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PICK-UP

Last Will and Testament

ROBERT E. HARDY

I, ROBERT E. HARDY, domiciled in and a resident of Nashville, Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, and not acting under duress, menace, fraud or undue influence of any person, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all wills, codicils and other testamentary instruments previously made by me.

FIRST

A. I appoint and designate my beloved sister, SHIRLEY COLE of New York, New York, and FRANK DAVIS of Nashville, Tennessee, as CO-EXECUTORS of this my Last Will and Testament and direct that no bond be required of them in this capacity.

B. If Shirley Cole should not survive me, or for any reason, at any time, be unable or unwilling to qualify as CO-EXECUTOR, or having so qualified, should become incapacitated, die or resign, then Robert E. Hardy, Jr., shall serve as CO-EXECUTOR together with Frank Davis, to serve without bond.

C. If Frank Davis should not survive me, or for any reason, at any time, be unable or unwilling to qualify as CO-EXECUTOR, or having so qualified, should become incapacitated, die or resign, then Marcel Eluhu shall serve as CO-EXECUTOR together with Shirley Cole to serve without bond.

C. If neither Shirley Cole nor Frank Davis, survive me, or for any reason, at any time, are unable or unwilling to qualify as CO-EXECUTOR, or having so qualified should become incapacitated, die or resign, then Susan Short Jones, shall serve as the sole successor EXECUTOR, also to serve without bond.

 Robert E. Hardy

SECOND

A. I authorize my CO-EXECUTORS (including any substitute or successor Executor) in the exercise of reasonable discretion with respect to all property, real and personal, at any time forming part of my estate, to exercise any or all of the powers set forth in Tennessee Code Annotated, Section 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 forth 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on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

B. My CO-EXECUTORS (including any substitute or successor Executor) may make payments and distribute property under the provisions of this Will on behalf of any beneficiary who may be a minor or who, in the opinion of the proper fiduciary, is mentally or physically disabled, to any person having care or control over such beneficiary, or, with whom such beneficiary resides, or to any other person my fiduciary may deem proper, or directly to said beneficiary, without the necessity of intervention by a legally appointed guardian, and without any duties on the part of my fiduciary to supervise or inquire into the applications thereof.

THIRD

I direct that all of my legally enforceable debts, any unpaid charitable pledges, my funeral expenses, and the costs of administration of my estate be paid as soon as practicable after my death; provided however, my CO-EXECUTORS shall not be required to pay any obligation in advance of its maturity. I further direct that there shall be paid out of my estate or any trust created by me, as an expense of administration, without apportionment, all estate, inheritance, succession and other taxes, together with any interest or penalty thereon, assessed by reason of my death. My CO-EXECUTORS, in their sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

FOURTH

A. I direct that my Co-Executors shall in their sole discretion determine the manner and place of my burial.

B. I direct that the total cost of my funeral and burial shall not exceed Seven Thousand Dollars ($7,000).

FIFTH

A. I give, bequeath and devise to my son, Robert E. Hardy, Jr., all of my right, title and interest in and to the real property and improvements, located at 841 Highland Crest Dr., Nashville, Tennessee together with all household furniture and furnishing contained therein and if he should not survive me, I devise said real property to my residuary estate.

B. I give, bequeath and devise to my sisters, Geraldine Hardy, Shirley Cole, and Macie Lea, and brother, Melvin Hardy and their issue, to have and to hold in equal shares, share and share alike, all of my right, title and interest in and to the real property and improvements, located at 4600 Southwest 24th Street, West Hollywood, Florida together with all household furniture and furnishing contained therein in fee simple forever.

C. I give and bequeath to my son, Robert E. Hardy, Jr., all right title and interest in and to my 1991 Mercury automobile or any other vehicle which I may own at my death.

D. It is likely that I will leave a letter of instruction regarding my wishes for distribution of whatever remaining tangible personal effects, including furniture, clothing, jewelry, books, pictures, articles of personal or household use or adornment which I may own at my death, but said list is not intended to be a part of this Will nor to create enforceable rights in the persons therein named. It is my intent that whatever remaining tangible personal effects, including furniture, clothing, jewelry, books, pictures, articles of personal or household use or adornment which I may own at my death, is bequeathed and devised in accordance with this Will.

 Robert E. Hardy

SIXTH

I. I hereby direct that my Co-Executors divide my remaining estate into four equal shares:

(a) Two (2) of such equal shares I hereby give, devise and bequeath absolutely to my beloved son, Robert E. Hardy, Jr. to have and to hold in fee simple forever.

(b) One of such equal shares I hereby give, bequeath, and devise to my loving sister Tommie Lee Hardy, to have and to hold in fee simple forever.

(c) One of such equal shares I hereby give, bequeath, and devise to my cherished sisters, Geraldine Hardy, Shirley Cole, and Macie Lea, to have and to hold in equal shares, share and share alike in fee simple forever.

II. I direct that any property bequeathed in this SIXTH Article, requiring division among beneficiaries and not otherwise specifically divided among the designated beneficiaries, be divided among my beneficiaries as they may agree. In making such division, if there shall be any disagreement among my beneficiaries, I direct that my CO-EXECUTORS shall determine and put into effect the method of settling any such disagreement and that the result of the method so determined shall be conclusive.

III. If any of the beneficiaries named in this SIXTH Article shall not survive me, the bequest to such beneficiary shall lapse and such property shall become part of my residuary estate.

SEVENTH

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal or 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, I bequeath and devise in equal shares to my son and sisters, or if either shall predecease me, an equal share to the

the then living issue of my son to be divided per stirpes among such issue.

I direct that any property bequeathed in this SEVENTH Article, requiring division among beneficiaries and not otherwise specifically divided among the designated beneficiaries, be divided among my beneficiaries as they may agree. In making such division, if there shall be any disagreement among my beneficiaries, I direct that my CO-EXECUTORS shall determine and put into effect the method of settling any such disagreement and that the result of the method so determined shall be conclusive.

If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or any trust created hereunder, such assets shall vest in and be paid over to those persons and in those shares they would have taken had I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will. If I should die without heirs at law then such assets shall vest in and be paid over to Meharry Medical College, Nashville, Tennessee.

EIGHTH

A. In the event that my son, Robert E. Hardy, Jr., and I shall die in a common accident or disaster, under such circumstances that there is not sufficient evidence to determine the order of our deaths, then, for purposes of this Will, it shall be presumed that he predeceased me; and my estate shall be administered and distributed, in all respects, according to that presumption.

B. In the event that my sister, Tommie Lee Hardy, and I shall die in a common accident or disaster, under such circumstances that there is not sufficient evidence to determine the order of our deaths, then, for purposes of this Will, it shall

presumption.

C. In the event that my sisters, Geraldine Hardy, Shirley Cole and Macie Lea or brother, Melvin Hardy, individually or collectively, and I shall die in a common accident or disaster, under such circumstances that there is not sufficient evidence to determine the order of our deaths, then, for purposes of this Will, it shall be presumed that they predeceased me; and my estate shall be administered and distributed, in all respects, according to that presumption.

NINTH

A. I am single and have been previously married.

B. I have one son, Robert E. Hardy, Jr., all references in this Will to my son or my son's name shall refer to him.

C. I have a sister, Tommie Lee Hardy, all references in this Will to Tommie Lee Hardy refer to her.

D. I have a sister, Shirley Cole, all references in this Will to Shirley Cole shall refer to her.

E. I have a sister, Geraldine Hardy, all references in this Will to Geraldine Hardy shall refer to her.

F. I have a sister, Macie Lea, all references in this Will to Macie Lea shall refer to her.

G. I have a brother, Melvin Hardy, all references in this Will to Melvin Hardy shall refer to him.

TENTH

Except as otherwise provided in this will, I have intentionally declined to provide for heirs of mine who may be living at my death, and I direct that such persons, if any, shall take no part of my estate.

Should any of my beneficiaries in this will contest it in any manner, I revoke any gift to him or her, and direct that his or her share of any gift be disposed of as if she or he had predeceased me.

TWELFTH

A. References to my CO-EXECUTORS shall always refer to the party then acting in that capacity, whether originally appointed or serving as successor.

B. Paragraph headings are for convenience only; the content of the paragraph controls over the heading.

C. Any reference to any party herein in whatever gender shall be deemed to mean the appropriate gender. Wherever used, and when appropriate, the singular shall include the plural and the plural the singular.

D. I direct that Susan Short Jones be retained by the Co-Executors as their attorney.

IN WITNESS WHEREOF, having devised and bequeathed all of my property and estate, I have hereunto set my hand to this, my Last Will and Testament, having identified each one of the seven (7) pages of my Will by signing my name at the end of each such page and at the end of this Will, all in the presence of the persons witnessing it at my request on this the 12th day of July, 1996.

Robert E. Hardy
ROBERT E. HARDY

 Robert E. Hardy

[illegible] pages, inclusive of this page, was signed by Testator, ROBERT E. HARDY, in our presence and in the presence of each other; and at the time of his subscribing said instrument, he declared that it was his Last Will and Testament, and at his request and in his presence, and in the presence of each other, we have subscribed our names as witnesses thereto, and attest to the sound and disposing mind of said Testator and to the performance of the aforesaid act of execution.

ATTESTING WITNESSES:

D. Van Ford residing at 2951 Hillhurst Dr.
Nashville, TN 37207

Terry S. Craven residing at 2824 Steamboat Dr.
Nashville, TN 37214

Prepared by:

JONES & SHOCKLEY
1319 Fifth Avenue North
Nashville, Tennessee 37208
(615) 244-1237

Page 8 and last page of my Last Will and Testament.

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Susan Short Jones, a Notary Public in and for said State and County, D. Van Ford and Terry S. Craven, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, being duly sworn, depose and say:

1. That they were requested by the Testator, ROBERT E. HARDY, to witness his signature to the attached instrument, which purports to be his Last Will and Testament, and they were further requested by the Testator to execute this affidavit;

2. That the Testator signed said instrument and declared the same to be his Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testator and of each other;

4. That Testator was of apparent sound mind at the time of the execution of said instrument; and

5. That this affidavit is made pursuant to Tennessee Code Annotated, Section 32-2-110.

D. Van Ford

Terry S. Craven

Sworn and subscribed before me this 12th day of July, 1996.

Susan Short Jones
NOTARY PUBLIC

My Commission Expires: My Commission Expires SEPT. 27, 1997

STATE OF TENNESSEE, DA

I, Richard R. Rooker, Clerk of the Probate [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 231 Page 604
Given under my hand and official seal, at office in Nashville, this 31st of March 2000

RICHARD R. ROOKER, CLERK

By Deputy Clerk