98R1557

PICK-UP

EXHIBIT 2

Davidson County WILL
Recvd: 08/16/01 15:13 7pgs
Fees:37.00 Taxes:0.00
20010816-0088820

LAST WILL AND TESTAMENT OF

HARVEY HANNAH TRAUGHBER

I, HARVEY HANNAH TRAUGHBER, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

FIRST

I direct that all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my fiduciaries, and if paid shall be without right of contribution from my beneficiaries), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, be paid by my Executor as soon as possible after my death.

I direct that my Executor pay out of the property which would otherwise become part of my residuary estate, without apportionment, all estate, inheritance or other death taxes, including interest and penalties thereon, which may be lawfully assessed by reason of my death.

All realty is part of my probate estate and shall be treated as personalty for administration purposes.

HHT

SECOND

I give and bequeath to my daughter, JANIS TRAUGHBER PICKNEY all of my effects of a strictly personal nature for household use, jewelry, automobiles and the like (and all policies of insurance on such property) which I own at the time of my death. My only child is the said JANIS TRAUGHBER PICKNEY. I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in this paragraph which I wish certain persons to have and request (but do not require) that my wishes as set forth in this memorandum be observed.

THIRD

I give, devise, and bequeath all the rest, residue, and remainder of my estate, of every kind and description to my said daughter, JANIS TRAUGHBER PICKNEY, outright and free of trust if my said daughter survives me by thirty (30) days. In the event my daughter does not survive me by thirty (30) days, I give, devise and bequeath all of my above mentioned estate to her children equally, share and share alike, or if any of her children are deceased, to their issue per stirpes.

FOURTH

A. I appoint my daughter, JANIS TRAUGHBER PICKNEY as the Executrix (hereinafter Executor) of my Last Will and Testament. I direct that my Executor shall not be required to furnish a bond for the faithful performance of her duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond

Will

is required by law, no surety shall be required on such bond. If JANIS TRAUGHBER PICKNEY is unable or unwilling to serve as Executor, I appoint RANDALL C. FERGUSON as successor Executor without bond. In the event it is deemed necessary or appropriate to name a Co-Executor who is a resident of Tennessee, then in such event I direct that my named Executor shall make such appointment, and no bond shall be required unless so required by the person making the appointment.

B. My Executor shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any of the residuary distributees or legatees of my estate. Further, my Executor shall also be excused from the statutory requirement of making and filing an accounting of the administration of my estate to such court.

FIFTH

My Executor shall have the following powers, duties and discretions in addition to those now or hereafter conferred by law:

A. I incorporate by reference all of the fiduciary powers contained in section 35-50-110, Tennessee Code Annotated as fully as if set out verbatim herein.

B. When required to make a distribution or transfer of all or part of the assets of my estate, my Executor may retain therefrom assets sufficient in its judgment to cover any liability which may then or later be imposed upon it, including, but not

limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

C. My Executor shall be charged with the duty of good faith and reasonable care in the management of the estate, but shall not be responsible for losses, if any, resulting from honest mistakes of judgment.

D. If my Executor determines that any distribution shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of my Executor, unable to properly administer such funds, then such funds may be paid out by my Executor in any of the following ways as he deems best: (1) directly to such beneficiary; (2) to the legally appointed guardian or conservator of such beneficiary; (3) by my Executor using such amounts directly for the benefit of such beneficiary; or (4) to some relative or friend for the care, support, education and welfare of such beneficiary. The receipt of any such person shall discharge my Executor from any further responsibility with respect to such funds.

E. My Executor may begin making payments to the beneficiaries of my estate after the beginning of the administration of my estate. My Executor shall be given credit on his settlement for all disbursements made to the beneficiaries under the provisions of this power.

F. Any insurance on my life or other similar insurance payable to the Executor or Administrator of my estate, or to my estate, shall be free from the claims of creditors and shall be

JNL

governed by the provisions of my Will; provided, however, that my Executor may in its sole discretion pay my personal debts from the proceeds of such policies, but my Executor shall, in its sole discretion, determine which, if any, of my debts shall be so paid.

SIXTH

Except where otherwise specifically stated, this Will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the five (5) page of my Last Will and Testament, consisting of six (6) 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 the 26 day of Sept, 1995, at Knoxville, Tennessee.

Harvey H Traughber

HARVEY HANNAH TRAUGHBER

HHT

SIGNED, PUBLISHED AND DECLARED by the above-named Testator, HARVEY HANNAH TRAUGHBER, as and for his Last Will and Testament, in the presence of us, who at his request, in his presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the Testator to be of sound and disposing mind and memory.

WITNESS

Address 5018 Bonnabell Dr.
Hermitage TN 37076

WITNESS

Address 5000 Bull Run Rd.
Ashland City, TN 37015

This Instrument
Prepared By: T. Richard Travis
MANIER, HEROD, HOLLABAUGH & SMITH
A Professional Corporation
2200 First Union Tower
150 Fourth Avenue North
Nashville, Tennessee 37219

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 223 Page 283
Given under my hand and official seal, at office in Nashville, this 16 of August 2001.

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

AFFIDAVIT BY WITNESSES TO WILL

Wanda J. Abbott and Melinda S. Hester
WITNESS WITNESS

after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by HARVEY HANNAH TRAUGBER as and for, and at that time acknowledged, published and declared by him to be his Last Will and Testament, in the sight and presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 26th day of September, 1995; and we further make oath or affirm that the Testator was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person, and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

Wanda J. Abbott
WITNESS

Melinda S. Hester
WITNESS

Sworn to and subscribed to before me, Deborah Ann Lemm this 26th day of September, 1995.

Deborah Ann Lemm
Notary Public

My Commission Expires: 7/24/99