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Last Will and Testament

OF

PAUL FORREST TREADWAY

I, Paul Forrest Treadway, domiciled in Rutherford County, Tennessee, do hereby make, publish and declare this to be my LAST WILL AND TESTAMENT hereby revoking any and all other Wills and Codicils heretofore made by me.

ARTICLE I

1.01 I am married to Harriet Lorene Treadway, and all references in this Will to "my wife" are references to her. I have five children now living, whose names are Stephen Ray Treadway, David Alan Treadway, Timothy Roy Treadway, John Brian Treadway and Linda Lou Treadway Sparrow. My wife and I have one deceased son, Terence Paul Treadway. All references in this Will to "my children," "children," or "children of mine" include not only the above mentioned children, but also any child hereafter born to or adopted by me, and this Will shall not be revoked by any such birth or adoption.

ARTICLE II

2.01 I direct that all my just debts, my funeral expenses (including the cost of a suitable monument at my grave), unpaid charitable pledges (whether or not the same are enforceable obligations of my estate) and the costs of administration of my estate be paid as soon as practicable after my death. My Personal Representative may, in his sole discretion, pay for my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

2.02 I further direct that any obligations of mine secured by mortgage on any real estate (whether owned by me jointly or individually) or by pledge of or lien against any of my personal property or life insurance, be considered in full as obligations of my estate.

2.03 I direct that there shall be paid out of that portion of my residuary estate which is not included in the share qualifying for the federal estate tax marital deduction, without apportionment, all estate, inheritance, succession and other taxes (together with any penalty thereon), assessed by reason of my death, imposed by the government of the United States, or any state or territory thereof, or by any foreign government or political subdivision thereof in respect to all property required to be included in my gross estate for estate or like tax purposes (except for purposes of the federal

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generation-skipping transfer tax) by any of such governments, whether the property passes under this Will or otherwise, including property over which I have a taxable power of appointment, without contribution by any recipient of any such property.

2.04 The proceeds of any life insurance payable to my estate or to my personal representative may be used for the payment of estate, inheritance, succession or other taxes or debts owed by my estate.

ARTICLE III

3.01 I hereby bequeath all of the furniture, furnishings, household goods, ornaments, clothing, jewelry, automobiles, bric-a-brac, and other personal affects not otherwise specifically bequeathed by this Will or by an addendum attached hereto entirely in my own handwriting (except cash on hand or on deposit, securities, choses in action or other intangibles) and owned by me at the time of my death to the Trustee of the Trust for the benefit of my wife, if she shall survive me.

3.02 To my son, ~~Stephen~~ Brian Treadway, I bequeath and devise all of my interest in and to that certain tract of real estate located at and known as 6353 New Hope Road, Hermitage, Tennessee to be his absolutely and in fee simple. It is my express intention and direction that no mortgage or other lien upon this property be considered in whole or in part as any obligation of my estate but this bequest is made specifically upon condition that the said Stephen Brian Treadway take the property with all liens and indemnify and hold my estate harmless from any claim(s) for payment of same. If he will not do so, then said property is to be sold by my Personal Representative, and the proceeds divided from said sale shall pass according to Article V of this my Last Will and Testament.

3.03 If my said wife shall not survive me, I direct my Personal Representative, as soon after my death as practical, to divide all my personal property, excepting only the cash, stocks, bonds, securities or cash equivalent property equally among my sons, Stephen Ray Treadway and David Alan Treadway.

3.04 I direct that any expenses incurred in safeguarding or delivering the property here bequeathed be paid from my estate as an administration expense thereof.

3.05 If my wife shall not survive me, I direct that my Personal Representative's judgment as to the division of the property specified in this ARTICLE of my Will shall be conclusive; provided, however, that my Personal Representative may consult with all beneficiaries under this ARTICLE in determining what constitutes "equal shares."

3.06 If any beneficiary shall not have reached his or her 28th birthday, or shall be incapacitated or adjudicated legally incompetent at the time any bequest or devise is required to be distributed to him or her under the above provisions, the share of such beneficiary shall be retained in trust by my Personal Representative, as Trustee ("Trustee") to be held, managed and distributed

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as a trust estate until the said beneficiary reaches his or her 28th birthday or ceases to be incapacitated, whichever occurs later. During such time, the Trustee shall pay to such beneficiary or expend on his or her behalf so much of the principal and as much of the net income derived from the fund created by that particular bequest or devise as the Trustee may deem advisable to provide properly for the maintenance, education and support of such beneficiary and may incorporate any income not so disbursed into the principal of the fund. When each such beneficiary reaches his or her 28th birthday or ceases to be incapacitated, whichever occurs later, the trust shall terminate as to such beneficiary and the Trustee shall distribute his or her fund to him or her outright in fee and free from trust.

3.07 If any beneficiary, except my wife, shall die prior to reaching his or her eighteenth (18th) birthday or prior to ceasing to be incapacitated, whichever occurs later, the trust shall terminate as to such beneficiary, and the Trustee shall distribute his or her fund to his or her personal representative, upon the appointment of such representative. If my wife is a beneficiary and still incapacitated at the time of her death, then the trust is to terminate and the remaining corpus of the trust and any undistributed accumulated income will pass under the residuary clause (Article VI) of this my Last Will and Testament.

ARTICLE IV

4.01 If my wife, Harriet Lorene Treadway, shall survive me, I give, devise and bequeath to her an amount equal in value to the maximum allowable marital deduction as finally determined for federal estate tax purposes, diminished by the value for such purposes of all other items in my gross estate which pass or have passed to or for the benefit of my wife under other provisions of this Will or otherwise in such manner as to qualify for and be allowed as a marital deduction, but no greater amount than is necessary to reduce to zero or the smallest amount possible the federal estate tax payable as a result of my death, taking into account all other deductions and the unified credit and the credit for state death taxes. However, the credit for state death taxes shall be taken into account in determining the amount to be allocated to the marital share only to the extent that it does not cause an increase in the amount of death taxes payable to any state.

4.02 I direct that this bequest shall be satisfied only out of assets that qualify for the marital deduction under the provisions of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets.

4.03 The bequest provided for by this ARTICLE, as well as any other pecuniary bequest or any other distribution made of assets constituting the residue of my estate, may be satisfied in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property and in installments or all at one time; provided, however, that any assets so

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distributed in kind shall be valued at their date or dates of distribution. This bequest shall carry with it, as income and not as principal, its proportionate part of the net income of my estate from the date of my death.

4.04 Subject to the foregoing, the decision of my Personal Representative as to which assets are distributed in satisfaction of this disposition for the benefit of my wife, as to whether my estate is valued under the optional provisions of the federal estate tax law, as to what elections are exercised, and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons.

4.05 If my wife shall fail to survive me, then the disposition hereunder for her benefit shall lapse and shall pass as part of my residuary estate.

4.06 Any portion not qualifying for the marital deduction shall be transferred to the Family Trust herein after established for the purposes set forth below.

ARTICLE V

5.01 All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises and all life insurance payable to my estate (but excluding any property over or concerning which I may have any power of appointment), I bequeath and devise in fee to the Trustee of the hereinafter created Family Trust for the benefit of my wife, Harriet Lorene Treadway.

5.02 In the event my said wife, Harriet Lorene Treadway, shall not survive me, then I bequeath and devise the said property as follows:

(a) a one eighth (⅛) share (12.5%) to Pamela Treadway Pedigo of Nashville, Tennessee, my granddaughter and the daughter of my deceased son, Terrence Paul Treadway.

(b) a one eighth (⅛) share (12.5%) to Jonathan Treadway of Nashville, Tennessee, my grandson and the son of my deceased son, Terrence Paul Treadway.

(c) a one quarter (¼) share (25%) to Stephen Ray Treadway of Hendersonville, Tennessee, my son.

(d) a one quarter (¼) share (25%) to David Alan Treadway of Homestead, Florida, my son.

(e) a one quarter (¼) share (25%) to my old family friend, Mary Gilbert, of Rutherford County, Tennessee.

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I am not unmindful of my sons, Timothy Roy Treadway of Nashville, Tennessee and Linda Lou Treadway Sparrow of Florida, from whom I am currently estranged. They have not provided me with the emotional nor physical support one would normally expect from one's children, and for these reasons I do not deign to make them beneficiaries of my Last Will and Testament, although I am cognizant of their relationship to me.

In the event any of these named persons predecease me, then his or her share is to be divided equally among the survivors. If all of the named persons predecease me, then this bequest is to abate, and the said sum of money is to pass under Article V, section 5.02(e) of this my Last Will and Testament.

(f) The amounts, if any of my net estate passing by the terms of this my Last Will and Testament, to any minor is to be bequeathed in trust to the Trustee, hereinafter named, to be held as a trust estate for the benefit of such minor as hereinafter set forth. Said minor will have the benefit of all of the income for his life, to be paid as often as my Trustee shall deem advisable, but not less often then once annually. At his death, the accumulated principal of the trust is to be divided equally and paid only to those persons named in Paragraph 5.02(a)(b)(c) and (d) above, or the survivor of them. This trust will further be subject to the terms, conditions, and limitations of Articles III and VI hereof.

ARTICLE VI

6.01 The Family Trust is created for the following uses and purposes:

A. To hold, manage, invest and reinvest the entire Trust corpus and pay over the net income therefrom, after the payment of all taxes incidental to the operation of this Trust, not less often than quarterly to my designated beneficiaries, for and during the term of their natural life.

B. Upon my death and only in the event my wife survives me, my Trustee shall assemble the principal of the Trust left for the benefit of my wife into a separate legally constituted trust wherein title to the property is held in the name of the Trust.

6.02 The income derived from this Trust and any encroachments to the trust corpus thought advisable in the sole discretion of my Trustee shall be expended to provide for the usual and necessary care, living, and nursing home expenses of Harriet Lorene Treadway. My Trustee is authorized in his sole discretion, to encroach upon the corpus of the Trust estate to any extent that, in the discretion of my Trustee, he may deem necessary to provided adequately and properly for the health, support and maintenance of Harriet Lorene Treadway any such expenses of hers not covered by her separate estate, income, or my pension benefits, which will be hers at the time of my death. At the time of her death, the hereinafter created Family Trust is to terminate and any principal remaining, together with any accumulated undistributed income, is to be distributed in accordance with Paragraph 5.02 above.

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6.03 Should any beneficiary who would take under this Will, but for this provision fail to survive me by more than thirty (30) days, such beneficiary shall be deemed to have predeceased me for the purposes of construing all the terms of this Will, except that this sentence shall not apply to my wife. If my wife and I shall die under such circumstances that there is not sufficient evidence to determine the order of our death, then Article 13 hereof shall govern in such event.

6.04 If any beneficiary should be under the age of eighteen (18) years, the income of a trust being held for such minor while under the age of eighteen (18) years shall, in the discretion of my Trustee, be paid over in whole or in part to such child, or accumulated in whole or in part and added to the corpus of such trust. As each child attains the age of eighteen (18) years, the net income shall be paid to such child at least quarterly.

ARTICLE VII

7.01 I hereby appoint my son, David Alan Treadway of Homestead, Florida, to be Personal Representative of this my Last Will and Testament. I direct that my Personal Representative shall be exempt from posting bond, and I direct that no undertaking be required of my Personal Representative except as the law may make absolutely mandatory.

7.02 If said David Alan Treadway shall predecease me, or for any reason shall fail to qualify as Personal Representative hereunder (or having qualified, shall die or resign), then in such event, I appoint Paul Alfred Rutherford of Nashville, Tennessee, to be Personal Representative of this my Last Will and Testament, and as such to possess and enjoy all powers and authority herein conferred on my original Personal Representative.

7.03 I direct that my Personal Representative and any Successor Personal Representative shall be permitted to serve without bond.

7.04 I further direct that my Personal Representative, while serving as such Personal Representative, may, in her discretion, designate any bank or trust company having a combined capital and surplus of at least $50,000,000.00 as either agent or corporate Co-Personal Representative of my estate, which shall serve without bond or other undertaking for the faithful performance of its duties.

7.05 The appointment of a corporate fiduciary shall extend to such corporation as may succeed to the business of said fiduciary by purchase, merger, consolidation and/or change of charter or name.

ARTICLE VIII

8.01 I hereby grant to my Personal Representative the continuing, absolute, and discretionary power to deal with any property, real or personal, held in my estate as freely as I might

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in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any Court or judicial authority, and no person dealing with my Personal Representative shall be required to inquire into the propriety of any of his actions. My Personal Representative shall have all of the powers set forth in Section 3, Chapter 110 of the Public Acts of the Tennessee General Assembly 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 the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

8.02 In addition to such powers and not by way of limitation, I hereby authorize and empower my Personal Representative to pledge, lease, improve, sell, convey, deliver and dispose of any or all of my property and assets in any way which my Personal Representative may think best for settlement of my estate or which may seem necessary or wise, the same as I could do if living, so that my Personal Representative may give and convey complete title to any and all of my property and assets, and handle, operate and settle any and all of my business, business matters and assets as fully and completely as I could do if living. No purchaser of any of my property shall be required to see to the application or use of the purchase money thereof. I vest my Personal Representative 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 or which my Personal Representative may thereafter acquire, at such time and price and upon such terms and conditions (including credit) as my Personal Representative may determine and to do every other act and thing necessary or appropriate for the complete administration of my estate.

8.03 Without limiting the generality of the foregoing, I hereby grant to my Personal Representative the following specific powers and authority, in addition and not in substitution of powers conferred by law:

1. To compromise, settle or adjust any claim or demand by or against my probate estate or any trust estate and to agree to any rescission or modification of any contract or agreement.

2. To retain any security, or other property owned by me at the time of my death, so long as such retention appears advisable; to exchange any such security or property for other securities or properties and to retain such received in exchange.

3. My Personal Representative may presume that I have confidence in the securities owned by me at the time of my death and therefore, no sale thereof shall be made solely in order to diversify investments.

4. To sell, exchange, assign, transfer and convey any security or property real or personal, held in my probate estate at public or private sale at such time and price and upon such terms and conditions (including credit) as my Personal Representative may decide.

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5. To invest and reinvest in such stocks, bonds and other securities and properties as my Personal Representative may deem advisable, including stocks and unsecured obligations, undivided interests, interests in investment funds and trusts, mutual funds, legal and discretionary common trust funds, leases and property which is outside of my domicile, all without diversification as to kind or amount, without being restricted in any way by the constitution of Tennessee, any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

6. To register and carry any property in his own name or in the name of his nominee or to hold it unregistered, but without thereby increasing or decreasing his liability as fiduciary.

7. To sell or exercise any "rights" issued on any securities held in my estate.

8. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock, all dividends in liquidation and all "rights" issued on securities, and to consider and treat as income all of the dividends received except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal.

9. To charge or credit to principal any premiums and discounts on securities purchased at more than par.

10. To vote, either in person or by proxy any stocks or securities held, and to grant such proxies and powers of attorney to such person or persons as my Personal Representative may deem proper.

11. To consent to, and participate in, any plan for the liquidation, merger, consolidation, reorganization, recapitalization, or change of charter or name of any corporation, any security of which is held.

12. To borrow money (from himself individually or from others) upon such terms and conditions as my Personal Representative may determine and to mortgage and pledge estate and trust assets as security for the payment thereof.

13. To lease any real estate for such term or terms and upon such conditions and rentals and in such manner as my Personal Representative may deem advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though same may extend beyond the duration of administration of my probate estate; to insure against fire or other risks; to make repairs, replacements, and improvements, structural or otherwise, to any such real estate and to charge the expense thereof to principal or income (or apportion same between principal and income) as my Personal Representative may deem proper. To subdivide real estate; to dedicate same to public use; and to grant easements as my Personal Representative may deem proper.

14. Whenever required or permitted, to divide and distribute my probate estate; to make such division or distribution in money or in kind or partly in money and partly in kind.

15. To employ accountants, attorneys, and such agents as my Personal Representative may deem advisable; to pay reasonable compensation for their services, and to charge same to (or apportion same between) income or principal as my Personal Representative may deem proper.

16. In making distributions of net income from the trust to beneficiaries entitled thereto, same may be disbursed in monthly or other convenient installments based upon her estimate of the amount thereof, and the correct amount shall be annually adjusted. If, on the death of any beneficiary, there is a deficiency of income thus occasioned, the same shall be charged to the principal account from which such income was paid.

17. Unless inconsistent with other provisions of this instrument, to hold two or more trusts or other funds in one or more consolidated funds, in which the separate funds or trusts shall have undivided interests.

18. To insure the assets of the probate estate and my Personal Representative against damage or loss with respect to liability to third persons.

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19. In buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with himself in his separate or in any fiduciary capacity.

20. If any distribution hereunder is to be made to an infant or to a person under legal disability, or to a person not adjudicated incompetent, but who by reason of illness, or mental or physical disability is unable in the opinion of my Personal Representative to properly administer said distribution, then payment thereof may be made: (a) directly to such beneficiary; (b) to the legally appointed guardian, Conservator, or curator of such beneficiary; (c) to some near relative of such beneficiary to be applied for the benefit of such beneficiary; (d) by expenditure directly for the support, maintenance, education or medical care of such beneficiary; or (e) to a Custodian (or any successor Custodian as may be designated) under the Tennessee Uniform Gifts to Minors Act, § 35-7-101 et seq. TENN CODE ANN., as the same may be amended from time to time. Such payment or expenditures shall be a full acquittance in each instance.

21. To operate farms and woodlands with hired labor, tenants, or sharecroppers; to acquire real estate, crop allotments, live stock, poultry, machinery, equipment, materials, and any other items of production in connection therewith; to clear, drain, ditch, make roads, fence and plant part or all of such real estate; to employ or enter into any practices or programs to conserve, improve, or regulate the efficiency, fertility, and production thereof; to improve, sell, auction or exchange crops, timber, or other products thereof; to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the probate estate or any trust estate created hereunder or for a lesser period; to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any of such real estate or which the Personal Representative may deem otherwise appropriate; to make loans or advances at interest for production, harvesting, marketing, or other purpose hereunder, in such manner and in such terms and conditions as he may approve, and in general to take any action which the Personal Representative may deem necessary or desirable in such operations of farms and woodlands.

22. To drill, explore, test, mine, or otherwise exploit oil, gas or other mineral or natural resources; to engage in an absorption, repressuring, and other production processing or secondary recovery operations; to install, operate and maintain storage plants and pipelines or other transportation facilities; to engage in any of the above activities directly under such business form as the Personal Representative may select or to contract with others for the performance of them; and to enter into and execute oil, gas, and mineral leases, contracts for royalties, oil payments and other similar instruments, division and transfer orders, grants, farm-outs, pooling or unitization agreements, and such other instruments or agreements in connection therewith as he may deem necessary or desirable.

8.04 To invest and reinvest in speculative assets without being restricted in any way by the Constitution of Tennessee, any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries including, without limitation, art objects, euro-dollars, foreign corporations or legal entities, foreign currencies, jewelry, oil and gas exploration ventures, paintings, precious metals, rare coins, stock options, venture corporations, companies and other legal entities, stock warrants, commodities futures transactions, and other related or similar types of speculative investments, all without diversification as to kind or amount.

8.05 I am cognizant that the provisions of the Code in force at the time of my death and applicable to my estate may permit my Personal Representative to elect to claim certain administration and other expenses as deductions either in the federal income tax returns of my estate or in the federal estate tax return. I hereby authorize my Personal Representative to elect to claim such expenses as deductions on the particular tax return or returns as my Personal Representative in his discretion, may

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deem advisable, irrespective of whether such expenses may be payable from income or principal, and my Personal Representative is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of his election under this ARTICLE. I direct that the property interests determined as a result of the election under this ARTICLE shall be the interests that such beneficiaries will receive. I exonerate my Personal Representative from all liability for any such election and direct that no beneficiary shall have any claim against my Personal Representative or my estate by reason of the exercise of his judgment in this respect.

8.06 I specifically authorize and empower my Personal Representative regardless of whether or not it affects the interests of any beneficiary under this Will, to exercise or waive any tax election granted by the Code in effect at the time of my death, and my Personal Representative shall incur no liability whatsoever to any beneficiary under this Will as a result of any election or waiver so made.

8.07 I specifically authorize and empower my Personal Representative to execute and file a joint income tax return with my wife for the year in which my death occurs, and for any years prior thereto. Furthermore, I specifically authorize and empower my Personal Representative to execute and file a federal gift tax return for the calendar quarter in which my death occurs, and/or for any calendar quarters or years prior thereto, and to execute a federal gift tax return with my wife for such period or periods and thereon to make the election to split gifts. My Personal Representative shall have no liability for any action taken in good faith and in accordance with this authorization.

8.08 If there should not be sufficient cash available for payment when due of the indebtedness evidenced by any promissory note or notes signed by me or for the payment of which I am liable, which may be unpaid at the time of my death, my Personal Representative is expressly authorized to renew such note or notes or to endorse a renewal note or notes for any cash needed for the payment of the debts or taxes (including estate taxes), or the funding of any of the estates hereinabove mentioned and to mortgage or pledge any or all of my probate estate to secure the payment of such note or notes in order to avoid as far as possible any sacrifice of any part of my probate estate by reason of a forced liquidation thereof.

ARTICLE IX

9.01 My Personal Representative shall have absolute discretion to select property to be allocated or distributed to any separate trust estate created in this Will or to be distributed in satisfaction of any devise or bequest provided for herein, without regard to the tax attributes of such property, and my Personal Representative is specifically exempted from any duty of impartiality with respect to the tax attributes of such property; provided, that my Personal Representative shall not

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exercise his discretion in a manner that will result in a loss of, or decrease in, the Marital or Charitable deduction otherwise allowable in determining my federal estate tax.

9.02 My Personal Representative shall be responsible only for the exercise of good faith and reasonable diligence in the performance of the duties of Personal Representative hereunder.

9.03 Any reference or use of the term Personal Representative shall also include the terms Executor, Executrix, and Executrices. Any substitute, alternate or successor personal representative appointed by virtue of this my Last Will and Testament or any court or judicial authority, as the case may be, shall possess and exercise all power and authority herein conferred on my original Personal Representative.

ARTICLE X

10.01 I hereby appoint my son, David Alan Treadway, as Trustee of any trust estate herein created and established, and I direct that she shall be exempt from posting bond.

10.02 If said David Alan Treadway shall predecease me, or for any reason shall fail to qualify as my trustee (or having qualified, shall die or resign), then in such event I appoint Paul Alfred Rutherford of Nashville, Tennessee as Successor of any trust herein created and established and I direct that she shall be exempt from posting bond.

10.03 The powers herein granted to my Personal Representative [in ARTICLE(S) 7 and 8 hereof] are also expressly granted to any successor or substitute Trustee who qualifies and undertakes to exercise such trust powers.

10.04 In addition to the powers granted to my Personal Representative which are herein expressly granted to my Trustee, I hereby grant the following additional powers to my Trustee:

1. To exercise all powers herein conferred, after the termination of any trust, until the same is fully distributed.

2. As compensation for services, the Trustee shall be entitled to retain from income and/or principal in her discretion a reasonable commission and expenses, for which she should petition the court having competent jurisdiction for an award at least annually.

3. Each Trustee hereunder (whether originally designated herein or appointed as substitute, successor or alternate Trustee) shall have the right to resign at any time by giving thirty (30) days written notice to that affect to the current income beneficiaries of the trust estate. The Trustee shall petition a court of competent jurisdiction for the appointment of a substitute, successor or alternate in the judicial settlement of accounts.

4. To determine what is income and what is principal of the trust estate, and what expenses, costs, taxes and charges of any kind whatsoever shall be charged against income and/or principal without being restricted in any way by the constitution of Tennessee, or any statute or court decision (now or hereafter existing) regulating such decisions by fiduciaries; and to determine whether or not to establish depreciation and depletion reserves.

5. The Trustee shall not be required to file any inventory or appraisal or other returns or reports to any court or give bond, but shall furnish a balance sheet and statement of receipts and disbursements at least annually to the current income beneficiaries of the trust estate.

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10.05 If at any time the Trustee of any trust estate herein created (including any substitute, alternate or successor Trustee) should determine in her sole and absolute discretion, that any such trust estate is no longer necessary, expedient or wise, said Trustee may, in full discharge of his duties hereunder, terminate such trust estate. In the event of such termination, the Trustee shall distribute the trust estate outright, in fee and free from trust to those persons who are then the income beneficiaries thereof in such amounts and proportions as the Trustee, in his discretion, may determine.

10.06 Neither the principal nor income of any trust created herein shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated, or encumbered by any beneficiary, nor shall any income or principal of any such trust estate be in any manner subject or liable in the hands of the trustee for the debts, contracts or engagements of any beneficiary, or be subject to any assignment or any other voluntary or involuntary alienation or disposition whatever. All distributions of income or principal shall be paid only upon receipt to the beneficiary entitled, or to others for his use and benefit.

ARTICLE XI

11.01 All of the trust estates created hereunder shall be administered in accordance with and in all respects shall be governed by the laws of the State of Tennessee.

ARTICLE XII

12.01 It is my intention by the language contained above to create completely separate and independent trust estates for federal income tax and all other purposes in the event there is more than one current income beneficiary under the Code, and no part or provision of this instrument shall be construed in such manner or fashion as to disqualify the various trust estates which may be created from the aforesaid treatment.

ARTICLE XIII

13.01 If my wife, Harriet Lorene Treadway, and I shall die under circumstances that prevent a determination of the order of our deaths, then it shall be presumed that I survived her; and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

ARTICLE XIV

14.01 If any provision of this will or any Codicil is held to be inoperative, invalid or illegal, it is my intention that all of the remaining provisions thereof shall continue to be fully operative and effective so far as is possible and reasonable.

14.02 Where necessary or appropriate to the meaning hereof, the singular and plural shall be interchangeable, and words of any gender shall include all genders.

14.03 "Children," "descendants," "issue," and words of similar purport include persons whose relationship to the ancestor designated is created by or through lawful birth or adoption, wherever

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occurring as well as persons having such relationship to my wife. No child or descendant shall lose his or her status as such through adoption by another person. A person in gestation, which person is later born alive, shall be regarded in this Will as a person in being during the period of gestation.

14.04 Any references in this Will to "Code" shall be deemed to be references to the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent federal tax law.

IN WITNESS WHEREOF I have hereunto set my hand and seal to this my Last Will and Testament consisting of this and twelve (12) preceding typewritten pages, and for the purposes of identification, I have signed each such page in the presence of the persons witnessing it at my request on this the 19 day of February, 2002.

Paul Forrest Treadway
PAUL FORREST TREADWAY

The foregoing instrument consisting of this and thirteen (13) preceding typewritten pages was signed, sealed, published and declared in our presence by, Paul Forrest Treadway, the Testator, to be his Last Will and Testament, and we, at his request and in his presence and sight and in the presence and sight of each other, have hereunto set our hands and seals as witnesses on this the 22 day of February 2002 at 202 Enon Spgs. Rd, Smyrna, Tennessee.

Paul G. Rutherford
Witness

Nashville, TN
Address

Witness

Address

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THIS DOCUMENT PREPARED BY:
PAUL R. WHITE
RUTHERFORD, DeMARCO & WHITE
Suite 400, Washington Square
214 Second Avenue North
Nashville, Tennessee 37201
Telephone: 615 / 256-6681

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF Rutherford)

Paul A. Rutherford, Debbie Garrett,

and _____, after being duly sworn according to law depose and say:

That they are adult citizens of Davidson/Rutherford County, Tennessee and are acquainted with Paul Forrest Treadway, who executed the annexed Last Will and Testament dated the 22 day of February 2002 on that date at Smyrna, Tennessee by subscribing his name at the end thereof in the sight and presence of each of them;

That at the time of subscribing said Last Will and Testament he declared the instrument so subscribed by him to be his Last Will and Testament, and they hereupon signed their names as witnesses at the end of said instrument at her request and in her presence and in the sight and presence of each other; and

That Paul Forrest Treadway at the time of executing his Last Will and Testament, was over the age of eighteen (18) years, and in their opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Last Will and Testament.

This Affidavit was made at the request of Paul Forrest Treadway.

The annexed last Will and Testament was examined by the undersigned witnesses at the time this Affidavit was made.

Paul A. Rutherford
Witness

Debbie Garrett
Witness

_____
Witness

SWORN TO AND SUBSCRIBED

before me this 22 day of February, 2002.

Beverly B. Estes
Notary Public

My Commission Expires: 4-22-05

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 19 day of AUGUST , 2003 , in the Case Number 03P1317 TREADWAY, PAUL FORREST deceased,
as same remains of record in Vol. 5468 , Page 1221468 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 07 day of MAY in the year two thousand four and in the 227th year of American Independence.

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

SEAL

