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BOOK ____ PAGE ____

LAST WILL AND TESTAMENT

OF

SHIRLEY H. ROOT

P-02-3180

I, SHIRLEY H. ROOT, a resident of and domiciled in Williamson County, Tennessee, do hereby make, publish and declare the following to be my Last Will and Testament, hereby revoking all of my prior wills and codicils.

ARTICLE ONE
IDENTIFICATION

My spouse's name is GEORGE W. ROOT, and all references in this instrument to "my spouse" are to said individual.

My only children are: my daughters, GLENDA VERBLE and ADELL HICKS, and all references in this instrument to "child" or "children" are to said individuals.

My grandchildren are: TRACY SUMMERS, CHRISTY GAMBREL, DAVID VERBLE, ANITA HICKS and CHRISTY MOTT, and all references in this instrument to "grandchild" or "grandchildren" are to said individuals or the survivor(s) of them. The terms "grandchild" or "grandchildren" shall also include any children born to or adopted by my children after the date of this will.

ARTICLE TWO
DEBTS

I DIRECT that all of my just debts, including obligations of mine secured by mortgage on, lien against, or pledge of any real property or personal property owned by me individually or jointly, my funeral expenses, including the cost of a suitable cemetery plot, if necessary, and the cost of a suitable monument at my grave, the expenses of my last illness, and the cost of administration of my estate, be paid out of the residue of my estate as soon as may be convenient after my death; provided, however, my Personal Representative shall not be required to pay any obligation in advance of its maturity.

ARTICLE THREE
PERSONAL PROPERTY

I GIVE and BEQUEATH certain items of personal property in accordance with the terms and conditions of a written memorandum which I have prepared in my own handwriting, which should be found with this Will. In the event that such memorandum is

Shirley H Root

not found within thirty (30) days after the date of my death, then my Personal Representative may distribute my personal property as if such memorandum was never provided for in this Will. I GIVE and BEQUEATH all other tangible personal property owned by me at the time of my death, including, but not limited to, wearing apparel, sporting equipment, jewelry, boats and automobiles, together with all policies of insurance relating thereto, to my spouse, if my spouse survives me, or, if my spouse does not survive me, to my children who survive me, to be divided among them in as nearly equal portions as they may agree or, if they are unable to agree, such personal property shall divided among my children as my Personal Representative shall deem appropriate, in such Personal Representative's discretion.

ARTICLE FOUR
DEVISE

I GIVE and DEVISE to my daughters GLENDA VERBLE AND ADELL HICKS my condominium property located at 5773 Brentwood Trace, Brentwood, Tennessee 37027, in equal proportions, per stirpes.

ARTICLE FIVE
CREDIT SHELTER TRUST

A. If my spouse survives me, I GIVE and BEQUEATH to the Trustee hereinafter named a pecuniary sum equal to the maximum amount by which my federal taxable estate (determined without regard to this Article of my Will) may be increased without causing an increase in the federal estate tax or in any state estate tax or inheritance tax payable by reason of my death after taking into account all credits available against such tax, provided, however, that the credit for state death taxes shall be taken into account only to the extent that it does not result in an increase in the state death taxes which would otherwise be payable. In computing the amount of this bequest, the values and amounts as finally determined for federal estate tax purposes shall control, disclaimers shall not be taken into account, and it shall be assumed that an election is made to qualify all qualified terminable interest property (other than this bequest) for the marital deduction regardless of what election is in fact made.

1. The Trustee shall hold said proceeds, IN TRUST, to manage, invest and reinvest the same, to collect the income thereof, and to pay over the net income to my spouse, GEORGE W. ROOT, or to apply the same for my spouse's benefit, in convenient installments, but at least annually, during my spouse's life.

2. I authorize my Trustee to pay over to my spouse, GEORGE W. ROOT, or to apply for my spouse's benefit such sum or sums from the principal of the Trust as may be necessary for my spouse's care, maintenance, health, education and support in my spouse's accustomed standard of living as my Trustee, in my Trustee's sole

discretion, shall determine. In determining the amount of principal, if any to be paid to or applied for the benefit of my spouse, I authorize, but do not require my Trustee, in my Trustee's sole discretion, to take into consideration any sources of income available to or assets owned by or held for the use and benefit of my spouse.

B. Upon the death of my spouse, or if my spouse does not survive me, my Trustee shall divide and dispose of the remaining principal of the Trust, as it shall then be constituted, as follows:

1. An amount equal to forty percent (40%) of the remaining principal of the trust shall be set aside in separate accounts for each of my daughters GLENDA VERBLE and ADELL HICKS, as follows:

(a) The Trustee shall hold the share of each such child, IN TRUST, to manage, invest and reinvest the same, to collect the income thereof, and to pay over the net income to each such child, or to apply the same for each such child's benefit, in convenient installments, but at least annually, during the term of this trust.

(b) I authorize my Trustee to pay over to each such child one fifth of the principal balance of such child's share on December 31 of each of five consecutive years, commencing on December 31 of the year in which this Paragraph B becomes effective.

(c) Notwithstanding the foregoing, I authorize my Trustee to pay over to each such child, or to apply for each such child's benefit such sum or sums from such child's share of the Trust as may be necessary for such child's care, maintenance, health, education and support, as my Trustee shall determine, in my Trustee's sole discretion. In determining the amount of principal, if any to be paid to or applied for the benefit of each such child, I authorize, but do not require my Trustee, in my Trustee's sole discretion, to take into consideration any sources of income available to or assets owned by or held for the use and benefit of such child.

2. The remaining twenty percent (20%) of the remaining principal of the trust shall be divided into separate accounts for each of my grandchildren who survive me, as follows:

(a) The Trustee shall manage, invest and reinvest said principal, and collect the income therefrom, and apply said net income and principal for the education, maintenance and support of such of my grandchildren who are living at the time of distribution, to such extent and at such times as the Trustee, in its absolute discretion, shall determine. It is my desire that the Trustee will primarily consider my grandchildren's educational needs. Any net income not so applied shall be accumulated, and added to the principal of the trust at least annually and thereafter shall be held, administered and

Shirley D Root

disposed of as part thereof.

(b) At such time as each of my grandchildren attains the age of thirty (30) years, my Trustee shall distribute such grandchild's share to such grandchild.

3. If any child of mine has died before the distribution of shares provided for herein, the share set aside for her shall continue to be held by the Trustee, IN TRUST for her descendants living on the date of distribution, for the following uses and purposes: to manage, invest and reinvest the same, to collect the income therefrom, and to apply the income to the expense of higher education for each such descendant, as the Trustee shall, in its discretion, determine to be appropriate. Upon each such descendant attaining the age of thirty (30) years, the Trustee shall distribute to such descendant his or her per capita share of the principal of said trust.

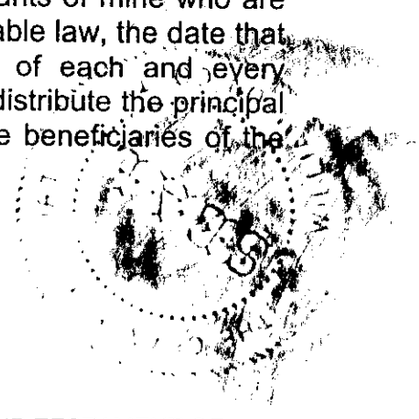
4. If a child of mine has previously died and if there are no living descendants of such child at the time of distribution, such deceased child's share shall be distributed to my remaining living children.

5. If a grandchild of mine has died before the distribution of his or her share provided for herein, the share set aside for such grandchild shall be divided equally between among my surviving grandchildren.

6. If no direct descendants survive me, the remaining principal of the Trust shall be divided among my heirs at law, in accordance with the laws of intestate distribution.

C. A beneficiary's interest in any trust created pursuant to this Will may not be pledged, assigned, sold transferred, alienated, encumbered or anticipated by any such beneficiary in any way; nor shall any such interest in any manner be liable for or subject to the debts, liabilities or obligations of such beneficiary or claims of any sort, including those claims of any beneficiary's spouse against such beneficiary.

D. Notwithstanding any other provision of this Will, at the end of twenty one (21) years after the death of the last to die of myself and all descendants of mine who are living at the time of my death, or if longer, and permitted by applicable law, the date that is ninety (90) years after the date of my death, the Trustee of each and every testamentary trust established pursuant to the terms hereof shall distribute the principal and all accrued or undistributed net income of said trust(s) to the beneficiaries of the trust(s).



ARTICLE SIX
RESIDUARY MARITAL BEQUEST

All the rest, residue and remainder of my property and estate, both real and personal, of whatsoever kind and wheresoever situated, of which I shall die seized or possessed or of which I shall be entitled to dispose at the time of my death (my "residuary estate"), I GIVE, DEVISE and BEQUEATH to my spouse, GEORGE W. ROOT, if my spouse survives me.

If my spouse does not survive me, my residuary estate shall be added to the Credit Shelter Trust and shall be held and administered or distributed in whole or in part, as if it were originally part of the Credit Shelter Trust.

ARTICLE SEVEN
FIDUCIARIES

A. I NOMINATE and APPOINT as my Personal Representative, my spouse, GEORGE W. ROOT. If he shall fail or cease to act as Personal Representative, I NOMINATE and APPOINT as successor Personal Representative, my daughter, GLENDA VERBLE. If she shall fail or cease to act as Personal Representative, I authorize her to appoint a successor Personal Representative.

If a resident of the state of my domicile is required to serve as Personal Representative under my Will and no resident is serving, I authorize the person or persons named as Personal Representative in this Will to appoint a resident to serve as Co-Personal Representative or alone, as the case may be.

B. I NOMINATE and APPOINT as Trustee hereunder my daughter, GLENDA VERBLE. It is my desire that, so long as practical, my Trustee consult with EDDIE MARTIN, CFP, in administering the trust provided for herein.

C. I DIRECT that no bond or other security shall be given by or required of any person hereinabove named for the faithful performance of such person's fiduciary duties in any capacity hereunder.

D. I AUTHORIZE my Personal Representative to administer and settle my estate without the necessity of filing an inventory or making any report, accounting or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal shall be required by law.

E. During the period of administration of my estate, my Personal Representative shall be authorized to make distributions of the income of the estate to the same persons, and in the same proportions, as might be made if the administration were

Shirley L Root

completed.

ARTICLE EIGHT
FIDUCIARY POWERS

My Fiduciaries, shall without diminution or restriction of the powers vested by law, or elsewhere in this instrument, and subject to all the privileges of this instrument, shall without the necessity of procuring any judicial authorization therefor, or approval thereof, shall be vested with, and in the application and of their best judgment and discretion on behalf of the beneficiaries of this instrument, shall be authorized to exercise the powers and rights set forth in T.C.A. 35-50-110, including any and all acts amendatory thereof.

In addition to and not in limitation of all common law and statutory authority and all powers otherwise granted in this Will, my Personal Representative shall have the following specific discretionary powers, duties and obligations:

1. To hold and retain as investments all property of every kind and description which shall at the time of my death be included in my estate;

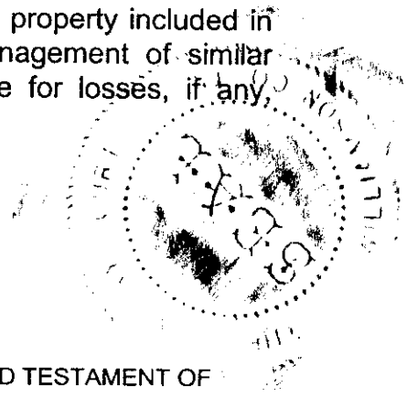
2. To acquire, by purchase or otherwise, and retain temporarily or permanently all kinds of realty and personalty

3. To borrow money if my Personal Representative deems it advisable in the administration of my estate upon such terms and conditions as my Personal Representative deems advisable;

4. To enter into leases extending beyond the period of administration of this estate;

5. To make distributions (including the satisfaction of any pecuniary bequest), in cash or in specific property, real or personal, or an undivided interest in such property or partly in cash and partly in such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary, including any trust;

6. To exercise, in general, all powers with respect to the property included in my estate which any individual would exercise in the management of similar property owned in his own right and not to be responsible for losses, if any, resulting from honest mistakes of judgment.



ARTICLE NINE
ANCILLARY ADMINISTRATION

In the event I own an interest or interests in real property located outside the state of my domicile or in the event ancillary administration of my estate is needed for any other reason outside the state of my domicile, I appoint my domiciliary Personal Representative as my Personal Representative in such other jurisdictions; and if my domiciliary Personal Representative is unable or unwilling to qualify as such, then I APPOINT as my Personal Representative in such other jurisdiction the person or persons selected by my domiciliary Personal Representative by an instrument in writing signed by my domiciliary Personal Representative and delivered to the person or persons so selected and to the court in such other jurisdiction having jurisdiction over the ancillary probate of my Will. Any Personal Representative acting in such other jurisdiction shall have all of the powers, privileges and immunities granted in this Will to my domiciliary Personal Representative, and shall not be required to post bond, file inventories or make reports to any court. Such Personal Representative shall administer the assets of my estate in such other jurisdiction as promptly as possible and shall turn such assets over to my domiciliary Personal Representative.

ARTICLE TEN
TRUST POWERS

In the administration of any property, real or personal, at any time forming a part of the trust estate, or any trust created hereunder, including any accumulated income thereof, the Trustees, in addition to and not by way of limitation of the powers provided by law, shall, except as otherwise provided in this Will, have the following powers to be exercised in their absolute discretion:

1. To retain such property for any period, whether or not the same is of the character permissible for investments by fiduciaries under any applicable law, and without regard to any effect the retention may have upon the diversification of the investments.

2. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to, such property, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms credits and conditions as the Trustees may deem advisable.

3. To invest and reinvest in common stocks, preferred stocks, investment trusts, bonds, securities and other property, real or personal, foreign or domestic, including any undivided interest in any one or more common trust

Shirley A Root

funds, whether or not such investments be of the character permissible for investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversification of the investments.

4. To render liquid the trust estate or any trust created hereunder in whole or in part at any time or from time to time and to hold cash or readily marketable securities of little or no yield for such period as the Trustee may deem advisable.

5. To lease any such property beyond the period fixed by statute for leases made by a trustee and beyond the duration of the trust estate or any trust created hereunder.

6. To join or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

7. To vote in person at meetings of stock or security holders or any adjournment of such meetings or to vote by general or limited proxy with respect to any such shares of stock or other securities held by the Trustees.

8. To hold securities in the name of a nominee without indicating the trust character of such holding, or unregistered or in such form as will pass by delivery; or to use a central depository, such as The Depository Trust Company or The Federal Reserve Bank of New York, and to permit the registration of registered securities in the name of its nominee.

9. To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands of the trust estate or any trust created hereunder against others or of others against the same as the trustee may deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the Trustee may deem advisable.

10. To borrow money for any purpose from any source, or any other fiduciary at any time acting hereunder, and to secure the repayment of any and all amounts so borrowed by mortgage or pledge of any property.

Shirley M Root

11. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing powers, including the giving or granting of options in connection therewith; to make repairs, replacements and improvements, structural or other wise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal and, if the income form the property itself should not suffice for such purposes, to advance out of other income any sums needed therefor, and, except in the case of a trust for which the marital deduction is allowable in determining the federal estate tax payable by the Grantor's estate, to advance any income of the trust for the amortization of any mortgage on property held in the trust.

12. To make distribution of the trust estate or of the principal of any trust created hereunder in kind and to cause any distribution to be composed of cash, property or undivided fractional shares in property different in kind from any other distribution without regard to the income tax basis of the property distributed to any beneficiary or any trust.

13. To invest in any money market deposit or similar account or securities.

14. To execute and deliver any and all instruments in writing which it may deem advisable to carry out any of the foregoing powers. No party to any such instrument in writing signed by the Trustee shall be obliged to inquire into its validity.

15. Notwithstanding anything to the contrary contained in this Article, in the case of a trust for which the marital deduction is allowable in determining the federal estate tax payable by the Grantor's estate, none of the powers granted to the Trustee by this Article shall be exercised in such a manner as to disqualify such trust or any part thereof from such marital deduction. Upon my spouse's request the Trustee shall convert any unproductive property in such trust to productive property.

16. To purchase from the legal representatives of the Grantor's estate any

Shirley A Ford

property constituting a part thereof at its fair market value and to make loans for adequate consideration to the legal representatives of the Grantor's estate, upon such terms and conditions as the trustee, in its absolute discretion, shall determine.

17. To exercise with respect to any insurance policies held hereunder from time to time all options, rights, elections, and privileges exercisable with respect to said policies, including but not limited to the right to designate and change the beneficiaries thereunder pursuant to the provisions of this Agreement, to modify, exchange, surrender or cancel any such policies of insurance, to borrow upon and pledge any such policy in connection with a loan, to assign and distribute any and all of the rights thereunder to or for the benefit of any beneficiary under this Agreement, to direct the disposition of dividends or surplus, to convert said policies into different forms of insurance and to elect methods of settlement with respect thereto.

18. To make gifts of property, both real and personal, to my children, and grandchildren, or any trusts created for their benefit; provided, however, that no single gift during any calendar year shall exceed the Federal Gift Tax Annual Exclusion then in effect for such year (or twice such amount if my spouse consents to having such gift treated as made one-half by my spouse pursuant to Section 2513 of the Internal Revenue Code, as amended). For purposes of this limitation, a gift in trust shall be deemed a gift to each of the beneficiaries.

19. To combine and consolidate the assets of the trust provided for herein with the assets of any other trust created in whole or in part by me and to administer such combined or consolidated trust according to the terms hereof.

No person who at any time is acting as a trustee hereunder shall have any power or obligation to participate in any discretionary authority I have given to my trustees to pay principal or income to such person, or for his or her benefit or in relief of his or her legal obligations.

ARTICLE ELEVEN
TAX

I direct that my Personal Representative pay out of my residuary estate as an administration expense thereof without apportionment, all estate, inheritance, transfer, succession and other similar taxes imposed by any jurisdiction whatsoever by reason of my death (excluding, however, any tax on any "generation-skipping transfer" imposed under Chapter 13 of the Internal Revenue Code or a corresponding provision of state law,

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[and any tax, including interest and penalties thereon, on any "qualified terminable interest property" to the extent such amounts are recoverable under section 2207A of the Internal Revenue Code [but including any additional estate taxes imposed by section 2032A of the Internal Revenue Code or a corresponding provision of state law]), together with interest and penalties thereon, upon or with respect to any property which passes under the provisions of this Will or imposed upon or with respect to any recipient thereof. All such taxes upon or with respect to any other property passing other than under the provisions of this Will or imposed upon or with respect to any recipient thereof shall be apportioned against and paid by the person in possession thereof or benefited thereby, in the manner provided by law.

My Personal Representative shall, in its absolute discretion, determine whether or not to elect to treat any part or all of any property as qualified terminable interest property within the meaning of Section 2056(b)(7) of the Internal Revenue Code of 1986, as amended, or any successor thereto (and/or as a qualified domestic trust within the meaning of Section 2056(d) and Section 2056A(a), and any comparable election granted by any other taxing authority. Without intending to limit in any manner the absolute discretion granted to my Personal Representative by the foregoing sentence, I expect that my Personal Representative will aim to minimize the estate taxes payable by my estate upon my death.

I authorize my Personal Representative to make such other elections under the tax laws as it, in its absolute discretion, deems advisable, regardless of the effect thereof on any of the interests under this Will, and I direct that there shall be no adjustment of such interests by reason of any action taken by my Personal Representative pursuant hereto.

The determination by my Personal Representative with respect to all elections referred to in this Article shall be final and conclusive upon all persons.

I authorize and empower my Personal Representative, without duty to give or obtain consideration therefor, to join with my spouse, or my spouse's estate, in the filing of any federal income tax return for any year for which I have not filed such return prior to my death; and also to consent to any gifts made by my spouse as being made half by me for the purpose of the federal gift tax law; and my Personal Representative may take such action even though it may result in additional liabilities for my estate. Any income or gift taxes due on such returns, any deficiencies, interest, or penalties thereon, any payments on account of estimated taxes, and any refunds of taxes based on joint returns shall be allocated in such manner between my estate and my spouse or my spouse's estate, or all to any of them, as my Personal Representative in my Personal Representative's sole discretion shall deem equitable and proper.

Shirley L. Scott

ARTICLE TWELVE
DISCLAIMERS

I AUTHORIZE my Personal Representative, in addition to any rights conferred on it by law and in its absolute discretion, and without the consent of any court having jurisdiction over my estate, to disclaim or renounce, in whole or in part or with reference to specific amounts, parts, fractional shares or assets, any devise, legacy, or interest in or privilege or power over any trust or other disposition provided for my benefit under the Will or other instrument of any person at any time within nine (9) months after the date of the transfer (whether by reason of such person's death or otherwise) which created an interest in me.

I AUTHORIZE any person, in addition to any rights conferred on him or her by law, at any time within nine (9) months after the date of my death to disclaim or renounce, in whole or in part or with reference to specific amounts, parts, fractional shares or assets, any devise, legacy, interest, right, privilege, or power granted to that person by this my Will. Any such disclaimer or renunciation shall be made by a duly acknowledged written instrument executed by that person or by his or her Conservator, Guardian, Committee, Executor, or Administrator, delivered to my Personal Representative and filed with the clerk of the appropriate court.

ARTICLE THIRTEEN
SURVIVORSHIP

If my spouse and I should die in a common disaster or under other circumstances so that the order of our deaths cannot be determined, I shall be deemed to have survived my spouse.

ARTICLE FOURTEEN
NO CONTEST

Should any taker under this Will become an adverse party in a proceeding for its probate, such taker shall forfeit his or her entire interest hereunder and such interest shall pass as part of the residue of my estate; provided, however, that if such taker is one of the takers of the residue, his or her interest shall be divided proportionately among the other takers of the residue. This paragraph shall not be construed to limit the appearance by any taker as a witness in any proceeding for the probate of this Will, nor to limit his or her appearance in any capacity in a proceeding for its construction.

ARTICLE FIFTEEN
MISCELLANEOUS

As used in this Will, words in the singular shall include the plural, masculine shall include feminine and/or neuter, and vice versa. Personal Representative means any Executor, Executrix or Administrator with the Will Annexed actually serving under the terms of this Will.

IN WITNESS WHEREOF, I have to this my Last Will and Testament contained in thirteen sheets of paper, subscribed my name this 30 day of March, 2001.

Shirley H Root
SHIRLEY H. ROOT

SUBSCRIBED by SHIRLEY H. ROOT in the presence of us and each of us and at the same time declared by her to us and each of us to be her Last Will and Testament, and thereupon we, at her request and in her presence and in the presence of each other, subscribed our names this 30 day of March, 2001.

Brenda J McFadin residing at 327 Julianna Cir, Franklin 37064

Bradley A. Dallemore residing at 1125 Magnolia Drive, Apt B3, Franklin, 37064

Eddie Mott residing at 301 J. B. Hood, Franklin, TN 37065

STATE OF TENNESSEE)
)
COUNTY OF WILLIAMSON)

We, the undersigned, being duly sworn, say:

1. We witnessed the execution of the foregoing Last Will and Testament dated the 30th of March, 2001. SHIRLEY H. ROOT subscribed said Last Will and Testament at 1106 Arrowhead, Brentwood Franklin, Tennessee, on the 30th of March, 2001 in our presence. At the time of making such subscription, SHIRLEY H. ROOT declared the said 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 the request of SHIRLEY H. ROOT and in her presence, and in the presence of each other.

2. In our opinion, SHIRLEY H. ROOT, at the time of so executing said instrument was upwards of the age of eighteen (18) years, and was in all respects competent to make a Will.

3. We make this affidavit at the request of SHIRLEY H. ROOT.

Sworn to and subscribed before me this 30th day of March, 2001.

NOTARY PUBLIC

My Commission Expires: October 20, 2003

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

WILLIAMSON CO. TN
CHANCERY