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RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

SARAH A. HUNTER

Davidson County WILL
Recvd: 05/11/04 10:43 15pgs
Fees:77.00 Taxes:0.00
20040511-0053686

I, SARAH A. HUNTER, a citizen and resident of Nashville, Davidson County, Tennessee, do hereby make, publish and declare this my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

A PERSONAL NOTE TO MY FAMILY

I trust that the formal terminology in this Will and the absence of personal messages will not cause you to doubt my affection for you. You are well aware of that affection. A Will is a legal instrument, the purpose of which is to dispose of property and as such, it is an inappropriate place for personal messages.

IDENTIFICATIONS

Item 1. Spouse. All references in this my Last Will and Testament to "my spouse" shall mean my husband, James W. Hunter.

Item 2. Children. At the time of signing this my Last Will and Testament, all references to "child" or "children" shall mean Carolyn Hunter Lampley of Nashville, Tennessee; Gary VanCleave Hunter of Tampa, Florida; and James Ronald Hunter of Nashville, Tennessee. For purposes of this Will and the disposition of my estate, adopted children and their issue of any descendant of mine shall be considered and treated in all respects the same as all other children.

ARTICLE I
PAYMENT OF DEBTS, EXPENSES AND TAXES

As soon as practical after my death, I direct that all my debts, all expenses relating to my last illness, funeral expenses, all expenses of the administration of my estate including expenses relating to any ancillary administration thereof and any unpaid pledges by me to charitable organizations, shall be paid by my Personal Representative, hereinafter named, from my residuary estate; provided however, that in the event any property passing under this Will or by operation of law or otherwise by reason of my death shall be encumbered by a mortgage, deed of trust or other lien or shall be pledged to secure any obligation of mine, I direct that such indebtedness shall be paid or not paid, as my Personal Representative, hereinafter named, shall in her discretion determine, and if not paid, the devisee, legatee, joint owner taking by survivorship, or beneficiary thereof shall take such property subject to such indebtedness. I further direct that all taxes, including estate and inheritance taxes (but excluding any generation-skipping tax), as well as any penalties and/or interest that may become due and payable with respect thereto, taxable against my estate, or against any life insurance on my life, be paid by my Personal Representative, hereinafter named, from my residuary estate without apportionment and with no right of reimbursement from any recipient or beneficiary of any such property. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law.

ARTICLE II
DISTRIBUTION OF PERSONAL PROPERTY

Item 1. Lockbox Clause. I do hereby give and bequeath my tangible personal property, including any and all automobiles or clothing and personal effects of which I may die seized or possessed or in which I may own a transmissible interest at the time of my death, and any and all insurance thereon, or proceeds of such insurance, due and payable at the time of my death or thereafter to those persons so designated in a memorandum or letter addressed to my Personal Representative which may be found in my lockbox or with my valuable papers at my death.

Item 2. Specific Bequest to Family Trust. I do hereby give, devise and bequeath all my household furnishings and remaining contents of my home located at 6436 Bresslyn Road, Nashville, Tennessee, to the Trustee of the Family Trust established under ARTICLE IV hereinbelow.

Item 3. Remaining Personal Property. Any remaining personal property and effects, I do hereby give, devise and bequeath, to my husband, James W. Hunter, if he survives me. If my husband predeceases me, I give, devise and bequeath, in equal shares, my remaining personal property and effects unto my children, Carolyn Hunter Lampley, Gary VanCleave Hunter and James Ronald Hunter. Any items not selected by my children shall become part of my residuary estate.

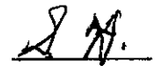
ARTICLE III
ESTABLISHMENT OF MARITAL TRUST

If my husband shall survive me (and for purposes of this ARTICLE III, if the actual sequence of our deaths cannot readily be determined, my husband shall be presumed to have predeceased me), I give to my daughter, Carolyn Hunter Lampley, as Trustee, to be held as of the date of my death, in a separate trust for the benefit of my husband, that pecuniary amount which is equal to the value as "qualified property" (as defined in this paragraph) reduced by the largest amount, if any, which, if allocated to the Family Trust (created in ARTICLE IV hereinbelow), would result in no increase in federal estate tax payable at my death by reason of taking into account the unified credit and the credit for state death taxes (but only if use of the state death tax credit does not require an increase in the state death taxes paid which are computed by reference to that state death tax credit) allowable to my estate, but no other credits. As used in this paragraph, "qualified property" is all property disposed of by this Will and property, the proceeds, investments or reinvestments of which are disposed of by this Will, in either case which is included in my gross estate for federal estate tax purposes and which is not otherwise effectively disposed of by (i) ARTICLE II of this Will, or (ii) the payment of debts, expenses of administration and other charges payable from principal by my Personal Representative, including the death taxes referred to in ARTICLE I hereinabove. This trust so named and established for my husband shall be administered as follows:

A. Commencing as of the date of my death and during the life of my husband, the Trustee shall distribute to my husband:

(1) The entire net income of the trust in convenient installments, at least as frequently as quarterly;

(2) As much or all of the principal of the trust as the Trustee, from time to time, believes desirable for the support in reasonable comfort, maintenance, health, medical, dental, hospital and nursing expenses and expenses of



invalidism of my husband, considering all circumstances and factors deemed pertinent by the Trustee;

(3) Notwithstanding any other provision of this instrument, upon the death of my husband, all income of the trust which is accrued or undistributed at my husband's death shall be paid to the estate of my husband; and

(4) Upon the death of my husband, the then remaining principal of the trust shall be added to and shall thereafter be administered as part of, the principal of the Family Trust under ARTICLE IV of this instrument.

B. For purposes of determining the pecuniary amount to be allocated to the trust named for my husband, I direct that:

(1) Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effects of certain tax elections made by my Personal Representative or the Trustee;

(2) None of the provisions of this ARTICLE III, including for example, the use of the term "largest", shall be construed as requiring any particular exercise or nonexercise of tax elections, regardless of their effect on the determination of the pecuniary amount; and

(3) The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property allocated to the trust named for my husband and shall be diminished if and to the extent required by subparagraph (2) of paragraph C hereof.

C. For purposes of funding the trust named for my husband:

(1) Property allocated in kind shall be valued at its fair market value as of the date of its allocation to the trust;

(2) Only property or proceeds of property with respect to which the federal estate tax marital deduction would be allowable, if distributed outright to my husband, shall be allocated to the trust; and

(3) Except to the extent other available assets are inadequate, property which represents the right to income in respect of a decedent under Section 691 of the Internal Revenue Code of 1986 as amended, shall not be allocated to the trust.

ARTICLE IV
ESTABLISHMENT OF FAMILY TRUST

If my husband shall survive me, I give, devise and bequeath all of the rest, residue and remainder of my estate, of whatsoever kind and wheresoever situated, including any lapsed legacies or devises, but excluding any property over which I may have a power of appointment, it being my intention not to exercise any such power, which I may own or be entitled to at the time of my death sometimes referred to in this Will as my "residuary estate", to my daughter, Carolyn Hunter Lampley, as Trustee, IN TRUST, for the following uses and purposes, upon the terms and conditions, and with the powers and duties hereinafter stated, without bond.

A. This trust shall be known as the SARAH A. HUNTER FAMILY TRUST.

SAH

B. During the term of this Trust, and until the division of the trust estate into shares as herein provided, the Trustee is to pay the net income from this trust to my husband at least quarterly. Additionally, my Trustee is authorized and directed to use, expend and apply for the support in reasonable comfort, health, medical, dental, hospital and nursing expenses and expenses of invalidism of my husband, such part of the principal of the trust estate as the Trustee, in her discretion, deems necessary or desirable to maintain and support my husband in the manner to which he is then accustomed.

C. (1) Upon the death of my husband, the Trustee shall distribute the house and lot located at 6346 Bresslyn Road, Nashville, Tennessee, and all household furnishings therein, outright and in fee to my daughter, Carolyn Hunter Lampley. If she predeceases me, the house is to be distributed equally to her children as tenants in common.

(2) The Trustee shall then divide the remaining principal and accumulated income, if any, into equal shares, one share for each child of mine then surviving, and distribute such shares outright and in fee to my children. If my daughter, Carolyn Hunter Lampley, predeceases me, her share shall be distributed in equal shares to her husband and her children. If my son, James Ronald Hunter, shall predecease me, his share shall be divided equally between all of my grandchildren. If my son, Gary VanCleave Hunter, shall predecease me, his share shall be divided equally among his children and his former wife, Shirley H. Hunter, of Nashville, Tennessee.

D. In the event that Carolyn Hunter Lampley is unable or unwilling to serve as Trustee, I do hereby appoint my son, James Ronald Hunter, of Nashville, Tennessee, as Successor Trustee. If the said James Ronald Hunter is unable or unwilling to serve as Successor Trustee, then I appoint Neal H. Lampley of Nashville, Tennessee, as Successor Trustee.

E. In the event that all such Trustees are unable or unwilling to serve, then the guardian for any minor beneficiary or the sole adult beneficiary of such trust, or a majority of the adult beneficiaries of any trust for which provision is herein made, may appoint a successor trustee from time to time, provided that such successor trustee shall be a national or state bank, having a regularly established trust department, which has been in business for at least ten (10) years or more, and which has assets of at least one hundred million dollars ($100,000,000.00) or more. Such appointment shall be in writing and duly acknowledged in the form required for deeds and shall, if necessary serve as the removal of the then acting trustee.

ARTICLE V
IF SPOUSE PREDECEASES - DISPOSITION OF RESIDUARY ESTATE

If my husband shall predecease me, I give, devise, and bequeath the house and lot located at 6346 Bresslyn Road, Nashville, Tennessee, and all household furnishings therein, outright and in fee to my daughter, Carolyn Hunter Lampley. If she predeceases me, the house is to be ~~sold and the proceeds divided equally as set forth below.~~ distributed equally to her children as tenants in common. S.H.

I give, devise and bequeath all the rest, residue and remainder of my estate, of whatsoever kind and wheresoever situated, which I may own or be entitled to at the time of my death, sometimes referred to in this Will as my "residuary estate", in equal shares, unto my children, Carolyn Hunter Lampley, Gary VanCleave Hunter and James Ronald Hunter. If my daughter, Carolyn Hunter Lampley, predeceases me, her

S.H.

share shall be distributed in equal shares to her husband and her children. If my son, James Ronald Hunter, shall predecease me, his share shall be divided equally between all of my grandchildren. If my son, Gary VanCleave Hunter, shall predecease me, his share shall be divided equally among his children and his former wife, Shirley H. Hunter, of Nashville, Tennessee.

ARTICLE VI
POWERS OF THE TRUSTEE

Except as otherwise specifically provided herein, the following provisions shall be applicable to each trust created pursuant to the provisions of this Will:

A. General. The Trustee shall hold and manage the trust estate, and such other property as she may subsequently acquire, pursuant to the power and authority herein given to her, with full power to compromise, adjust and settle, in her discretion, any claim in favor of or against the trust estate, collect the income, and from time to time, to sell, convey, exchange, lease for a period beyond the termination of the trust, or for a lesser period, improve, encumber, borrow on the security of, or otherwise dispose of any or all of the trust estate, except as may otherwise be set forth hereinbelow, in such manner and upon such terms and conditions as the Trustee may approve, and shall have full power to invest or reinvest the trust estate, and the proceeds of sale or disposal of any portion thereof, in such loans, securities, or other property, real or personal, as to the Trustee may seem suitable, and to change such investments and to make such new investments, from time to time, as to the Trustee may deem necessary or desirable. In addition, I incorporate herein by reference all of the fiduciary powers contained in the introductory paragraph and numbered subparagraphs 5 through 32, inclusive, of Section 35-50-110, Tennessee Code Annotated, as fully as if set out verbatim herein, except as may be specifically indicated otherwise by the terms of this ARTICLE VI of this Will. Furthermore, the Trustee may freely act under all or any of the powers of the trust given to her in all matters concerning the trust after forming her judgment based upon all the circumstances of any particular situation as to the wisest and best course to pursue in the interest of the trust and the beneficiaries thereunder, without the necessity of obtaining the consent or permission of any persons interested therein, and notwithstanding that they may also be acting individually, or as fiduciary of other trusts or estates, or as agents for other persons or corporations interested in the same matters, or may be interested in connection with the same matters as shareholders, directors, or otherwise; provided, however, that they shall exercise such powers at all times in a fiduciary capacity primarily in the interest of the beneficiaries thereunder.

B. Retention of Holdings. The Trustee may continue to hold any property or securities originally received as a part of the trust estate or acquired thereafter so long as she shall consider the retention thereof to the best interest of the trust estate, regardless of whether such property or securities are in law a proper investment of the trust estate.

C. No Restriction With Respect to Class of Investments. In the disposition of any property constituting a part of the trust estate, the Trustee may acquire other property without being limited or restricted to a class of investments, which a trustee is or may be permitted by the laws of the State of Tennessee to make, where such course is deemed by the Trustee to be for the best interests of the trust estate.

share shall be distributed in equal shares to her husband and her children. If my son, James Ronald Hunter, shall predecease me, his share shall be divided equally between all of my grandchildren. If my son, Gary VanCleave Hunter, shall predecease me, his share shall be divided equally among his children, and his former wife, Shirley H. Hunter, of Nashville, Tennessee. L.H

ARTICLE VI
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Except as otherwise specifically provided herein, the following provisions shall be applicable to each trust created pursuant to the provisions of this Will:

A. General. The Trustee shall hold and manage the trust estate, and such other property as she may subsequently acquire, pursuant to the power and authority herein given to her, with full power to compromise, adjust and settle, in her discretion, any claim in favor of or against the trust estate, collect the income, and from time to time, to sell, convey, exchange, lease for a period beyond the termination of the trust, or for a lesser period, improve, encumber, borrow on the security of, or otherwise dispose of any or all of the trust estate, except as may otherwise be set forth hereinbelow, in such manner and upon such terms and conditions as the Trustee may approve, and shall have full power to invest or reinvest the trust estate, and the proceeds of sale or disposal of any portion thereof, in such loans, securities, or other property, real or personal, as to the Trustee may seem suitable, and to change such investments and to make such new investments, from time to time, as to the Trustee may deem necessary or desirable. In addition, I incorporate herein by reference all of the fiduciary powers contained in the introductory paragraph and numbered subparagraphs 5 through 32, inclusive, of Section 35-50-110, Tennessee Code Annotated, as fully as if set out verbatim herein, except as may be specifically indicated otherwise by the terms of this ARTICLE VI of this Will. Furthermore, the Trustee may freely act under all or any of the powers of the trust given to her in all matters concerning the trust after forming her judgment based upon all the circumstances of any particular situation as to the wisest and best course to pursue in the interest of the trust and the beneficiaries thereunder, without the necessity of obtaining the consent or permission of any persons interested therein, and notwithstanding that they may also be acting individually, or as fiduciary of other trusts or estates, or as agents for other persons or corporations interested in the same matters, or may be interested in connection with the same matters as shareholders, directors, or otherwise; provided, however, that they shall exercise such powers at all times in a fiduciary capacity primarily in the interest of the beneficiaries thereunder.

B. Retention of Holdings. The Trustee may continue to hold any property or securities originally received as a part of the trust estate or acquired thereafter so long as she shall consider the retention thereof to the best interest of the trust estate, regardless of whether such property or securities are in law a proper investment of the trust estate.

C. No Restriction With Respect to Class of Investments. In the disposition of any property constituting a part of the trust estate, the Trustee may acquire other property without being limited or restricted to a class of investments, which a trustee is or may be permitted by the laws of the State of Tennessee to make, where such course is deemed by the Trustee to be for the best interests of the trust estate.

L.H

D. Payments to or for the Benefit of Beneficiaries. Where I have directed that funds shall be paid to any beneficiary or used and applied by the Trustee for the benefit of any beneficiary, the Trustee may, in her discretion, pay over such amount or amounts to the person having custody of the beneficiary, or otherwise for the benefit of the beneficiary, to be used and applied for the purposes herein directed, and receipt by such person shall be a full discharge to the Trustee as to any amount so paid.

E. Commencement of Trust and Ability of Personal Representative to Make Payments. The trust estate shall be treated as operating from the date of my decease, whether the trust property shall then be actually paid over to the Trustee and set aside or not, and I hereby authorize and empower my Personal Representative, hereinafter named, to make any payments which the Trustee is herein authorized to make after the establishment of the trust.

F. Liability of Trustees. The Trustee named hereunder shall not be liable for any act of omission or commission, or error in judgement, in connection with the administration of the trust, except a willful disregard of her duties hereunder.

G. Bond, Qualification and Filing of Inventories and Accountings. To the extent allowed by law, I hereby exempt the Trustees above-named from posting bond as such Trustees. I further exempt the Trustees above-named from qualifying, and from filing an inventory or accounting in any court, unless otherwise required by law.

H. Statement of Accounts. The Trustee shall render to the income beneficiary or beneficiaries of the trust statements of accounts of receipts and disbursements at least annually. Statements to minor beneficiaries shall be delivered to the legal guardian of such minor beneficiaries, if any; otherwise, said statements shall be delivered to the parent or any other person having custody of such minor beneficiaries.

I. Payment of Expenses. The Trustee shall pay out of principal or income as she may determine, taxes, assessments, charges, attorneys' fees, and other expenses incurred in the administration or preservation of the trust estate. The discretion of the Trustee to pay these items from income or principal or partially from each may be exercised not only in the interest of the trust but also for the benefit of any beneficiary. The Trustee, may, in her discretion, establish such reserves for depreciation as she may deem necessary or desirable.

J. Retention of Assets to Pay Expenses. When required to make a distribution or transfer of all or part of the assets of the trust estate, the Trustee may retain therefrom assets sufficient in her judgment to cover any liability which may then or later be imposed upon the trust estate, including, but not limited to, the liability for any tax, including any penalties and/or interest that may become due and payable with respect thereto, until such liability shall have been finally determined.

K. Business Interests. The Trustee, in her discretion, may sell, liquidate or otherwise dispose of any business or business interests, corporate or otherwise, that may be a part of the trust estate. Furthermore, except as otherwise provided herein, the Trustee, in her discretion, may retain and continue any such business or business interest, even if such retention results in an over-concentration, lack of diversification, or lack of current income. The Trustee is specifically empowered to take all steps which she shall deem necessary or desirable with respect to any such business or

L.H.

business interests. The Trustee is authorized to lend or borrow money to or from such business or business interests or to or from any corporation representing the same and to vote the shares of stock in any such corporation in such manner as the Trustee shall deem necessary or desirable, including the power to select or vote for the appointment or election of persons as officers, employees or directors thereof.

L. Additional Contributions to the Principal of the Trust. Subject to the willingness of the Trustee to accept any such asset, any person shall have the right at any time and from time to time to add cash, securities or other property to the principal of the trust estate, by deed, gift, will or otherwise; and all such additions shall be held, administered and distributed in accordance with the provisions of the trust as set forth in this Will.

M. Resignation of Trustee. Each Trustee, whether originally designated or appointed as a Successor, shall have the right to resign at any time by giving thirty (30) days written notice to the current income beneficiaries of the trust and to such person or persons who may be designated herein as Successor Trustee. Unless excused by such beneficiaries and the Successor Trustee, within sixty (60) days thereafter, the resigning Trustee shall institute proceedings for the settlement of her accounts and deliver all assets then held to her successor, whereupon she shall have full acquittance for all assets so delivered (subject to judicial settlement of her accounts) and shall have no further duties or obligations hereunder.

N. Titling of Securities. The Trustee may, in her discretion, cause the securities which she shall acquire from time to time, constituting the trust estate or any part thereof, to be registered in her name as Trustee, or in the name of any nominee used by the Trustee, or to take and keep the same unregistered and retain them, or any part hereof, in such condition that they will pass by delivery.

O. Incompetency of a Beneficiary. If, at the time of any mandatory principal distribution from any trust created in this Will, the Trustee determines that it would be in the best interest of the respective beneficiary of such distribution to continue to hold such principal amount distributable to him or her in trust due to some physical or mental incapacity, or because the beneficiary is addicted to a drug or alcohol, or other good cause, then though the property subject to such distribution shall be deemed vested in such beneficiary, the Trustee may continue to hold such principal amount in trust for a period determined by the Trustee. While the trust continues, the Trustee may pay to or apply for the benefit of such beneficiary some or all of the income or principal of such withheld principal amount as the Trustee shall deem necessary or desirable in order to provide for the proper support, health, maintenance or education of the beneficiary and, upon the beneficiary's death, shall pay such principal amount and any undistributed income relating thereto to the beneficiary's estate.

P. Early Termination of the Trust. The Trustee is hereby empowered and authorized to terminate (or my personal representative to fail to set aside) the trust, when, in the sole discretion of the fiduciary, the establishment or continuation of said trust funds shall be or become economically impractical or unfeasible. Upon the exercise of said power by the Trustee, the Trustee is authorized to distribute the then-remaining corpus, together with any accumulated or undistributed income, outright and free of trust to the income beneficiary or beneficiaries surviving at the time such power is exercised in the same proportion in which they are entitled to income. In the event that such

trust provides for discretionary distribution or accumulation of income, the income accounts of the then current income beneficiaries of such trust shall be equalized and the balance of the principal and accumulated income shall be distributed to the income beneficiaries in equal shares. When such power is exercised by the Trustee, the rights of all persons or institutions who might otherwise have or acquired an interest in said fund as a remainderman or otherwise shall cease and terminate.

Q. Rule Against Perpetuities. Notwithstanding anything herein to the contrary, any trust established hereunder shall be terminated not later than any such time after which its continued existence would violate the rule against perpetuities, the rule against suspension of power of alienation, or any other rule of law. At such time, and unless previously terminated, the Trustee shall distribute the entire principal and accumulated income to the respective income beneficiaries thereof in the same proportion in which they are to receive trust income. In the event that such trust provides for discretionary distribution or accumulation of income, the income accounts of the then current income beneficiaries of such trust shall be equalized and the balance of the principal and accumulated income shall be distributed to the income beneficiaries in equal shares.

R. Spendthrift Provisions. It being my intention to create a spendthrift trust for each beneficiary, neither the corpus nor the income of the trust in the hands of the personal representative, or trustee shall be subject to anticipation, alienation, assignment or transfer by any beneficiary, legatee, or devisee, in any manner whatsoever and shall be for their sole and separate use, nor shall the same be in any manner distrained or subjected to the payment of any beneficiary's debts, contracts, liabilities, or obligations (marital or otherwise) of any nature, in any event whatsoever by operation of law or otherwise.

S. Conversion of Unproductive Property. Notwithstanding any other provisions of this instrument, upon a written direction from my spouse, the Trustee of the trust named for my spouse shall make productive any unproductive property or shall convert the same into productive property within a reasonable time.

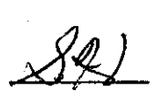
T. Limitation of Discretionary Powers. Notwithstanding any other provision of this instrument, the Trustee shall consult with and obtain the agreement of all of my children prior to the sale of any real property held by any trust created under this Will.

ARTICLE VII
GENDER AND NUMBER

All words in this Will referring to the masculine, feminine, or the neuter shall include all genders, and all words used in the singular or the plural shall include the singular or the plural, unless the context therein specifically requires otherwise.

ARTICLE VIII
SURVIVAL PROVISIONS

Notwithstanding anything to the contrary contained in any statute, if my husband and I die simultaneously or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I hereby direct that my estate shall be administered and distributed, in all respects, as if I survived my husband.



ARTICLE IX
APPOINTMENT OF A PERSONAL REPRESENTATIVE
AND POWERS OF THE PERSONAL REPRESENTATIVE

Item 1. Appointment of Personal Representative and Substitute Personal Representative. I do hereby nominate and appoint my daughter, Carolyn Hunter Lampley, as Personal Representative of this my Last Will and Testament and she shall not be required to give bond or other security for the faithful performance of her duties as such. In the event of the death, disability, failure or refusal to serve of the said Carolyn Hunter Lampley, I do then nominate, constitute and appoint my son, James Ronald Hunter, of Nashville, Tennessee, to serve as substitute personal representative, without bond. If the said James Ronald Hunter is unable or unwilling to serve, then I appoint Neal H. Lampley of Nashville, Tennessee, as substitute personal representative, without bond. My Personal Representative or substitute personal representative shall have the authority to name a co-personal representative to serve with them, without bond.

Item 2. Powers of the Personal Representative. I direct that my Personal Representative shall not be required to file an inventory, accounting or appraisal of my estate in any court. During the administration of my estate, I hereby vest in my Personal Representative full power to sell, convey, exchange, lease for a period beyond the termination of the administration of my estate, or for a lesser period, improve, borrow on the security of, encumber, or otherwise dispose of all or any part of my estate, in such manner and upon such terms and conditions as my Personal Representative may approve and to invest and reinvest my estate and the proceeds of sale or any portion thereof, in such loans, securities, or other property, real or personal, as she may consider suitable, and to change such investments, and to make such new investments from time to time as to her may seem necessary or desirable. In making distributions from my estate according to the terms of this Will, my Personal Representative shall not be required to liquidate the assets of my estate but may make distributions in kind if my Personal Representative, in her sole discretion, determines this to be in the best interest of the beneficiaries named herein.

In addition, I incorporate herein by reference all of the fiduciary powers contained in Section 35-50-110, Tennessee Code Annotated, as fully as if set out verbatim herein, except as may be specifically indicated otherwise by the terms of this Will.

Whenever my Personal Representative shall have the right to elect (a) whether any item of expense connected with the administration of my estate shall be claimed as a deduction for federal income tax purposes, or whether the same shall be claimed instead as a deduction for federal estate tax purposes, (b) to allocate the unused portion, if any, of my GST exemption, as hereinafter defined, to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this Will) or (c) to value my gross estate as of a date that causes larger death taxes to be payable than would have been payable if my Personal Representative had elected another date, I hereby authorize my Personal Representative to exercise any such right of election in any such manner as she may, in her absolute discretion, determine to be advisable, even though the manner in which any such election is exercised may result in an advantage or disadvantage to any beneficiary or beneficiaries thereunder. I further direct that no compensating adjustments between income and principal shall be required or made as a result of any such election. Any election made by my Personal Representative hereunder shall be binding and conclusive on all persons. As

used herein, the term "GST Exemption" shall refer to that exemption from generation-skipping tax set forth in Section 2631(a) of the Internal Revenue Code of 1986, as amended.

In the event it is deemed necessary to have administration upon my estate in any state other than Tennessee, then I direct that the Personal Representatives, as named in this ARTICLE IX of my Will, shall serve as such ancillary Personal Representatives to the extent they may be able to qualify as such.

I specifically authorize my Personal Representative to file a joint return of income with my husband for any period or periods for which such a return may be permitted following my death and to pay from my estate the full amount of the tax due on such return or any adjustment thereof; and to consent to any gifts made by me or my husband prior to my death, which, for gift tax purposes, may be considered as having been made half by me and half by my husband, and if such consent is given, to pay from my estate any and all gift taxes that may be due because of such gifts.

ARTICLE X
SIMULTANEOUS EXECUTION OF WILL BY SPOUSE

Although my husband and I may execute Wills at or about the same time, such executions shall not be construed as creating a contract between my husband and me to make a mutual testamentary disposition of our property. It is my intention that, in the event my husband survives me, he shall have full power and authority to execute a later Will or Wills, making such disposition of his estate as he may desire in his sole discretion, including any or all of the property passing to him under the provisions of this Will.

ARTICLE XI
CAPTIONS

The captions contained in this Will are inserted solely as a matter of convenience, and in no way define, limit, or describe the scope of any provision of this Will or the intent thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this the 19 day of Dec., 1996.

Sarah A. Hunter
SARAH A. HUNTER

S.H.

SIGNED, PUBLISHED and DECLARED by the above-named testatrix, SARAH A. HUNTER, as and for her Last Will and Testament, in our sight and presence, who signified to us, the attesting witnesses, that the foregoing instrument is her Last Will and Testament, consisting of eleven (11) pages, including this page; and we have hereunto affixed our signatures, as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other.

Witness

Witness

S.A.H.

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Edwin B. Hensley, Jr. and Stephen H. Goeller,

being first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named testatrix, SARAH A. HUNTER, as and for her Last Will and Testament, in our sight and presence and who signified to us, the attesting witnesses, that the foregoing instrument is her Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the testatrix was of sound mind and disposing memory and signed the said will as her free and voluntary act.

Witness

603 Brook Hollow Rd.
Address
Nashville, TN 37205

Witness

746 Kent Rd.
Address
Nashville, TN. 37214

Sworn to and subscribed before me
this 19th day of December, 1996.

Notary Public

My commission expires: July 22, 2000.

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 11 day of JUNE , 2003 , in the Case Number 03P932 HUNTER, SARAH A. deceased,
as same remains of record in Vol. 5608 , Page 1464501 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 12 day of APRIL in the year two thousand four and in the 227th year of American Independence.

SEAL



RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk

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 11 day of JUNE , 2003 , in the Case Number 03P932 HUNTER, SARAH A. deceased,
as same remains of record in Vol. 5312 , Page 1144284 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 15 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