BOX 44

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ELAINE B. BEELER
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Davidson County WILL
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WILL

OF

MALCOLM R. PATTERSON

P012865

I, Malcolm R. Patterson, presently residing in Brentwood, Williamson County, Tennessee, do make and declare this my Will, hereby revoking all former wills and codicils.

ITEM I

FAMILY

A. Wife. I am married to Gloria Jacqueline B. Patterson, and she is referred to in this Will as my wife. If my wife and I die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me, and my estate shall be administered and distributed in accordance with such presumption.

B. Daughter. I have one (1) child, my daughter Shannon M. Patterson, and she is referred to in this Will as my daughter.

ITEM II

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

I bequeath to my wife, if she shall survive me, all of my clothing, jewelry, personal effects, automobiles and all of my other tangible personal property used by me in a personal way. If my wife shall not survive me, I bequeath the aforesaid property to my daughter, if she shall survive me.

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.
ELAINE B. BEELER, Clerk & Master

M. R. Patterson
Malcolm R. Patterson, Testator

ITEM III

MARITAL BEQUEST

A. Bequest Outright. If my wife shall survive me, I devise and bequeath the marital bequest amount defined in Section B of this Item to my wife, outright and free of trust. If my wife shall not survive me, this bequest shall lapse and be distributed as a part of my residuary estate.

B. Marital Bequest Amount Defined. The marital bequest amount is that amount, if any, equal to the amount by which the value of the property disposed of by this Will exceeds the aggregate of (1) the value of the property disposed of by the preceding Items of this Will, (2) a sum equal to the largest amount, if any, that can pass free of federal estate tax under this Will by reason of the unified credit and the state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but no other credit and after taking account of property disposed of by previous Items of this Will and property passing outside of this Will which is includable in my gross estate and does not qualify for the marital or charitable deduction and after taking account of charges to principal that are not allowed as deductions in computing my federal estate tax and (3) my debts, expenses of administration and other charges payable from principal by my Executor, including the death taxes referred to in Item VI hereof, which reduce the value of property disposed of by this Will that may qualify for the marital deduction. For the purpose of establishing the marital bequest amount the values finally fixed in the federal estate tax proceeding relating to my estate shall be used. I recognize that no amount may be disposed of by this provision and that the amount disposed of may be affected by the action of my Executor in exercising certain tax elections.

C. Funding of Marital Bequest Amount. My Executor is authorized to satisfy the marital bequest amount in cash or in kind or partly in cash and partly in kind and in installments or all at one time, and each asset so distributed in kind shall be valued for such purpose at the lower of such

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asset's value on the date or dates of distribution or its federal estate tax value. If any asset distributed in kind shall have been acquired after my death, the reference to federal estate tax value in the preceding sentence shall be deemed to be the federal income tax basis of such asset. Only assets which qualify for the marital deduction shall be used to satisfy the marital bequest.

D. Disclaimer. My wife shall have the right, by an acknowledged written instrument signed by her and delivered to my Executor within nine (9) months of my death, to disclaim, in whole or in part, her interest in or power over any property passing under this Item. Upon receipt of such disclaimer, the Executor shall add the property or the portion thereof to which such disclaimer of interest pertains to the property disposed of by the succeeding Item of this Will, such property so added to be disposed of as though it were a part of the trust property disposed of by the succeeding Item of this Will from the date of my death. Any such disclaimer must comply with the requirements of Sections 2046 and 2518 of the Internal Revenue Code (to the extent permissible under such statutory sections, a disclaimer may be made by my wife's personal representative). A disclaimer by my wife under this Section shall not affect any of her other rights under this Will.

ITEM IV

RESIDUARY ESTATE

I devise and bequeath all the rest of the property that I own at my death, after payment of debts, administration expenses and taxes as provided elsewhere in this Will, to the Trustee, in trust, in accordance with the following provisions:

A. Disposition During Wife's Life. Until my wife's death, the Trustee shall collect the income from the property comprising the trust estate, shall pay all taxes and incidental expenses of the trust and shall pay to or apply for the benefit of my wife and my daughter such amount or

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amounts of the net income or all of the net income, at any time and from time to time, as the Trustee, in the Trustee's absolute discretion, shall determine, and any undistributed income shall be incorporated at least annually into the principal of the trust. The Trustee may also encroach upon the principal of the trust during such time, at any time and from time to time, for the purpose of paying to or for the benefit of my wife and my daughter any amounts the Trustee, in the Trustee's absolute discretion, deems necessary or desirable for their health, maintenance or support. All distributions of income and principal hereunder shall be made without regard to equality of distribution among my wife and daughter, although it is my desire and request that the Trustee give first priority to distributions to my wife during her lifetime and second priority to my daughter, unless my daughter has an emergency need. I also request that the Trustee consider the estate, inheritance and generation skipping tax impact resulting from distributions to my wife from the trust created by this Item. In order to minimize the tax burden on my family, I request that distributions of principal to my wife not be made from the trust under this Item unless the Trustee determines such distributions to be necessary after taking into account her other resources.

B. Disposition of Assets at Wife's Death. Upon the death of my wife (or upon my death if she shall not survive me), if my daughter is then-living the trust shall terminate and the Trustee shall distribute all of the trust assets to my daughter, absolutely and free of trust. If my daughter is not then-living, the Trustee shall distribute the trust assets to my daughter's issue in equal shares, per stirpes, subject to Section C of this Item, but if my daughter has no issue, then the trust shall terminate and the trust assets shall be distributed in accordance with Section D of this Item.

C. Distribution to Young Issue. If any issue of my daughter to whom the Trustee is directed in the preceding Section B to distribute any share of the trust principal is under the age of twenty-five (25) years when the distribution is to be made, his or her portion shall vest in interest in him

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or her but shall be retained in trust by the Trustee until he or she attains such age, with the Trustees in the meantime paying to or for the benefit of him or her such amounts of income and principal as the Trustees, in the Trustee's absolute discretion, deems necessary or desirable for his or her health, education, maintenance or support.

D. Lack of Beneficiaries. If, in the absence of this Section, I otherwise would die intestate or any trust otherwise would fail for lack of a beneficiary, I then devise and bequeath the assets thereby affected as follows: one-half (1/2) in equal shares among my sisters and brother then-living, or to any deceased sisters and brother with issue then-living, per stirpes (my brother is deceased so his share would pass to his issue); and one-half (1/2) in equal shares among my wife's sisters and brothers then-living, or to any deceased sisters and brothers with issue then-living, per stirpes.

ITEM V

FIDUCIARIES

A. Executor. I appoint my wife and my daughter to serve jointly as the Executor of this Will. If either one of them is unable to serve as an Executor for any reason, then the other one of them shall serve alone as Executor. To the extent permitted by applicable law, no Executor hereunder shall be required to furnish bond, file any inventory or file any accountings with respect to the performance of her duties.

B. Trustees. I appoint my wife and daughter to serve jointly as the Trustee of the trust created herein. If either one of them is unable to serve as the Trustee for any reason, then the other one of them shall serve alone as Trustee. If both of them are unable to serve as the Trustee for any reason, then I appoint Third National Bank in Nashville, Nashville, Tennessee, as their successor. I direct that no bond be required of them for the faithful performance of their duties.

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ITEM VI

ADMINISTRATIVE PROVISIONS

A. Payment of Debts, Administration Expenses and Taxes. All of my legally enforceable debts (except secured debts, which may be paid or retained in the discretion of the Executor, and if paid shall be without right of contribution from my wife), my funeral expenses and the expenses of administration of my estate, both domiciliary and ancillary, shall be paid by my Executor as soon as practicable after my death. My Executor shall pay out of my residuary estate all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in respect of property passing under this Will or otherwise, as an expense of administration, without apportionment. Notwithstanding any provision herein to the contrary, the following taxes shall not be paid by my estate and shall instead be charged against the applicable property or persons in possession thereof or benefited thereby in the manner provided by applicable law: any generation skipping tax; any additional tax imposed by Section 2032A of the Internal Revenue Code; and any tax attributable to the inclusion of property in my gross estate pursuant to Section 2044 of the Internal Revenue Code. My Executor may claim each administration expense as a deduction on any income or death tax return, as the Executor sees fit, and no compensating adjustments between income and principal are to be made because of any such decision.

B. Life Insurance. The proceeds of any life insurance payable to my Executor, my Trustee or my estate are to be free from the claims of creditors, and are to be held and distributed as provided by the terms of this Will. My Executor may use any portion of such proceeds as my Executor deems advisable for the payment of debts, expenses and taxes, but only if my Executor thinks such use of the proceeds is in the best interests of my beneficiaries hereunder.

C. Casualty Insurance. Each insurance policy covering an item of property passing under this Will passes with such property. The recipient of such property is not to be charged for any unearned premium already paid. If any insured item of property passing under this Will has been destroyed or damaged, the insurance proceeds recovered or recoverable therefrom are to be paid to the recipient of such damaged or destroyed item in place of any destroyed item and in addition to any damaged item.

D. Real Property. Any real property I own at my death is to be part of my probate estate and treated as forming part of my personal estate for purposes of administration.

E. Powers of Executor and Trustee. In addition to any powers and other related administrative provisions granted or contained elsewhere in this Will, the Executor and Trustee, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate or any trust hereunder, may exercise any and 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 set out in said statute on the date of the execution of this Will), even if said statute be amended or repealed hereafter and even if my estate or any trust hereunder be administered in a state other than Tennessee. Without in any way limiting the foregoing, the Executor shall at all times during the administration of my estate be vested with all the powers, duties and authority of the Trustee herein provided, and shall be authorized to make payments in the same manner and to the same extent as if the Executor were acting as Testamentary Trustee. I grant to my fiduciaries the power and authority to appoint resident fiduciaries to serve

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with them when applicable law so requires. If my wife is a Trustee with another hereunder, she shall not participate as a trustee in a decision as to the payment of income or principal to her as a beneficiary or so as to discharge her legal obligation to any other person.

F. Rule Against Perpetuities. Anything in this Will to the contrary notwithstanding, all trusts created hereunder (or pursuant to a power of appointment granted hereunder) shall terminate one day prior to the expiration of the permissible period under the relevant application of the rule against perpetuities, if any; and upon such termination, all the assets thereof shall be distributed absolutely to those parties (and in the same proportions) as are then receiving the income therefrom.

G. Distribution to a Minor or Incapacitated Beneficiary. During the minority or incapacity of any beneficiary to whom income or principal is payable under this Will, the Trustee may make distribution in any one or more of the following ways: (a) directly to such beneficiary such amount as the Trustee may deem advisable as an allowance; (b) to the guardian, conservator or limited guardian of the person or of the property of such beneficiary; (c) to a custodian under the Uniform Gift to Minors Act, including a custodian selected by the Trustee; (d) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; or (e) by expending such income or principal directly for the health, education, maintenance or support of such beneficiary. The Trustee shall have the power, in the Trustee's absolute discretion, to determine whether a beneficiary is incapacitated, and the Trustee's determination in such regard shall be conclusive. If the beneficiary's incapacity entitles the beneficiary to governmental assistance, the purpose of any trust or trust share hereunder for such beneficiary is to provide for the extra and supplemental care, maintenance, support and education of such beneficiary in addition to any benefits the beneficiary otherwise receives as a result of the beneficiary's incapacity from each local, state or federal government or from each private agency which provides services or benefits to handicapped persons. No trust or trust share hereunder can be used to pay for or reimburse the cost of a beneficiary's care provided by governmental or private funds which care would be available without cost if the beneficiary had no assets.

H. Spendthrift Provision. Neither the income nor principal of any trust herein created, or any share thereof, shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary, nor shall any income or principal of any trust estate hereunder be in any manner subject to or liable in the hands of the Trustee for the debts, contracts or engagements of any beneficiary or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatsoever; but in all distribution of income or principal, the same shall be paid only to the beneficiary entitled, upon receipt of the beneficiary, or to others for his or her benefit as herein provided.

I. Reports of Trustee. The Trustee is excused from making any accounting or report to any court regarding the administration of any trust herein created, but at least annually there shall be furnished to each current income beneficiary of a trust (or the parent or guardian of any minor beneficiary) a statement of receipts and disbursements, as well as a statement of the estimated net value, of the trust.

J. References To Internal Revenue Code. All references in this Will to the Internal Revenue Code refer to the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. All references in this Will to the federal estate tax, the unified credit, the state death tax credit, the gross estate, the marital deduction and the charitable deduction or to related terms refer to those terms as defined within the estate tax provisions of the Internal Revenue Code. All references in my Will to the generation skipping tax or generation skipping transfer or to related terms refer to those terms as defined within the generation skipping tax provisions of the Internal Revenue Code.

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K. Marital Deduction Provisions.

1. It is my intention that the bequest in Item III shall fully qualify for the marital deduction for federal estate and Tennessee inheritance tax purposes; accordingly, all provisions of this Will shall be interpreted and limited so as to carry out this intention. Any provision of this Will which cannot be so interpreted or limited or which is inconsistent with such intention shall be void. No power or discretion granted to my Executor or the Trustee shall be exercised or exercisable in a manner inconsistent with the foregoing.

2. My Executor and Trustee shall use the judgment and care which a prudent person would use if he or she were the owner of the estate or trust assets.

3. The marital bequest shall carry with it (as income, not principal) its proportionate share of the income earned during the administration of my estate.

L. References To Fiduciaries. For convenience, the fiduciaries named in this Will (including any successors) are sometimes referred to in the singular person and masculine gender, regardless of the number or gender of those actually named herein.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Will, consisting of this and the preceding seven (7) printed pages, and for the purpose of identification, I have signed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 8th day of NOVEMBER, 1991, at Nashville, Tennessee.

M. R. Patterson
Malcolm R. Patterson, Testator

Signed and declared by the Testator, Malcolm R. Patterson, to be his Will in the presence of all of us at one and the same time, and we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Names	Addresses
Jeff Mallory	Nashville, Tenn.
Patricia Harris	Nashville, Tenn.

THIS WILL PREPARED BY:

GULLETT, SANFORD, ROBINSON & MARTIN
Third Floor, Metropolitan Federal Building
230 Fourth Avenue, North
P. O. Box 2757
Nashville, Tennessee 37219-0757
(615) 244-4994

A F F I D A V I T

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. That they are adult citizens and residents of Tennessee.

2. That they witnessed the execution of the Will of Malcolm R. Patterson, dated the 8th day of November, 1991, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testator and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

3. That their signatures are affixed to the said Will, that they signed or affixed the same at the instance and request of the Testator, and in his presence, and in the presence of each other, at the place and on the date recited in said Will.

4. That the Testator signed said paper writing as and for his Will in their sight and presence.

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

WITNESS

Patricia Harris
WITNESS

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 8th day of November, 1991.

Julia C. Hunt
Notary Public

My Commission Expires: 9-25-93

FILED
ELAINE B. BEELER
CLERK & MASTER

2001 APR 23 PM 12:52

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BOOK ____ PAGE ____

P012865

CODICIL NO. 1

TO THE LAST WILL AND TESTAMENT

OF

MALCOLM R. PATTERSON

I, Malcolm R. Patterson, of Brentwood, Williamson County, Tennessee, having heretofore made and published my last will and testament dated November 8, 1991, do make and declare this as Codicil No. 1 thereto, to-wit:

I amend my Will by adding the following new Item between Items II and III:

ITEM IIA
DEVISE TO DAUGHTER

I devise and bequeath to my daughter, Shannon M. Patterson, all right, title and interest I own at my death in the improved property known as 2016 Graybar Lane, Nashville, Davidson County, Tennessee, tax map 117-11-0-D, parcel 8.

IN WITNESS WHEREOF, I have executed this Codicil No. 1 to my last will and testament at Nashville, Tennessee, on this the 31st day of MARCH, 1999.

Malcolm R. Patterson

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Signed, sealed, published and declared by the Testator, Malcolm R. Patterson, to be Codicil No. 1 to his last will and testament in the presence of all of us at one and the same time, and we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testator and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Names	Addresses
Jeffrey Mobley	Nashville, Tenn.
Lea Ann M Rodriguez	Nashville TN

THIS CODICIL PREPARED BY:

GULLETT, SANFORD, ROBINSON & MARTIN, PLLC
230 Fourth Avenue North, Third Floor
Post Office Box 198888
Nashville, Tennessee 37219-8888

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. That they are adult citizens and residents of the state listed beside their respective signatures on the Codicil No. 1 to the Last Will and Testament described hereinbelow.

2. That they witnessed the execution of Codicil No. 1 to the Last Will and Testament of Malcolm R. Patterson, dated the 31st day of March, 1999, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testator and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

3. That their signatures are affixed to said Codicil No. 1 to the Last Will and Testament, that they signed or affixed the same at the instance and request of the Testator, and in his presence, and in the presence of each other, at the place and on the date recited in said Codicil No. 1 to the Last Will and Testament.

4. That the Testator signed said paper writing as and for his Codicil No. 1 to his Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Codicil No. 1 to the Last Will and Testament, the Testator was, in their opinion, of sound mind.

Jeffrey Mobley
WITNESS

LeAnn M. Rodriguez
WITNESS

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 31st day of March, 1999.

Linda H. Robertson
Notary Public

My Commission Expires: 9/23/2000

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