal Representative and filed with the clerk of the appropriate court.

_____

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My Personal Representatives and my Trustees, as the case may be, shall without diminution or restriction of the powers vested in them by law, or elsewhere in this instrument, and subject to all the privileges of this instrument, shall without the necessity of procuring any judicial authorization therefor, or approval thereof, shall be vested with, and in the application and of their best judgment and discretion on behalf of the beneficiaries of this instrument, shall be authorized to exercise the powers and rights set forth in T.C.A. 35-50-110, including any and all acts amendatory thereof.

Should any taker under this Will, including any taker under powers of appointment exercised herein, become an adverse party in a proceeding for its probate, such taker shall forfeit his entire interest hereunder and such interest shall pass as part of the residue of my estate; provided, however, that if such taker is one of the takers of the residue, his interest shall be divided proportionately among the other takers of the residue. This paragraph shall not be construed to limit the appearance by any taker as a witness in any proceeding for the probate of this Will, nor to limit his appearance in any capacity in a proceeding for its construction.

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Juanita L Chambers

Whenever the Trustee herein is authorized or directed to make payment to or distribute property to a beneficiary, my Personal Representative under this Will may, during the period of administration, make such payment or distribution directly to the beneficiary.

In addition to and not in limitation of all common law and statutory authority and all powers otherwise granted in this Will, my Personal Representative shall have the following specific discretionary powers, duties and obligations:

To hold and retain as investments all property of every kind and description which shall at the time of my death be included in my estate;

To acquire, by purchase or otherwise, and retain temporarily or permanently all kinds of realty and personalty without regard to principles of diversification;

To borrow money if my Personal Representative deems it advisable in the administration of my estate upon such terms and conditions as my Personal Representative deems advisable;

To enter into leases extending beyond the period of administration of this estate;

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To make distributions (including the satisfaction of any pecuniary bequest), in cash or in specific property, real or personal, or an undivided interest in such property or partly in cash and partly in such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary, including any trust; and

To exercise, in general, all powers with respect to the property included in my estate which any individual would exercise in the management of similar property owned in his own right and not to be responsible for losses, if any, resulting from honest mistakes of judgment.

In the event I own an interest or interests in real property located outside the state of my domicile or in the event ancillary administration of my estate is needed for any other reason outside the state of my domicile, I appoint my domiciliary Personal Representative as my Personal Representative in such other jurisdictions; and if my domiciliary Personal Representative is unable or unwilling to qualify as such, then I APPOINT as my Personal Representative in such other jurisdiction the person or persons selected by my domiciliary Personal Representative

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by an instrument in writing signed by my domiciliary Personal Representative and delivered to the person or persons so selected and to the court in such other jurisdiction having jurisdiction over the ancillary probate of my Will. Any Personal Representative acting in such other jurisdiction shall have all of the powers, privileges and immunities granted in this Will to my domiciliary Personal Representative, and shall not be required to post bond, file inventories or make reports to any court. Such Personal Representative shall administer the assets of my estate in such other jurisdiction as promptly as possible and shall turn such assets over to my domiciliary Personal Representative.

As used in this Will, words in the singular shall include the plural, masculine shall include feminine and/or neuter, and vice versa.

IN WITNESS WHEREOF, I have to this my Last Will and Testament contained in 11 sheets of paper, subscribed my name this 11 day of October, 1990.

JUANITA L. CHAMBERS

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SUBSCRIBED by JUANITA L. CHAMBERS in the presence of us and each of us and at the same time declared by her to us and each of us to be her last Will and Testament, and thereupon we, at her request and in her presence and in the presence of each other, subscribed our names this 14th day of October, 1990.

Marie Sweeney residing at 2111 Quail Ct Franklin, Tenn

Steve Jordan residing at 613 Del Rio Pike #I-3 Franklin, Tenn. 3706

Sonya Brown residing at 205 Bells Branch Rd. Nunnelly, TN 37137

STATE OF TENNESSEE, DAVIDSON COUNTY

I Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 222 Page 546

Given under my hand and official seal, at office, in Nashville, this 19th of Jan. 19 99.

RICHARD R. ROOKER, CLERK

By _____ Deputy Clerk

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STATE OF TENNESSEE)

COUNTY OF WILLIAMSON)

BOOK 11301 PAGE 455

We, the undersigned, being duly sworn, say:

1. We witnessed the execution of the foregoing Last Will and Testament, dated October 11, 1990, of JUANITA L. CHAMBERS. JUANITA L. CHAMBERS subscribed said Last Will and Testament at the offices of William J. Yost, 198 East Main Street, Franklin, Tennessee, on October 11, 1990 in our presence. At the time of making such subscription, JUANITA L. CHAMBERS declared the said instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument, at the request of JUANITA L. CHAMBERS and in her presence, and in the presence of each other.

2. In our opinion, JUANITA L. CHAMBERS, at the time of so executing said instrument was upwards of the age of eighteen (18) years, and was in all respects competent to make a Will.

3. We make this affidavit at the request of JUANITA L. CHAMBERS.

Marie Sweeney

Steve Jordan

Sonya Bloom

Sworn to and subscribed before me this 11th day of October, 1990.

Marilyn Mayle
NOTARY PUBLIC

My Commission Expires: 3-20-92

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