Davidson County WILL
Recvd: 04/05/04 14:21 30pgs
Fees:152.00 Taxes:0.00
20040405-0038277

LAST WILL AND TESTAMENT

OF

DALLAS EUGENE RECTOR

03P340

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03 FEB 20 AM 9:18
RICHARD R. ROOKER, CLERK
D.C.

ARTICLE I: OVERTURE

Name, Residence, Family. I, Dallas Eugene Rector, a resident of Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me.

I am married to Brenda Baird Rector ("Brenda"). I have no natural children, but have raised the following named nieces and nephews as if they were my own children: Jeremy J. Shields, Hali A. Shields, Dustin L. Minor, and Vanessa M. Minor. Therefore, whenever I use the term "my child", "my children", "child of mine", "children of mine", or phrases having similar meaning, I am referring to these nieces and nephews of mine.

ARTICLE II: PAYMENT OF DEBTS, EXPENSES AND TAXES

Payment of Debts and Expenses. I authorize my Personal Representative to pay my debts, funeral expenses, and the expenses incurred in the administration of my estate. I specifically do not charge the proceeds of any insurance policies on my life with the payment of any of my debts, funeral expenses, or the expenses incurred in the administration of my estate.

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However, my Personal Representative is authorized, in its sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying these expenses.

Contribution by Spouse Waived. In the event that my Personal Representative should satisfy any debt of mine under circumstances which create a right of contribution from my wife, I authorize my Personal Representative, in its sole discretion, to waive the right to seek contribution from my wife on behalf of my estate.

Payment of Death Taxes. All transfer, estate, inheritance, succession and other death taxes, and any interest or penalties thereon, which shall become payable by reason of my death, shall be paid out of my residuary estate without apportionment, whether such taxes are payable with respect to property passing under my Will or outside of my Will, exclusive of any tax imposed as a result of Section 2036, 2041, or 2044, or Chapter 13 or 14 of the Code, or a corresponding provision of state law. Notwithstanding the foregoing, in the event my wife disclaims any of the property passing to her under the terms of my Will, such taxes otherwise payable out of my residuary estate shall be charged first against the disclaimed property and, to the extent such property is insufficient, then against the property passing to my wife.

ARTICLE III: SPECIAL BEQUESTS

I intend to leave a handwritten memorandum designating certain articles of my tangible personal effects for various individuals. It is my intention that this memorandum be honored by my Personal Representative, and that my heirs and beneficiaries abide by the bequests set forth therein.

Distribution if Wife Living. I give all of the remainder of my personal and household effects, including automobiles, furniture, jewelry, clothing, and similar personal effects, together with all policies of insurance on such personal effects, to my wife.

Distribution if Wife Deceased. In the event my wife does not survive me, I give the following personal effects as set forth below:

(a) I give our home entertainment center to my wife's brother, Troy Baird, if he survives me.

(b) I give our library table to my brother, Joe Rector, if he survives me.

(c) I give any musical equipment that we own to my son, Jeremy J. Shields, if he survives me.

(d) I give my ruby ring and Lord Elgin square watch to my brother, Jim Rector, if he survives me.

(e) I give any remaining jewelry owned me to my son, Dustin L. Minor, if he survives me.

(f) I give any jewelry that was owned by my wife to my daughters, Hali A. Shields and Vanessa M. Minor, as I listed in the handwritten memorandum described above, otherwise in equal shares.

(g) I give the antique secretary to my sister-in-law, Amy Rector, if she survives me.

(h) I give the antique pump organ to my brother, Jim Rector, if he survives me.

(i) I give all quilts to my sister-in-law, Brenda W. Rector, if she survives me.

Should my wife predecease me, my remaining personal effects shall be sold by auction with the proceeds distributed as part of the residue of my estate. To the extent any of our children want to purchase any of such effects, such child may participate in the purchase. In the event more than one (1) of such children desires to purchase the same property, the Personal Representative shall hold a lottery or fair procedure to determine who shall be allowed to purchase such property.

The reasonable cost of packing, shipping and storing all of such property shall be charged against my estate as an expense of administration.

ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

Residuary Estate to Spouse. If my wife survives me, I give my residuary estate to my wife.

Alternate Disposition in the Event of Disclaimer. In the event my wife disclaims all or any portion of the property passing to her under this Article, I give the portion so disclaimed to the Trustee of the Dallas Eugene Rector Family Trust (hereinafter referred to as the "Family Trust"), to be held in trust and administered in accordance with the terms set forth below.

Alternate Disposition if Wife Deceased. In the event my wife predeceases me, the residue shall be distributed to the Family Trust.

ARTICLE V: PROVISIONS FOR FAMILY TRUST

The Family Trust shall be administered in accordance with the following special provisions:

1. Applicable Provisions for Disclaimer Trust. If this trust is established due to a qualified disclaimer by my wife, and if she does not also disclaim her entire beneficial interest under this trust, all of the following provisions shall apply. If my wife predeceases me, or if she disclaims all or a portion of her beneficial interest under this trust, this trust, or the portion so disclaimed, shall be administered as if my wife had predeceased me.

2. All Income to Spouse. I direct the Trustee to pay the entire net income from the Family Trust to my wife during her life, with payments to be made at least quarterly each year, or more frequently if my wife should so request.

3. Encroachment for Spouse. At any time during my wife's life, the Trustee is expressly authorized to encroach upon the principal of this trust for my wife's support in reasonable comfort, and her health and maintenance. Any such encroachment for my wife shall be within the discretion of the Trustee, and this power shall be a continuing one.

4. Limited Right of Withdrawal for Spouse. If my wife is living on the last day of the taxable year of the Trust, she shall have the right to withdraw that percentage of the fair market value of the net principal of the Trust (not reduced by any income taxes chargeable to principal), specified under Section 2514(e)(2) of the Code (currently, five percent), determined as of the last day of that taxable year. If my wife elects to exercise the foregoing right for any

taxable year, she shall do so by delivering written notice to the Trustee within that taxable year. Payments of amounts withdrawn during any taxable year by my wife pursuant to this paragraph shall be made within thirty (30) days after the close of the taxable year. The total amount that may be withdrawn by my wife shall not be cumulative. This power of withdrawal shall be exercisable only over property actually held in trust, and the amounts subject to this power shall be determined by reference only to property actually held in trust as of the date my wife exercises her withdrawal power. The Trustee shall distribute to my wife annually an amount equal to her income tax liability attributable to undistributed taxable income which is taxed to her as the result of this withdrawal power.

5. Division Following Death of Surviving Spouse. Upon my wife's death, or my death if she predeceases me, the Trustee shall divide the then remaining trust principal, and all accumulated income, as follows:

(a) Ninety percent (90%) shall be divided into equal shares for each of my children, with the share of any deceased child of mine to be allocated among his or her living issue, per stirpes. Should a deceased child of mine have no living issue, his or her share shall be allocated pro rata among the shares of my other children, with the share of any other deceased child of mine to be allocated among his or her living issue, per stirpes. Such shares shall be held and administered as provided below.

(b) Ten percent (10%) shall be allocated as follows:

(i) Nine percent (9%) shall be distributed to my wife's sister, Jean Loveday, if living, and if not, to her living issue, per stirpes;

(ii) Twenty percent (20%) to my wife's sister and brother-in-law, June and Rick Wyrick, or their survivor, or if both are deceased, to their living issue, per stirpes;

(iii) Sixteen percent (16%) to my wife's brother and sister-in-law, Troy and Kathy Baird, or their survivor, or if both are deceased, to their living issue, per stirpes;

(iv) Nine percent (9%) to my wife's sister, Jackie Combs, if living, and if not, to her living issue, per stirpes;

(v) Sixteen percent (16%) to my brother and sister-in-law, Jim and Brenda Rector, or their survivor, or if both are deceased, to their living issue, per stirpes;

(vi) Twenty percent (20%) to my brother and sister-in-law, Joe and Amy Rector, or their survivor, or if both are deceased, to their living issue, per stirpes;

(vii) Six percent (6%) to my wife's nephew, Ricky Wyrick, if living, and if not living, to his living issue, per stirpes; and

(viii) Four percent (4%) to my wife's sister-in-law, Shirley Anderson, if living, and if not, to her living issue, per stirpes.

Such shares under this subparagraph (b) shall be distributed outright and free of trust. If any of said beneficiaries is deceased without living issue, such share shall lapse and be distributed among the remaining beneficiaries, pro rata.

6. Administration of Shares. Thereafter, the Trustee shall distribute to or for the benefit of each beneficiary for whom a share is held so much of the net income or principal of his or her share as the Trustee shall deem advisable for each beneficiary's support in reasonable

comfort, health, maintenance and education, whether public, private, or special. Any undistributed amounts shall be added to each beneficiary's respective share annually, and invested and reinvested for his or her benefit.

7. Terminating Distributions to Children. Following the separation of the trust into shares as provided above, as each of my children attains the age of twenty-five (25) years, he or she shall receive an amount equal to the entire balance of his or her share of the trust estate. To the extent that any of my children have attained this age prior to the separation of the trust into shares, such child shall receive outright his or her entire share of the principal of the trust immediately upon its separation.

8. Distribution in Event of a Child's Death. Should any of my children die, with living issue, at any time following the separation of the trust but prior to receiving his or her final distribution, the income and principal to which that child would have been entitled shall at that time be distributed among his or her living issue, per stirpes. Should any of my children die, without living issue, at any time following the separation of the trust but prior to receiving his or her final distribution, the income and principal to which such child would have been entitled shall be distributed pro rata among such of my other children as may survive, with the share of any other deceased child of mine to be distributed among his or her living issue, per stirpes. However, if at such time any child or issue has not attained the required age for full principal distribution under the provisions of this Article, then outright distribution will be made in each case only to the extent permitted by the age of each such child or issue, with the balance to be added to his or her remaining share in this trust.

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9. Administration of Shares Held for Issue of Deceased Child. Shares passing under the terms of my Will to the living issue of a deceased child of mine shall be retained in trust pending their respective attainment of the age of twenty-five (25) years, during which time the Trustee may pay to such issue or apply for their benefit so much of the net income and principal of their respective shares as the Trustee deems advisable for their support in reasonable comfort, and their health, maintenance and education, whether public, private, or special. Any undistributed income shall be accumulated annually and added to the principal of each such issue's share, and invested and reinvested thereafter. As each living issue respectively attains the age of twenty-five (25) years, he or she shall receive outright the entire balance of his or her share of the trust. Should any issue of a deceased child of mine die prior to attaining the age of twenty-five (25) years, that issue's share shall be distributed to his or her estate. The purpose of this provision is to prevent any possible violation of the rule against perpetuities, and it shall be so construed.

10. Power of Appointment in Event of Generation-Skipping Transfer. Notwithstanding anything herein to the contrary, upon the death of any of my children, in the event that such child's share of this trust has an "inclusion ratio" greater than zero for purposes of the federal generation-skipping transfer tax and a taxable generation-skipping transfer would otherwise occur as a result of the death of such child, the remaining assets in such deceased child's share shall be distributed to his or her creditors or the creditors of his or her estate, as such child shall designate and appoint in his or her will by specific reference to this power of appointment granted to him or her. Notwithstanding anything in this paragraph to the contrary, the amount subject to any such child's power of appointment shall be limited to that amount

which results in the least combined transfer taxes attributable to the death of such child. For these purposes, "transfer taxes" shall take into account any federal and state estate, inheritance, and generation-skipping transfer tax payable by reason of the death of such child, taking into account any surtax, deduction, exemption, or credit attributable to the treatment of such amount as a part of such child's taxable estate or as a generation-skipping transfer. This power of appointment shall be exercisable solely by a deceased child of mine, and shall not be exercisable to any extent except as provided for herein. In the event said deceased child fails to exercise such power with respect to all or any portion of his or her share of this trust, such child's share of this trust as he or she fails to appoint shall be distributed as otherwise provided in this Article as if this power of appointment had not been granted.

11. Rule Against Perpetuities Savings Clause. Anything to the contrary notwithstanding, the Trustee shall terminate and distribute any trust created hereby one day prior to the date twenty-one (21) years following the death of my wife and the last issue of mine who was living on the date of my death. At such time, each separate share of any trust created hereunder shall be distributed outright to the then income beneficiary of such share. The termination of any such trust is intended to occur within the permissible period under the relevant application of the rule against perpetuities, and this provision shall be so construed.

12. Spendthrift Provision. The interest of any beneficiary under any trust created in my Will shall not be grantable, transferable, or otherwise assignable by anticipation, except to the extent specifically provided herein, nor shall such interest be subject to the claims of any creditors of any beneficiary; and, except as provided in this paragraph, the Trustee shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary,

notwithstanding any transfer, assignment, conveyance, or action by creditors. No spouse, or person claiming to be the spouse, of any beneficiary of my Will shall have any right or claim to the principal or the income of any trust. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership, or trustee's process; and, in the event that any such process shall be served upon the Trustee, the right of any beneficiary, in respect of whose interest such process is attempted, to receive either income or principal shall terminate until such process shall be released and discharged. However, the Trustee may make advances from either principal or income for the support in reasonable comfort, and the health, maintenance and education, whether public, private, or special, of such beneficiary as the Trustee, in its discretion, may deem wise and proper under the circumstances.

13. Payments to Third Parties for Benefit of Beneficiary. The Trustee is authorized to make any payment of income or principal to third parties for the benefit of any beneficiaries who may become entitled thereto, or directly to such beneficiaries, without, in any event, requiring the qualification of a legal guardian, unless, in the sole discretion of the Trustee, it should be determined that the appointment and qualification of a guardian in a particular circumstance would be desirable.

14. Additional Contributions. The Trustee may, in its absolute discretion, accept additional contributions to any trust created herein, or any share thereof, (i) by lifetime transfers or transfers by will from my wife or other individuals, (ii) by the naming of the Trustee as beneficiary of one or more insurance policies or annuities, or (iii) by any other means; provided, that such property shall be acceptable to the Trustee. Upon receipt and acceptance by the Trustee, any such additions shall be deemed to be part of the trust or the share to which

contributed; or, if no designation has been made for such additions, then to each share of the Family Trust in such proportions as if the property had been contributed to this trust at the time of its separation. Notwithstanding the foregoing, if the inclusion ratio for federal generation-skipping transfer tax purposes of property directed to be added to a trust or share created hereunder is different from the inclusion ratio of such trust or share, the Trustee may decline to make the addition and may instead administer the property as a separate trust or share with provisions identical to the trust or share to which the property was to be added. Notwithstanding the foregoing, these additions shall not be used for the payment of any taxes, debts, or other expenses associated with the administration of my estate.

15. Discretionary Termination. Notwithstanding anything contained herein, if, in the opinion of the Trustee, any trust created herein, or any share thereof, shall at any time be of a size which, in its sole judgment, makes it inadvisable or uneconomical to continue such trust or share, the Trustee shall have the power to terminate such trust or share and distribute the principal and accumulated income to or for the benefit of the beneficiaries entitled to income thereof at that time, in the proportions in which they are beneficiaries of such income. In determining whether to terminate such trust or share, the Trustee need not consider the interests of any successive income beneficiaries or remaindermen whose interest in the trust or share shall cease upon termination by the Trustee. However, no Trustee who is an income beneficiary shall have the right to participate in any decision to so terminate a trust or share.

16. Limitation on Individual Trustee. No individual Trustee shall have the right to participate in any decision regarding discretionary distributions of income or principal for his or her benefit which are not limited by an ascertainable standard within the meaning of

Section 2041 of the Code, or for the benefit of any other individual to the extent that such discretionary distributions may be used to satisfy a legal obligation of that Trustee to support or maintain that individual.

17. Option to Purchase Real Estate. To the extent the Trust owns any real estate located in Knoxville, Tennessee at the date of division, my brother, Jim Rector, shall have a right of first refusal to purchase any such real estate located in Knoxville, Tennessee, prior to distributing such real estate to any beneficiary's share of the trust or prior to selling such real estate to any third party. Such right of first refusal shall be to purchase such property for the property's then appraised fair market value, with the purchase price to be paid in cash at closing. The Trustee shall notify Jim Rector prior to (a) allocating such property to any beneficiary's share of this trust, (b) distributing such property to any beneficiary of this trust, or (c) prior selling such property to a third party. If Jim Rector fails to exercise such option within forty-five (45) days of notification of any of such events, such option to purchase shall lapse. Following the lapse of such option, to the extent the Trust owns any real estate at the date of division, each of my children shall have the option of utilizing his or her share of the trust to purchase any such real estate for its then fair market value. Such option shall be exercised by written notice to the Trustee within thirty (30) days of the proposed division of the assets. To the extent more than one (1) of said children desires to purchase the same property, the Trustee shall hold a lottery or some other fair procedure to determine who shall have the first option.

ARTICLE VI: APPOINTMENT OF PERSONAL REPRESENTATIVE

Personal Representative. I appoint my wife, Brenda, as the Personal Representative of my estate. If my wife is unwilling or unable to serve, I appoint Steven K. Wood, of Brentwood, Tennessee, to serve as alternate Personal Representative. Should it become necessary, I authorize my Personal Representative to nominate an individual or corporation which may serve as Personal Representative under Tennessee Code Annotated, Section 35-50-107(a), to serve as a Personal Representative of my estate; and should an ancillary administration of my estate be necessary, I authorize my Personal Representative to appoint an ancillary administrator. Any Personal Representative or ancillary administrator appointed by any named Personal Representative shall be vested with all of the powers granted to my fiduciaries in my Will and shall also serve without bond, unless any named Personal Representative should determine bond to be desirable.

Waiver of Bond. I hereby waive the requirement of bond for each of my named Personal Representatives and their successors, except to the extent otherwise required hereunder.

ARTICLE VII: APPOINTMENT OF TRUSTEES

Trustees. I appoint my wife, Brenda, and my brother, Joe Rector, as the Co-Trustees (sometimes hereinafter referred to as "Trustee") of any trust created under my Will. If Joe Rector is unable or unwilling to serve, I appoint Steven K. Wood to succeed her as Co-

Trustee and to serve as the Co-Trustee with the remaining Trustee. If more than one (1) of my original Trustees is unable or unwilling to serve, I appoint SunTrust Bank, Nashville, N.A., to serve with the remaining Trustee, or as sole Trustee if none of the named individual Trustees are willing or able to serve.

Resignation or Replacement of Corporate Trustee. Any corporate Trustee may voluntarily resign upon giving ninety (90) days' written notice to my wife, who shall be authorized to appoint a successor corporate Trustee. Any such corporate Trustee shall be a corporate institution within the continental United States having combined trust assets under administration of at least $100,000,000. In addition, my wife may at any time and from time to time, without assigning cause, remove any corporate Trustee and appoint a successor corporate Trustee having the qualifications set forth above. In the event of the death or incapacity of wife, any right exercisable by my wife under this paragraph may be exercised by a majority of the current income beneficiaries of such trust. In exercising any of the powers under this paragraph, the guardian of the person of any minor child shall represent that child's interest. Any corporate Trustee, by its acceptance of this trust, shall be deemed to have agreed that upon termination of the trust, or upon change of the corporate Trustee, it will impose no severance, succession, or termination charge by reason of the discontinuance of its services as Trustee.

No Bond Required of Trustee. The Trustee and its successors shall serve without bond and shall not be required to file any accountings in any court of record, but shall account for its transactions to each beneficiary, or to the guardian, conservator, or similar legal representative of a beneficiary, at least annually.

ARTICLE VIII: GENERAL WILL PROVISIONS

Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any portion of the property otherwise passing to him or her by complying with the statutory requirements of Section 2518 of the Code, and the federal regulations thereunder, and Tennessee Code Annotated, Section 31-1-103, as these statutory provisions presently exist or may subsequently be amended. Unless otherwise provided in my Will, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

Disposition of Property Disclaimed by Spouse. In the event my wife disclaims all or any portion of the property passing to her under the terms of my Will, such disclaimed property shall be added to the Family Trust established in my Will, to be held, administered, invested and distributed in accordance with its provisions.

Presumption of Survivorship. Notwithstanding anything to the contrary contained in any statute or legal presumption, and unless otherwise provided in connection with any specific bequest contained in my Will, should my wife and I die under such conditions that there is insufficient evidence to determine which of us died first, or that we died other than simultaneously, the person who has the larger "Gross Estate" as defined in Section 2031 of the Code, reduced by deductions allowed by Sections 2053 and 2054 of the Code, shall be presumed to have predeceased the other.

ARTICLE IX: GENERAL FIDUCIARY POWERS

Authorization of Fiduciaries. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to all of the provisions of my Will, I authorize and empower my Personal Representative and the Trustee (hereinafter referred to as my "fiduciaries"), without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

1. Incorporation of State Law Powers. Pursuant to Tennessee Code Annotated, Section 35-50-109, I authorize my fiduciaries to exercise the powers specifically enumerated in Tennessee Code Annotated, Section 35-50-110, including the introductory paragraph thereof and all subparagraphs thereof to the extent applicable, except to the extent possession of such powers is inconsistent with the allowance of the marital deduction for property passing under my Will which would otherwise be eligible for such marital deduction. These powers, as set out in this statute on the date of the execution of my Will, are granted and incorporated herein by reference, notwithstanding that this statute may have been amended or repealed at the time of my death. Subject to any limitations contained herein, without court order, the Trustee may exercise in a fiduciary capacity the powers given the Trustee by this instrument or by law (which if it does not include the prudent investor rule, shall be deemed to include the prudent investor rule of which the applicable codification at the date of this

instrument is set forth in the Uniform Prudent Investor Act promulgated in 1994 by the National Conference of Commissioners on Uniform State Laws).

2. Power to Allocate Assets. My fiduciaries shall, in their sole discretion, make reasonable allocations of the property comprising my estate without being required to apportion each individual asset in satisfying any bequest made herein, in allocating the residue of my estate as herein directed, in funding any trust created herein, or in dividing any trust into shares. My Personal Representative shall not, however, exercise the discretion given it in this paragraph in a manner that will result in a loss of, or decrease in, the marital deduction otherwise allowable to my estate in determining either the federal or state death tax liability of my estate.

3. Power to Move Trust Situs. If at any time it appears that it would be in the best interest of a beneficiary to have the situs of a trust established under this Will transferred to a different jurisdiction, I authorize that said transfer be made. I further direct that the guardians of the person of any minor beneficiary be authorized to instruct the Trustee to make application for removal to another jurisdiction on behalf of such beneficiary, pursuant to the procedure set forth in Tennessee Code Annotated, Section 34-11-117 et seq.

4. Distributions to Incapacitated Beneficiaries. If, pursuant to my Will, or any trust established herein, any property shall be payable outright to a person who is a minor, or is under any other legal, mental, or physical disability (hereinafter referred to as an "incapacitated beneficiary"), my fiduciaries shall have the power, exercisable in their absolute discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to an incapacitated beneficiary, to a parent, guardian, or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Transfers

or Gifts to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property shall not be required to furnish bond or file any accountings with respect to such property, unless my fiduciaries should direct otherwise; and the receipt of such property by the recipient shall discharge my fiduciaries from any further responsibility or liability with respect to such property. If my fiduciaries shall elect to defer payment of any such property, I authorize my fiduciaries to hold such property as a trustee for the benefit of an incapacitated beneficiary, with all the powers given to my fiduciaries in my Will and by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as my fiduciaries shall deem advisable for his or her support in reasonable comfort, and his or her health, maintenance and education, whether public, private, or special. When an incapacitated beneficiary attains capacity, whether legal, mental, or physical, the balance of such property then remaining shall be distributed to him or her. If an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

5. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Personal Representative shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Personal Representative shall deem advisable, in order to minimize the total state and federal income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes. In

addition, my fiduciaries shall also be authorized, in their sole and absolute discretion, to take the following actions: to consent to or oppose, as a shareholder, any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations; to consent that any gifts made by my wife shall be considered as made one-half (1/2) by me for federal or state gift tax purposes; and to join with my wife in the filing of any joint federal or state income tax returns for any period or periods prior to my death for which I have not filed such returns, and to pay a ratable share or all of any taxes due thereon, or due on any joint income tax return actually filed for any period prior to my death.

6. Generation-Skipping Tax Provision. My Personal Representative shall also be authorized, in its sole discretion and without court approval, to allocate any federal exemptions from the federal generation-skipping transfer tax (the "GST Tax") to any property with respect to which I am the transferor for purposes of this tax, regardless of whether such property is included in my probate estate, or to exclude any such property from such allocation. In this regard, I authorize, but do not direct, the Trustee to divide at any time any trust created under my Will into two separate trusts, in order that the federal GST Tax inclusion ratio for each such trust shall be either zero or one. In dividing any trust into separate trusts or shares, if the applicable federal GST Tax laws and regulations so permit, the Trustee shall fund each such trust or share on a fractional basis, valuing all assets at their fair market values as of the date of distribution, with the Trustee having the discretion to make reasonable allocation of assets without being required to apportion each individual asset. Alternatively, if such fractional allocation is not permitted, the Trustee shall allocate the maximum pecuniary amount possible to any trust or share for which the Trustee desires an inclusion ratio of zero and shall either (a) pay

"appropriate interest" on the pecuniary amount in accordance with the applicable federal GST Tax laws and regulations, or (b) within fifteen (15) months of the date of my death, either fund, or permanently set aside property in satisfaction of, such pecuniary amount. Furthermore, in funding any such trust or share on a pecuniary basis, the Trustee shall value such assets as finally determined for federal estate tax purposes and shall distribute assets, including cash, fairly representative of appreciation or depreciation in the value of all assets then available for distribution.

7. Investment Powers. Without limiting the discretionary authority granted to my fiduciaries by statute, and subject to all of the provisions of my Will, the Trustee shall also have the authority to invest, in its discretion, in certificates of deposit, mutual funds, pooled asset funds, money market and liquid asset funds, and other similar investments. In addition, the Trustee is authorized to retain assets distributed to the Trustee, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Trustee shall have the authority to make investments in unproductive property, if such investments will inure to the benefit of one or more beneficiaries of a trust, and if such investments are made with the specific written consent of all of the income beneficiaries of the trust.

8. Fiduciary Compensation. Compensation for services rendered by any corporate fiduciary as a Personal Representative or Trustee shall be paid in accordance with that fiduciary's customary charges for such services at the time the services are rendered. Any individual fiduciary shall be entitled to receive reasonable compensation for services rendered under the terms of my Will.

9. Employment of Agents. My fiduciaries shall be specifically authorized, in their sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts and counsel, legal, investment, or otherwise, as my fiduciaries shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Compensation paid for such services, as well as other administrative expenses and compensation paid to my fiduciaries for their services, shall be paid out of estate or trust assets in such manner as my fiduciaries shall deem advisable.

10. Waiver of Inventory and Accounting. Pursuant to Tennessee Code Annotated, Sections 30-2-301 and 30-2-601, I excuse the requirements for making and filing an inventory and court accountings of my probate estate. However, my Personal Representative shall compile and furnish an inventory and an accounting of my estate to any residuary beneficiary under my Will, or under any residuary trust created herein, who may so request.

11. Administration of Real Property by Personal Representative. All real property in which I may have any interest at the time of my death shall be deemed to be part of my probate estate for purposes of administering my estate, and as such, shall be subject to the control of my Personal Representative during the administration of my estate. For purposes of Tennessee Code Annotated, Section 31-2-103, such real property shall be deemed to be personal property, subject to sale by my Personal Representative, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of my Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

12. Rights and Duties of Successor Fiduciary and Apportionment of Responsibilities. Any successor fiduciary, whether individual or corporate, and whether serving as an Personal Representative or Trustee, shall succeed to all of the rights and duties of its predecessor, but shall not be accountable for any of the acts or transactions of such predecessor. Further, if there is more than one fiduciary serving in the same capacity, such fiduciaries may apportion their respective responsibilities among themselves in any manner they deem advisable.

ARTICLE X: MEANING OF TERMS

Throughout my Will, any reference to gender shall be deemed to include the masculine, feminine, and neuter, and the singular shall include the plural, and vice versa. Whenever the following words or phrases are used in my Will, they shall have the meanings set forth below, unless otherwise indicated:

(a) Except as otherwise provided, "Child," "children," "grandchildren," "issue," or words of similar meaning used in my Will are intended to include adopted as well as natural born persons.

(b) "Code" as used in my Will shall refer to the Internal Revenue Code of 1986, as amended, unless otherwise indicated.

(c) My "residuary estate" shall refer to all property of every kind which I may own or have an interest in at the time of my death, real, personal, or mixed and wherever situated, as well as the proceeds of any policies of insurance on my life which may be payable to my estate, after taking into account any bequests under Article III hereof, and as reduced by my

debts, funeral expenses, administration expenses, taxes chargeable against my residuary estate, and any other charges against the principal of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of twenty-four (24) pages, each of which bears my initials or signature, at Brentwood, Tennessee, this 11 day of April, 2000.

Dallas Eugene Rector

Signed, published, and declared by Dallas Eugene Rector as and for his Last Will and Testament, in the 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 hereunto signed our names as attesting witnesses on the day and date and at the place above written.

WITNESS

WITNESS

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Personally appeared before me, Cathy Q Zakrzewski, a Notary Public in and for said State and County, Susan K. Wood and Linda L. Miller to me known, who made oath as follows:

1. That they were requested by the Testator, Dallas Eugene Rector, to witness his signature to the attached instrument, which purports to be his Last Will and Testament, and they were further requested by the Testator to execute this affidavit;

2. That the Testator signed said instrument and declared the same to be his Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testator and of each other;

4. That the Testator was at least eighteen (18) years of age and of apparent sound mind at the time of the execution of said instrument, and legally capable of making a Will; and

5. That this affidavit is made pursuant to Tennessee Code Annotated, Section 32-2-110.

WITNESS

WITNESS

Subscribed and sworn to before me this 11 day of April, 2000.

Notary Public

My Commission Expires: 11-25-00

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
DALLAS EUGENE RECTOR 03P340

FILED
03 FEB 20 AM 9:18
RICHARD R. ROOKER, CLERK
By: K Rooker D.C.

I, Dallas Eugene Rector, a resident of Davidson County, Tennessee declare this to be the First Codicil to my Last Will and Testament, executed by me on April 11, 2000 (my "Will").

ARTICLE I

I hereby amend my Will by deleting the provisions of paragraph 12 of Article V of my Will, and replacing them with the following text:

> Spendthrift Provision. The interest of any beneficiary under any trust created in my Will shall not be grantable, transferable, or otherwise assignable by anticipation, except to the extent specifically provided herein, nor shall such interest be subject to the claims of any creditors of any beneficiary; and, except as provided in this paragraph, the Trustee shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary, notwithstanding any transfer, assignment, conveyance, or action by creditors. No spouse, or person claiming to be the spouse, of any beneficiary of my Will shall have any right or claim to the principal or the income of any trust. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership, or trustee's process; and, in the event that any such process shall be served upon the Trustee, the right of any beneficiary (except for my wife as a beneficiary of the Family Trust), in respect of whose interest such process is attempted, to receive either income or principal shall terminate until such process shall be released and discharged. However, the Trustee may make advances from either principal or income for the support in reasonable comfort, and the health, maintenance and education, whether public, private, or special, of such beneficiary as the Trustee, in its discretion, may deem wise and proper under the circumstances.

DER

ARTICLE II

I hereby amend my Will by adding the following sentence to the end of paragraph 4 of Article IX of my Will:

> Notwithstanding any provision in my Will to the contrary, nothing contained herein shall be construed as permitting the Trustee of the Family Trust to withhold income from my wife, and any provision so construed shall be null and void.

ARTICLE III

I hereby amend my Will by adding the following text to paragraph 7 of Article IX of my Will:

> If the Family Trust, or any fractional portion thereof, qualifies for the marital deduction allowable under the Code, my Will is to be construed accordingly. Notwithstanding any provision in my Will to the contrary, during the life of my wife, the Trustee shall have no discretion or power which would disqualify this trust, or the portion so elected, for the marital deduction. Any power to invest in or retain unproductive property held in trust shall be subject to my wife's power to require the Trustee, following a written request by her to either (i) convert the unproductive property into productive property within a reasonable time, or (ii) provide sufficient income from other assets of the trust sufficient to satisfy her overall income requirement, with the alternative to be selected in the sole discretion of the Trustee. Also, any power to allocate receipts and disbursements between principal and income shall not be exercised so as to deny my wife income to which she would otherwise be entitled under applicable rules of law.

ARTICLE IV

I hereby affirm my Will, executed on April 11, 2000, in all other respects.

IN WITNESS WHEREOF, I have set my hand to this First Codicil to my Last Will and Testament, consisting of two (2) pages, each of which bears my initials or signature, at Brentwood, Tennessee, this 20 day of November, 2002.

Dallas Eugene Rector
DALLAS EUGENE RECTOR

Signed, published, and declared by DALLAS EUGENE RECTOR as and for the First Codicil to his Last Will and Testament, in the 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 hereunto signed our names as attesting witnesses and on the day and date and at the place above written.

Deborah K Moore
WITNESS

Pamela Jetter
WITNESS

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Personally appeared before me, Trula J. Saeger, a Notary Public in and for said state and county, Deborah K. Moore and Pamela Jeter to me known, who made oath as follows:

1. That they were requested by the Testator, Dallas Eugene Rector, to witness his signature to the attached instrument, which was purported to be the First Codicil to his Last Will and Testament, and they were further requested by the Testator to execute this Affidavit;

2. That the Testator signed said instrument and declared the same to be the First Codicil to his Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testator and of each other;

4. That the Testator was at least eighteen (18) years of age and of apparent sound mind at the time of execution of said instrument, and legally capable of making a Will; and

5. That this Affidavit is made pursuant to Tennessee Code Annotated, Section 32-2-110.

Deborah K Moore
WITNESS

Pamela Jeter
WITNESS

Sworn and subscribed to before me this 21st day of November, 2002.

Trula J. Saeger
Notary Public
My Commission Expires: 11/29/2003

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 Last Will and Testament heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 20 day of FEBRUARY , 2003 , in the Case Number 03P340 RECTOR, DALLAS EUGENE deceased,
as same remains of record in Vol. 5093 , Page 1031580 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 29 day of MARCH in the year two thousand four and in the 227th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

