LAST WILL AND TESTAMENT

OF

SUSAN S. BLACKBURN

Davidson County WILL
Recvd: 03/28/03 10:52 6pgs
Fees:32.00 Taxes:0.00
20030328-0040790

2002 SEP 11 AM 9:06
RICHARD R. ROOKER, CLERK
D.C.

I

I, Susan S. Blackburn, domiciled in Nashville, Davidson County, Tennessee, do make, publish, and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

II

I direct that all of my just matured debts, my funeral expenses, and the costs of administration of my Estate be paid as soon as practicable after my death.

III

I bequeath to my daughter, Catherine T. Blackburn Reeves all my real property, and all my personal household goods, furniture, jewelry and automobiles.

To Catherine T. Blackburn Reeves, I bequeath and devise fifty percent (50%) of my cash, bank accounts, stocks, bonds, mutual funds and all other securities and investment accounts. I bequeath the remaining fifty percent (50%) of the above assets in trust for the use and benefit of Shelby Lynn Blackburn, Jordan Blackburn, Brandon Blackburn and Art Ericson Reeves in equal shares, under the terms and conditions set forth below.

IV

I appoint Catherine T. Blackburn Reeves, Trustee to hold, manage, and control as a Trust Estate, for the use and benefit of the above named beneficiaries, with all of the rights and powers and subject to the limitations as set forth below with the additional power to sell trust property upon such terms and conditions (including credit) at such time and price that my Trustee may determine and to do every other act and thing necessary to appropriate to the complete administration of the Trust.

Susan S. Blackburn

(e) The Trustee shall not be liable for any act or deed committed or omitted in good faith and shall be liable only for gross negligence or unlawful misconduct.

(f) The Trustee shall pay from the gross receipts all costs, charges, legal fees, accountant fees, and expenses of the Trust Estate, including a reasonable compensation to the Trustee for service annually. If the Trustee waives a fee for any one year, said waiver does not preclude the Trustee from charging a fee in any succeeding year.

(g) Upon the death of any beneficiary prior to distribution, the Trust principal and any accumulated interest shall be distributed to the shares of the remaining beneficiaries equally even if a beneficiary has otherwise received their distributive share.

(h) Upon the attainment of age 25 by a beneficiary, their share of the Trust Principal and accumulated income shall be distributed to said beneficiary.

V

If Catherine T. Blackburn Reeves shall not be able to serve as Trustee at any time for any reason, I nominate and appoint Ronald K. Nevin as Trustee, or Successor Trustee.

VI

I appoint Catherine T. Blackburn Reeves, Executrix of this my Last Will and Testament and direct that no bond be required for the faithful performance of her duties; and I vest my said Executrix with full power and authority to sell, transfer, and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions (including credit) that she may determine and to do every other act and thing necessary or appropriate to the complete administration of this Will. If Catherine T. Blackburn Reeves shall predecease me or for any reason shall fail to qualify as Executrix hereunder (or having qualified, shall die, or resign) then in such event, I appoint Ronald K. Nevin as Executor of my Estate; and in such capacity shall possess and exercise all powers and authority herein conferred. I direct that no bond be required of my said Executor for the faithful performance of his duties.

VI

The Trustee shall have the following powers and duties:

(a) The Trustee shall collect the income from the property comprising the Trust Estate, and shall apply the net income or from the principal if necessary for the education and medical care, as the Trustee deems proper, of the trust beneficiaries.

(b) The Trustee hereunder shall have all such powers and rights to be exercised in Trustee's sole discretion as may be necessary or appropriate for effective administration of the Trust created hereunder, including without diminution or restriction of the powers vested in Trustee's by law, or elsewhere in this instrument. The Trustee without the necessity of procuring any judicial authorization therefore, or approval thereof, shall be vested with, and in the application of Trustee's best judgment and discretion on behalf of the beneficiaries of this instrument shall be authorized to exercise all the powers provided for in T.C.A. § 35-60-110 which is incorporated herein by reference as though such language were set forth verbatim.

(c) The beneficiaries of this Trust shall not have the right to pledge, transfer, or assign any interest hereunder to the claims of creditors or any other person, and the right of each beneficiary hereunder shall be limited to the right to receive the income hereof when paid by the Trustee. The legal title of all property held in Trust shall be vested in the Trustee and no interest therein shall be vested in any beneficiary, and the interest of each beneficiary in this Trust shall be personal property only consisting of the right to enforce performance under this instrument.

(d) In no case shall any person to whom any part of the Trust Estate shall be paid, conveyed, delivered, sold, contracted to be sold, leased, mortgaged, or otherwise encumbered, or who shall otherwise deal with my Trustee with respect thereto, be obliged to inquire into my Trustee's authority in connection with such transactions; and, regardless of my Trustee's actual authority in connection therewith, such transactions shall be binding upon the Trust Estate and the beneficiary thereof and all persons interested therein unless in such transactions my Trustee has been guilty of bad faith or of the breach of duties hereunder to the actual knowledge of the persons so dealing with the Trustee.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and three (3) preceding typewritten pages, and for the purpose of administration I have signed each such page, all in the presence of the persons witnessing it at my request this 1 day of August, 2001.

Susan S. Blackburn
SUSAN S. BLACKBURN

The foregoing instrument, consisting of this and three (3) preceding type written pages, was signed, sealed, published, and declared by SUSAN S. BLACKBURN, the testator, to be his Last Will and Testament, in our presence, and we, at his request and in his presence and in the presence of each, have hereunto subscribed our names as witnesses, this the 1st day of August, 2001, at Nashville, Tennessee.

Jaci L. Hudson
WITNESS

1820 Parkway Towers
Street Address

Nashville, TN 37219
City, State and Zip Code

Toni Barrett
WITNESS

1850 Parkway Towers
Street Address

Nashville, Tn 37219
City, State and Zip Code

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, the undersigned attesting witnesses to the foregoing Last Will and Testament of **SUSAN S. BLACKBURN**, at his request, do make and sign this Affidavit stating:

That the foregoing Last Will and Testament was signed, sealed, published, and declared by the Testatrix to be her Last Will and Testament , in the presence of all of us at one and the same time; and we, at her request and in her presence and the presence of each other, subscribed our names thereto as witnesses; and we do hereby attest to the sound and disposing mind of the said Testatrix and to the performance of the said act of execution at the place and on the date hereinbefore set out.

This Affidavit is made pursuant to the provisions of T.C.A. § 32-2-110, for the purpose of attaching the same to the Last Will and Testament of said Testatrix, for proof as to the execution of this Will.

Joni L. Gudmer
WITNESS

Joni Barrett
WITNESS

Sworn to and subscribed before me this 1st day of August, 2001.

Faye E Leggett
NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES:
April 15, 2003

STATE OF TENNESSEE

I, **RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the WILL BK/4724 PG/871956 heretofore entered in the PROBATE Circuit Court for Davidson County, Tennessee, on the 26 day of JULY , 2002 , in the Case Number 02P1281 between REEVES, CATHERINE T. BLACKBURN Petitioner, and BLACKBURN, SUSAN S Respondent.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 28 day of MARCH in the year two thousand three and in the 226th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

