Last Will and Testament

OF

JOE B. COVINGTON

Davidson County WILL
Recvd: 01/21/03 15:24 3pgs
Fees:17.00 Taxes:0.00
20030121-0008469

I, Joe B. Covington, a resident of Davidson County, Tennessee, being of sound mind and disposing memory do publish and declare this to be my Last Will and Testament hereby revoking all Wills and Codicils heretofore made by me.

1. PAYMENT OF DEBTS. I direct that all my just debts, my funeral expenses, the expense of the administration of my estate, any estate inheritance or like taxes that may be imposed by reason of my death, be first paid by my Executor hereinafter named out of any funds coming into his hands as soon as practical after my death. My Executor in his sole discretion may pay from any domiciliary estate all of any portion of the costs of ancillary administration and any other similar proceedings in other jurisdictions.

2. REMAINDER. I give, devise and bequeath outright and forever, the remainder of all my property whether real, personal, or mixed and wheresoever situated of which I may die seized or possessed or over which I may have power of appointment to my friend, Caroline Frances Shea.

3. APPOINTMENT OF EXECUTRIX. I hereby appoint Mark S. Byrne, to be my Executor of this my Last Will and Testament. If Mr. Byrne shall predecease me or for any reason fail to qualify as Executor hereunder, or be unwilling to serve, or die, or resign, then in such event I appoint Clark L. Shaw to act as Executor of my estate. I direct that no bond or other security shall be required of the above-named Executor or substitute Executor for the faithful performance of their duties. I authorize my Executor, including my substitute Executor in the exercise of reasonable discretion with respect to all property, real and personal at anytime forming a part of my estate, to exercise any and all powers set forth in Section 3 of Chapter 110 of the Tennessee General Assembly Act of 1963, Tenn. Code Ann. § 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 out in said Statute on the date of execution of this Will, are granted not withstanding that said Statute may be amended hereafter or repealed at the time of my death.

4. USE OF GENDER AND NUMBER. Whenever used within this Last Will and Testament, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

5. PERPETUITIES. If any portion of this Last Will and Testament violates the rule against perpetuities then that portion shall be deleted as necessary and the remaining portion of this Last Will and Testament shall be treated as valid and as if the rule against perpetuities had not been violated.

TESTATOR

TESTATOR

The foregoing instrument, consisting of this and one preceding page, was on this 4th day of September, 1993 subscribed on each page and at the end thereof by, Joe B. Covington, the testator and by him signed, sealed, published and declared to be his Last Will and Testament, in the sight and presence of us and each of us who thereupon, at his request, in his presence, and in the presence of each other, have subscribed our names as attesting witnesses the day and date above written.

Nancy C. Daniel
WITNESS

Nancy M. Hill
WITNESS

Joe B Covington

TESTATOR

AFFIDAVIT

NANCY M. HILL and NANCY C. DAVIS being duly sworn, do depose and say that they witnessed the Will of Joe B. Covington and subscribed the Will in his presence and in the presence of each of us at the request of Joe B. Covington, that he appeared to be of full age and of sound and disposing mind and memory and competent to make testamentary disposition of real and personal property; that he voluntarily signed his Will and declared it to be his Last Will and Testament in the presence of the subscribing witnesses and that this Affidavit is made at the request of the Testator.

Nancy M. Hill
WITNESS

Nancy C. Davis
WITNESS

RICHARD R. ROOKER CIRCUIT COURT CLERK

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 193 Page 622
Given under my hand and official seal, at office in Nashville, this 21st of January 20 03

Sworn to and subscribed before me this 4th day September.

RICHARD R. ROOKER, CLERK

By _____
Deputy Clerk

Sally P. Shaw
NOTARY PUBLIC

My Commission Expires:
Sept. 24, 1994

_____
TESTATOR