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LAST WILL AND TESTAMENT

OF

VALLEY T. WATERS

I, **VALLEY T. WATERS**, of Nashville, Davidson County, Tennessee, which I declare to be my domicile, do hereby make, publish, and declare this to be my **LAST WILL AND TESTAMENT**, hereby revoking all wills and codicils at any time heretofore made by me.

ARTICLE I
PAYMENT OF DEBTS, TAXES AND ADMINISTRATION EXPENSES

A. I direct that all of my just debts (except debts secured by mortgages or other security instruments, it being my intention that such indebtedness secured by mortgage or other security interest shall not be charged to or paid from my estate, but that the individual or individuals receiving such property or interest in such property shall take it subject to all encumbrances existing at the time of my death), including funeral expenses and expenses of my last illness, be paid as soon as may be convenient after my death.

B. I further direct that all estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this Will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Internal Revenue Code"), and which tax is not otherwise paid or payable.

C. I incorporate any and all interests in real property owned by me at my death into my probate estate and such real property shall be treated as personal property for purposes of estate administration.

D. I direct that the proceeds of any life insurance payable to my estate or to my personal representative may be used for the payment of death taxes, administration expenses and debts.

ARTICLE II
GIFT OF TANGIBLE PERSONAL PROPERTY

A. I hereby make the following gifts:

1. To **KAREN DENISE COBLE**, my granddaughter, if she survives me, I give my dining room suite consisting of a dining table, six chairs, and a china cabinet.

2. To **KAREN DENISE COBLE**, my granddaughter, if she survives me, I give my breakfast room table and four chairs.

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3. To **KAREN DENISE COBLE**, my granddaughter, if she survives me, I give my bed and mattress in my third bedroom, including the linens and bedspreads.

4. To **LUCINDA DEE PARKER**, my granddaughter, if she survives me, I give my wedding band.

5. To **LUCINDA DEE PARKER**, my granddaughter, if she survives me, I give my oak chest of drawers in my bedroom and the cherry chest of drawers in the second bedroom.

6. To **LUCINDA DEE PARKER**, my granddaughter, if she survives me, I give my coffee table and two end tables in my den given to me by my daughter, Lavada Caroland.

7. To **CELISA ZEE WATERS**, my granddaughter, if she survives me, I give my bedroom suite consisting of the bed, mattress and box springs, dresser and night stand located in my bedroom.

8. To **CELISA ZEE WATERS**, my granddaughter, if she survives me, I give my eight-place setting of Rosenthal china. If Celisa Zee Waters does not survive me, I give the eight-place setting of Rosenthal china to my grandson, Glenn E. Waters, III.

9. To **GLENN E. WATERS, III**, my grandson, if he survives me, I give my twin beds located in the second bedroom.

10. To **GLENN E. WATERS, III**, my grandson, if he survives me, I give my living room divan, coffee table and end tables.

11. To **GLENN E. WATERS, JR.**, my son, if he survives me, I give my desk and leather chair.

12. To **GLENN E. WATERS, JR.**, my son, if he survives me, I give my 1986 Cadillac or any other automobiles that I own at the time of my death.

B. I give any and all of my remaining furniture, household furnishings, personal effects and all other items of tangible personal property which I own at the time of my death, to my children, **GLENN E. WATERS, JR.** and **LAVADA DEE CAROLAND**, who survive me, to be divided in such manner as they shall agree, or if they shall fail to agree upon a division within six (6) months after the date of my death, as my personal representative shall determine, which determination shall be conclusive and binding upon all persons interested in my estate; provided, however, that if any child of mine does not survive me, but has one or more descendants who are then living, then I give to those descendants, per stirpes, the share that such child would otherwise have received if that child had survived me; provided, further, that if any descendant of mine who is a beneficiary under this Article has not reached legal age under the law of the jurisdiction in which that descendant is domiciled at the time set for distribution under this Article, then:

1. I authorize and empower my personal representative, in my personal representative's sole discretion, to transfer that descendants's share of tangible personal property to the guardian of such descendant or the person with whom such descendant resides and to accept the receipt of such person in full satisfaction of this gift.

2. I further authorize and empower my personal representative to select such items of personal property from that descendant's share as my personal representative shall deem practicable to retain until that descendant reaches his or her legal age, at which time my personal representative shall deliver such items to that descendant.

3. All such determinations shall be in my personal representative's sole discretion and shall be conclusive and binding upon all parties interested in my estate.

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C. I direct that any expenses incurred in obtaining possession, appraising, safeguarding, insuring, packing, storing and delivering such property be paid from my estate as an administration expense.

ARTICLE III
GIFTS OF REAL PROPERTY

I hereby make the following gifts:

A. To **GLENN E. WATERS, JR.**, my son, I give my personal residence at 925 Waterswood Drive which is presently being utilized as a duplex, described as Lot 7 on the Plan of Waterswood Acres, as of record in Book 3300, page 92, Register's Office for Davidson County, Tennessee.

B. To **GLENN E. WATERS, JR.**, my son, I give any interest which I may own, at the date of my death, in vacant residential land located in Lot No. 4 on the Plan of Oakhill Subdivision No. 1, as of record in Book 547, page 49, Register's Office for Davidson County, Tennessee.

C. To **LAVADA DEE CAROLAND**, my daughter, I give my rental duplex at 931 Battery Lane described as Lot 6 on the Plan of Waterswood Acres, as or record in Book 3300, page 92, Register's Office for Davidson County, Tennessee.

D. To each of my great grandchildren: **STEVEN DEREK COBLE, TRENTON MURRAY COBLE, JASON ENGLISH COBLE, CORA J. WATERS**, and **KARAH A. WATERS**, I give a one-fifth (1/5) undivided interest as Tenants in Common in my lot at 922 Waterswood Drive, if owned by me at the date of my death, described as Lot 5 on the Plan of Waterswood Acres, as of record in Book 3300, page 92, Register's Office for Davidson County, Tennessee, provided, however, that if a great grandchild shall then be under the age of twenty-five (25), I give that great grandchild's one-fifth (1/5) undivided interest as Tenants in Common to the trustee named in Article X of this Will, to be held in trust for the benefit of that great grandchild, and to be administered and distributed in the manner provided in Article V of this Will.

E. To each of my grandchildren and great grandchildren: **KAREN DENISE COBLE, LUCINDA DEE PARKER, CELISA ZEE WATERS, GLENN E. WATERS, III, STEVEN DEREK COBLE, TRENTON MURRAY COBLE, JASON ENGLISH COBLE, CORA J. WATERS** and **KARAH A. WATERS**, I give a one-ninth (1/9) undivided interest as Tenants in Common in the house and ten acres of land on Chester Road in Fairview, Tennessee, if owned by me at the date of my death, described as follows:

> Land in the First Civil District of Williamson County, Tennessee, bounded and described as follows:
>
> Beginning in the northwest corner of the Hudgins tract, a stake in the center of the old roadway in the Chester line; thence South 89 degrees 30 feet East 55.5 poles to a cedar in Sharp's line; thence South 10 degrees East 27 poles and 7 feet to a stake in the center of the driveway; thence South 88 degrees West 31 poles to a stake in the center of the driveway; thence South 84 degrees 30 feet West 17.6 poles to a stake in the center of the driveway; thence North 88 degrees 30 feet West 16.5 poles to a stake in the road, Smith's line; thence with the center of the old roadway North 3 degrees East 28.9 poles to the beginning, and containing 10 acres, more or less.

The one-ninth (1/9) undivided interest as Tenants in Common interest that I give to **KAREN DENISE COBLE, LUCINDA DEE PARKER, CELISA ZEE WATERS**, and **GLENN E. WATERS, III** shall be outright and free of trust. The one-ninth (1/9) undivided

interest as Tenants in Common that I give to **STEVEN DEREK COBLE, TRENTON MURRAY COBLE, JASON ENGLISH COBLE, CARA J. WATERS** and **KARAH WATERS** shall be outright and free of trust provided, however, that if a great grandchild shall then be under the age of twenty-five (25), I give that great grandchild's one-ninth (1/9) undivided interest as Tenants in Common to the trustee named in Article X of this Will, to be held in trust for the benefit of that great grandchild, and to be administered and distributed in the manner provided in Article V of this Will.

ARTICLE IV
RESIDUARY ESTATE

I give all the rest, residue and remainder of my property, of every kind and nature and wheresoever situated, whether real or personal but excluding any property over which I have power of appointment (my "residuary estate"), in equal shares, to my children, **GLENN E. WATERS, JR.** and **LAVADA DEE CAROLAND**; provided, however, that if any child of mine does not survive me, but has one or more descendants who are then living, then I give to those descendants, per stirpes, the share of my residuary estate that such child would otherwise have received if that child had survived me.

ARTICLE V
TRUST PROVISIONS FOR GREAT GRANDCHILDREN

With respect to any property received by a trustee on behalf of a great grandchild of mine pursuant to the provisions of Article III, the trustee shall hold the property received in a separate trust, and shall administer and distribute that great grandchild's separate trust in the following manner;

1. Until that great grandchild reaches the age of twenty-five (25), the trustee shall pay to or apply for the benefit of that great grandchild so much of the net income of the trust as the trustee from time to time determines to be required for that great grandchild's health, support in reasonable comfort, and education (including college and professional education), considering all circumstances and factors deemed pertinent by the trustee. The trustee shall accumulate any income not so distributed and shall add the same to principal annually.

2. I authorize the trustee to pay or apply principal of the trust, at any time or times, to or for the benefit of that great grandchild, even to the point of exhausting trust principal, in such amounts as the trustee, as the trustee from time to time determines to be required for that great grandchild's health, support in reasonable comfort, and education (including college and professional education), considering all circumstances and factors deemed pertinent by the trustee.

3. When that great grandchild reaches the age twenty-five (25), the trust shall terminate and the trustee shall distribute to that great grandchild all of the remaining trust principal and any accrued or undistributed net income ("trust assets").

4. If that great grandchild dies before reaching age twenty-five (25), survived by one or more descendants, the trustee shall distribute the remaining trust assets to the then living descendants, per stirpes, of that great grandchild.

5. If that great grandchild dies before reaching the age of twenty-five (25), and if that great grandchild is not survived by any living descendants, the trustee shall distribute, per stirpes, the remaining trust assets to the then living descendants of the parent of that great grandchild that is my grandchild, and, if none, to the then living descendants, per stirpes, of the grandparent of that great grandchild this is my child, and if none, to my then living descendants, per stirpes.

6. Despite the preceding provisions of this instrument:

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(a). If at the termination of any trust created under this Will any part of the remaining trust assets are to be distributed to a person who shall then be the beneficiary of any other trust created under this Will, I direct that such person's part of the trust assets be added to his or her trust, to be administered and distributed as an integral part thereof.

(b). If at the termination of any trust created under this Will any part of the remaining trust assets are to be distributed to a person who is not then a beneficiary of any other trust created under this Will and such person has not attained the age of twenty-five (25) at the time for distribution, the trustee may elect to withhold such property and may retain the property for that person in a separate trust named for the person, to be distributed to the person when he or she reaches the ages of twenty-five (25) years, or before then if the trustee so elect. The trustee shall apply as much of the net income and principal of the trust so retained as the trustee believe desirable for the health, support in reasonable comfort, and education (including college and professional education) of the beneficiary for whom the trust is named, considering all circumstances and factors deemed pertinent by the trustee. The trustee shall accumulate any income not so distributed and shall add the same to principal annually. If the beneficiary for whom the trust is named dies before complete distribution of the trust, the remaining principal and any accrued or undistributed income shall be distributed to such beneficiary's estate.

ARTICLE VI
ADMINISTRATIVE PROVISIONS

The provisions of this Article shall apply to each trust held under this instrument and Paragraph D. of this Article shall also apply to all other dispositions under this Will.

A. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the trustee is incapable of properly managing his or her financial affairs, then the trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the trustee for the beneficiary under a Uniform Gifts to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the trustee considers advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed guardian of the estate (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. In all circumstances, despite any provision of law to the contrary, no power of appointment or power of withdrawal created under this instrument shall be subject to involuntary exercise, and no interest of any beneficiary shall be subject to anticipation, to claims for alimony or support, to voluntary transfer without the written consent of my trustees, or to involuntary transfer in any event.

C. Notwithstanding anything in this instrument to the contrary, I direct that no trust created hereunder shall continue for a period longer than permissible under my domiciliary state's Rule Against Perpetuities, and upon the expiration of such period, each such trust shall terminate and the assets thereof shall be distributed outright to those persons then in being who would be entitled to receive the trust principal from that trust at the time of the termination specified.

D. For purposes of determining who is a descendant of mine or any other person:

1. Legal adoption before the person adopted reached the age of twenty-one (21) years shall be the equivalent in all respects to blood relationship; and

2. A person born out of wedlock and those claiming through that person shall be deemed to be descendants (i) of the natural mother and her ancestors, and (ii) if the natural father acknowledges paternity, of the natural father and his ancestors, in each case unless a

decree of adoption terminates such natural parent's parental rights.

ARTICLE VII
POWERS OF PERSONAL REPRESENTATIVE AND TRUSTEE

I confer upon my personal representative and upon any trustee serving under this Will all powers granted to fiduciaries under the laws of the State of Tennessee, and particularly under the statutory provisions contained in Tennessee Code Annotated, Section 35-50-110, as in effect from time to time, and the introductory paragraph and all paragraphs thereof, to the extent not inconsistent with the expressed provisions hereof, whether my estate is administered in the State of Tennessee or elsewhere. In addition to the powers granted by law, I authorize my personal representative or other legal representatives of my estate and any trustee serving under this Will:

A. To accept additions to my estate or to any trust under my Will from any source.

B. To acquire the remaining undivided interest in property of my estate or trust in which my personal representative or trustee, in fiduciary capacity, holds an undivided interest.

C. To invest and reinvest the assets of my estate or any trusts created under this Will in securities or in real or personal property, whether within or outside of the state of Tennessee or the United States, without the need for diversification as to kind or amount and without being limited to investments authorized by law for fiduciaries. More specifically, but not by way of limitation, I authorize and empower such personal representative or trustee to:

1. Invest in discretionary common trust funds, mutual funds, investment trusts, unsecured obligations, stocks, bonds, and real estate.

2. Retain as long as such personal representative or trustee deem proper any real or personal property or any stocks, bonds, notes or other securities (including securities issued by my corporate fiduciary) which I own at my death or which are subsequently acquired.

D. To effect and keep in force fire, rent, title, liability, casualty or other insurance to protect the property of the estate or trust and to protect the fiduciary.

E. With respect to any property, real or personal, or any estate therein owned by my estate or trust, except where such property or any estate therein is specifically disposed of:

1. To take possession of, collect the rents from and manage the same.

2. To sell the same at public or private sale, and upon such terms and conditions, including credit, as my fiduciary shall seem advisable.

3. To lease, mortgage, partition, or subdivide the same, even where the terms of such lease or mortgage shall extend beyond the administration of my estate or the term of any trust.

4. To abandon property which does not have sufficient economic value, in my personal representative's or my trustee's judgment, to make it worth protecting.

5. To repair or improve the same.

6. To grant options for the sale of same for a period not exceeding six (6) months.

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F. With respect to any mortgage held by the estate or trust, to continue the same upon and after maturity, with or without renewal extension, upon such terms as the fiduciary deems advisable, or to foreclose, as an incident to collection of any bond or note, any mortgage securing such bond or note, and to purchase the mortgaged property or acquire the property by deed from the mortgagor in lieu of foreclosure.

G. To cause any stock or other securities to be registered and held in the name of a nominee.

H. To contest, compromise or otherwise settle any claim in favor of the estate, trust or fiduciary or in favor of third persons and against the estate, trust or fiduciary, or to submit the same to arbitration, without judicial approval.

I. With respect to any shares of stock or other securities owned by my personal representative or by any trustee:

1. To vote or refrain from voting, in person or by proxy, discretionary or otherwise, such shares of stock or other securities.

2. To pay calls, assessments and any other sums chargeable or accruing against or on account of shares of stock, bonds, debentures or other corporate securities, whenever such payments may be legally enforceable against the fiduciary or any property of the estate or trust or the fiduciary deems payment expedient and for the best interests of the estate or trust.

3. To sell or exercise stock subscription or conversion rights, participate in foreclosures, reorganizations, consolidations, mergers, or liquidations and to consent to corporate sales, leases and encumbrances.

J. To execute and deliver agreements, assignments, bills of sale, contracts, deeds, notes, receipts and any other instruments necessary or appropriate for the administration of the estate or trust.

K. In the case of a trustee, to hold the property of two or more trusts or parts of such trusts created by the same instrument as an undivided whole without separation as between such trusts or parts, provided that such separate trusts or parts shall have undivided interests and provided further that no such holding shall defer the vesting of any estate in possession or otherwise.

L. To make distribution in cash, in kind valued at fair market value of the property at the date of distribution, or partly in each, without being required to make pro rata distributions of such property.

M. To pay all reasonable and proper expenses of administration from the property of the estate or trust, including reasonable compensation to any fiduciary and counsel fees which the fiduciary may incur.

N. To employ and remunerate agents to perform necessary services for the estate or for any trust created thereunder such as, but not limited to: accountants, attorneys, investment advisors, actuaries, appraisers and custodians.

O. To borrow in the name of my estate or trusts from themselves or others and secure such loans by mortgage, note, or pledge, at prevailing rates of interest.

P. To lend money to the personal representative of my estate, and to purchase property from the personal representative of my estate and retain it for any period of time without limitation.

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Q. To execute, file and deliver proofs of claim or receipts required to collect all policies of life insurance on my life which name my estate as beneficiary; elect any optional modes of settlement available under such policies; receive, administer and distribute the proceeds of such policies in accordance with the dispositive provisions of this Will. The receipt of my personal representative shall constitute full acquittance to any insurance company for policy proceeds paid.

R. To terminate and distribute outright to the income beneficiaries thereof the assets of any trust which, in the opinion of my trustee, has become so small that it is uneconomic and not in the best interests of the trust beneficiary or beneficiaries to continue.

S. To combine trusts created under the terms of my Will having substantially identical terms and with the same beneficiary, to be administered and distributed as a single trust.

ARTICLE VIII
REFERENCES

The article headings used are for convenience only and shall not be resorted to for interpretation of this Will. Throughout this Will I direct that the term "give" shall be deemed to include the term "bequeath" or "devise" when appropriate. In referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice verse, if the context indicates that such a reading would be appropriate.

ARTICLE IX
APPOINTMENT OF PERSONAL REPRESENTATIVE

A. I nominate and appoint **GLENN E. WATERS, JR.** and **LAVADA DEE CAROLAND** as personal representatives of this, my Will. If either **GLENN E. WATERS, JR.** or **LAVADA DEE CAROLAND** shall fail to survive me, shall decline to act, or having qualified shall, for any reason thereafter, cease to act, the remaining child shall serve as the sole personal representative. Whenever the term "personal representative" is used herein, it shall be deemed to apply to the party or parties then acting. No personal representative of this Will shall be required to furnish bond or other security as personal representative in any jurisdiction.

B. If the appointment of a personal representative of my estate is necessary or desirable in any jurisdiction in which the personal representative named herein is unable or unwilling to act, I appoint as my personal representative in that jurisdiction such person or corporation as may be designated in an instrument signed by the personal representative named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my personal representative named herein is given with respect to my domiciliary estate (including the power to sell real and personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any Court.

C. I empower my personal representative (i) to make such elections under the tax laws as my personal representative deems advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes alone, and (ii) to allocate the unused portion, if any, of my GST exemption (as defined in this paragraph) to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this Will) in such manner as my personal representative deems advisable, in each case without regard to the relative interests of the beneficiaries; however, my personal representative shall not make adjustments between principal and income; or in the interests of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my personal representative with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusive on all persons. As used in this paragraph, the "GST exemption" means

the exemption from generation-skipping tax allocated under Section 2631 of the Internal Revenue Code.

ARTICLE X
APPOINTMENT OF TRUSTEE

A. I nominate and appoint **GLENN E. WATERS, III** to serve as trustee of any trusts created under this Will for his descendants. I nominate and appoint **STEVEN COBLE** and Karen to serve as trustee of any trusts created under this Will for his descendants. Whenever the term "trustee" is used herein, it shall be deemed to apply to the party or parties then acting, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

B. Any individual trustee serving under this instrument shall be entitled to receive reasonable compensation for services rendered on behalf of the trust estate and the compensation of a corporate trustee shall be in accordance with its published schedule of fees as in effect at the time the services are rendered. Such compensation shall be charged to income and not to principal.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

ARTICLE XI
TRUSTEE PROVISIONS

The following provisions shall govern the resignation and appointment of a trustee with regard to any trust established under this Will:

A. Any trustee may resign at any time by giving prior written notice to the beneficiary or beneficiaries to whom the current trust income may or must then be distributed.

B. Except as otherwise provided in Paragraphs D. and E. of this Article, if the named trustee ceases to act as trustee hereunder for any reason, or if any successor trustee appointed as hereinafter provided ceases to act as trustee hereunder for any reason, then the person or persons indicated in Paragraph F. of this Article shall, by written instrument, appoint any person or any bank or trust company having power to serve as successor trustee, as successor trustee.

C. The person or persons indicated in Paragraph F. of this Article may at any time, by written instrument, approve the accounts of the trustee with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and of all necessary parties.

D. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its corporate predecessor.

E. As often as the trustee shall deem such action to be advantageous to the trusts or to any beneficiary, the trustee may, by written instrument, resign and appoint as substitute trustee with respect to all or any part of the trust principal, including property as to which the trustee cannot act, any person or any bank or trust company having power to serve as successor trustee. The substitute trustee shall have all of the title, powers, and discretion of the original trustee, but shall exercise the same under the supervision of the resigning trustee, who shall act as adviser to the substitute trustee. The adviser may at any time remove the substitute trustee

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by written instrument delivered to the substitute trustee. Upon the removal or resignation of the substitute trustee, the adviser may resume the office of trustee or may continue to act as adviser and appoint another substitute trustee. Any adviser may receive reasonable compensation for services as adviser.

F. A successor trustee may be appointed pursuant to Paragraph B. of this Article and the accounts of the trustee may be approved pursuant to Paragraph C. of this Article by a majority in number of the beneficiaries to whom the current trust income may or must then be distributed. If any beneficiary so entitled to act is then under legal disability, the instrument of appointment or approval may be signed, executed, and delivered by the lawful guardian of such beneficiary on his or her behalf.

G. The incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee. With the approval of the person or persons indicated in Paragraph F. of this Article who may approve the accounts of the trustee, a successor trustee may accept the account furnished, if any, and all property delivered by or for a predecessor trustee without liability for so doing, and such acceptance shall be a full and complete discharge to the predecessor trustee.

ARTICLE XII
WAIVER OF REQUIREMENT OF INVENTORY AND ACCOUNTING

I hereby expressly excuse my personal representative from filing an inventory or an accounting of my estate as would otherwise be required pursuant to applicable law unless such inventory or accounting is specifically requested by any beneficiary of my residuary estate.

ARTICLE XIII
GOVERNING LAW

All questions pertaining to the validity, construction and interpretation of this my Last Will and Testament as it pertains to all the terms, provisions and dispositions under this Will shall be governed by and interpreted in accordance with the laws of the State of Tennessee.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my Last Will and Testament on this 18 day of March, 1996, at Nashville, Tennessee, and have subscribed each of the foregoing **NINE** (9) pages for the purpose of identification.

Mrs. Valley T Waters 5-3-96

VALLEY T. WATERS

The foregoing instrument, consisting of this and **TEN** (10) preceding typewritten pages was signed, published and declared by **VALLEY T. WATERS**, the Testatrix, to be her last will and testament in the presence of each of us and all of us together; and **VALLEY T. WATERS**, upon declaring this document to be her last will and testament, requested each of us to sign the same as attesting witnesses; and we thereupon signed our names hereto as such witnesses, in the presence of **VALLEY T. WATERS**, and in the presence of each other on this 18 day of March, 1996. We further state that each of us believes that, at the time **VALLEY T. WATERS** executed the foregoing instrument, that she was of sound mind and memory, of lawful age, and did so execute it as her own free act and deed and not under the unlawful influence of any person.

James H Crowell Jr. residing at NASHVILLE, TN.

Dana A. Childress residing at Nashville, TN

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

James H. Crowell, Jr. and Doris A. Childress being severally duly sworn, depose and say that:

We are acquainted with **VALLEY T. WATERS**, who executed this annexed Last Will and Testament, consisting of **ELEVEN** (11) typewritten pages, dated the 18th day of March, 1996, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, **VALLEY T. WATERS**, declared the 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 her request and in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, **VALLEY T. WATERS**, was over the age of eighteen years and in our 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 is made at the request of said **VALLEY T. WATERS**.

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

James H Crowell, Jr.

Doris A. Childress

SWORN TO AND SUBSCRIBED before me, this 18th day of March, 1996.

Candace H Halloran
NOTARY PUBLIC

My Commission Expires:
11-27-99

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 238 Page 483
Given under my hand and official seal, at office in Nashville, this 31 of April 2001

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk