#98P-1183

Davidson County WILL
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LAST WILL AND TESTAMENT

I, RUBY D. MASHBURN, domiciled in Davidson County, Nashville, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

ARTICLE I

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 Executor, in his 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 on any real estate (whether owned by me jointly or individually) or by pledge of or lien against any of my personal property or life insurance, be considered in full as obligations of my estate.

ARTICLE II

I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes (together with any 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 in respect to all property required to be included in my gross estate for estate or like tax purposes (except for purposes of the federal generation-skipping transfer tax) 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 III

I bequeath to my four sons, James Jordan Dibble, Morris Welcome Mashburn III, Richard Kevin Mashburn, and Charles Edwin Mashburn, in fee, all clothing, jewelry, household goods, personal effects, automobiles and all other tangible personal property not otherwise specifically bequeathed, except cash on hand or on deposit, owned by me at the time of my death. I direct that any expenses incurred in safeguarding or delivering such property be paid from my estate as an administrative expense thereof. If any of my said

sons shall not survive me but has surviving issue, then I bequeath all of his share of the aforesaid property in equal shares to his surviving issue. If any of my deceased sons surviving me have no surviving issue, then that son's share goes to my other sons' share and share alike per stirpes. Provided, however that if any of my sons predecease me and they are survived by an adopted child or children or if their natural child has been adopted by someone else, then any such children will not receive any of this bequest.

ARTICLE IV

Certain of my furniture, household goods, jewelry and personal effects may be distributed in accordance with the provisions of a certain memorandum written entirely in my handwriting and signed by me. If for any reason said memorandum is not found and properly identified as such, by my executor within 30 days after the probate of my will, then all of aforesaid property shall become part of my residuary estate and be disposed of as provided in the foregoing bequest to my sons.

ARTICLE V

To the individuals listed below, I devise the following in fee:

A. To my sons named previously, my residence located at 5124 Overton Road, Davidson County, Tennessee 37220 (zip code), share and share alike. In the event that any of my sons predecease me then the share of that son will go per stirpes to his issue. Provided, however their share will not go to an adopted child or a natural child who has been adopted by someone else. This is the same provision that applies to the bequest of personalty. If any of my sons predecease me and is not survived by issue then his share goes to my other sons' share and share alike per stirpes.

If at the time of my death I shall no longer own said property as my residence, then this devise shall be void and of no effect; provided, however, that if at the time of my death I shall own and be using any other real estate as my residence, then and in such event I devise such other real estate to my said four sons as provided in the foregoing.

B. To my son, Richard Kevin Mashburn, I give, devise and bequeath a life estate in the residence I own at 340 Timberdale Court in Davidson County, Nashville, Tennessee. At Kevin's death, the life estate will pass to his son, Shane Richard Mashburn. When Shane Richard Mashburn reaches age 25 he will become the owner in fee simple outright of this residence at 340 Timberdale Court. Provided, however that as long as my son

Richard Kevin Mashburn lives he will retain his life estate. Shane Richard Mashburn does not become owner in fee until after the death of my son Richard Kevin Mashburn. As owner of a life estate he will be responsible for all maintenance, taxes, insurance, etc. on this property. I have given this devise and bequest to Kevin and his son only after very careful consideration and the foregoing devise and bequest of 340 Timberdale Court is in accordance with my wishes.

After my son Richard Kevin Mashburn reaches age 62 I authorize and grant him the right to secure a reverse type mortgage on the residence and real estate at 340 Timberdale Court, if his financial situation is such that he is without funds for living expenses. This type of mortgage will have to be one which provides Richard Kevin Mashburn an amount of dollars per month for a certain term of years. He must retain the right to live in this house as long as he lives in it. Under such a mortgage upon his death title to the property would pass to the mortgage holder. I urge Richard Kevin not to mortgage his residence under this provision unless he has absolutely no other adequate funds to meet his living expenses.

C. To my surviving sons, all of my right, title and interest in and to any cemetery lot or lots that I may own.

ARTICLE XI

Any and all property or articles not provided for by the other provisions of this Will, I give, devise and bequeath outright to my sons share and share alike after payment of all debts, expenses, and obligations of my estate.

ARTICLE XII

I authorize my Executor and my Trustee (including any substitute or successor personal representative or Trustee) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all the powers set forth in Tennessee Law under Tennessee Code Annotated, TCA 35-50-10, 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.

ARTICLE XIII

I appoint Richard J. Barnwell of Nashville, Tennessee, to be the Executor of this my Last Will and Testament and direct that no bond be required for the faithful performance of his duties; and I vest my said Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as he may determine and to do every other act that may be required in the legal administration of my estate.

If Richard J. Barnwell shall predecease me or for any reason shall fail to qualify as Executor hereunder (or having qualified, shall die or resign) then in such event my son Morris Welcome Mashburn III shall act as sole Executor of my estate; and in such capacity shall possess and exercise all powers and authority herein conferred on the Executor. I vest my Executor (or Executors as the case may be) with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as they (or it) may determine and to do every other act and thing necessary or appropriate for the complete administration of my estate.

I authorize my Executor (or Executrix) to be paid a reasonable Executor's fee under the circumstances at that time. Under normal circumstances taking into consideration the assets and type of estate I have, I believe that a fee equivalent to two percent (2%) of my probate estate should be an adequate fee.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and four preceding typewritten pages, and for the purpose of identification I have initialed each such page, all in the presence of the persons witnessing it at my request on this 11th day of June, 1998, at Nashville, Tennessee.

Ruby D. Mashburn
RUBY D. MASHBURN

The foregoing instrument, consisting of this and four preceding typewritten pages, was signed, sealed, published and declared by RUBY D. MASHBURN, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this 11th day of June, 1998, at Nashville, Tennessee.

Audra Cook residing at 4310 Nolensville Road Nashville 37211

Kelly McIver residing at 4310 Nolensville Road Nashville 37211

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 221 Page 867

Given under my hand and official seal, at office in Nashville, this 2nd of February 20 01

RICHARD R. ROOKER, CLERK

By Sheila Riggan
Deputy Clerk

AFFIDAVIT OF WITNESSES TO PROVE WILL

Audra Cook and Kelly McIver, after being duly sworn according to law, depose and say:

1. That they are adult citizens of Nashville, Davidson County, Tennessee.

2. That they witnessed the execution of the Last Will and Testament of RUBY D. MASHBURN, dated June 11, 1998, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testatrix and in her 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 Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence.

5. That at the time they witnessed said will, the Testatrix was, in their opinion, of sound mind.

Audra M. Cook
WITNESS

Kelly McIver
WITNESS

STATE OF TENNESSEE)
) SS.:
COUNTY OF DAVIDSON)

Subscribed and sworn to before me this 11th day of June, 1998.

Jessica Johnson
NOTARY PUBLIC

My commission expires: My Commission Expires MAY 26, 2002