Davidson County WILL
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LAST WILL AND TESTAMENT

OF

WILBUR F. CREIGHTON, JR.

This Instrument Prepared By
Gail G. Greenfield, Esq.
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, Tennessee 37219
615-742-4200

LAST WILL AND TESTAMENT

OF

WILBUR F. CREIGHTON, JR.

ARTICLE I.

OVERTURE

Name, Residence, Family. I, Wilbur F. Creighton, Jr., a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, declare this to be my Last Will and Testament, revoking all former wills and codicils made by me. My wife is deceased; and I have two children, Wilbur Creighton, Jr. and Penelope ("Penny") Creighton Dewell. I also have seven grandchildren, Allan Dudley Creighton, Wilbur Foster Creighton IV, Ruthe Donahoo Creighton, Elizabeth Walton Creighton, Sherod Eugene Dewell, Jr., Douglas Creighton Dewell and Leanora Dewell Young, and nine great-grandchildren, Cory Creighton Dewell, Buford Dudley Creighton, Robert Allan Young, Coleman Daniel Dewell, Houston Lancaster Creighton, Erin Lindsay Young, Hampton Craig Creighton, Evan Eugene Young and Arielle Gianna Dewell. Whenever I use the term "great-grandchildren" in my Will, I am referring to these nine named great-grandchildren, as well as any who may be born or adopted subsequent to the date of my Will.

ARTICLE II.

APPOINTMENT OF EXECUTOR

Executor. I appoint my two children, Wilbur and Penny, as Executors (collectively, Executor) of my estate, with either authorized to serve alone if one of them should be unable or unwilling to serve at any time. My Executor may apportion their responsibilities between themselves in any manner they deem appropriate, it being my intent that only one of their signatures shall be necessary if this is acceptable to the entity or individual requiring a signature. I authorize my Executor to appoint an ancillary administrator, who shall be vested with all of the powers granted to my Executor in my Will. No Executor or ancillary administrator shall be required to post bond, unless any named Executor should determine bond to be desirable.

ARTICLE III.

DISPOSITION OF ESTATE

1. Bequests to Grandchildren and Great-Grandchildren. I give the sum of $1,000 to each of my grandchildren and great-grandchildren who survives me. The bequest to any great-grandchild who is a minor shall be distributed to that great-grandchild's parent who is my grandchild, as custodian, to be held and applied for the great-grandchild's benefit under an applicable state Uniform Transfer to Minors Act pending the great-grandchild's attainment of the age of majority.

2. Bequest of Personal Effects. I give all of my personal and household effects, including household furniture, furnishings, clothing, jewelry and other articles of personal use, automobiles and their accessories, and any insurance policies thereon, to my two children, Wilbur and Penny, to be divided between them in equal shares as they shall mutually agree. The reasonable cost of packing, shipping and storing my personal effects shall be charged against my estate as an expense of administration.

3. Disposition of Residuary Estate. I give the entire residue of my estate, including property of every kind which I may own or have an interest in at my death, real, personal, or mixed and wherever situated, including the proceeds of any policies of insurance on my life which may be payable to my estate, outright and free of trust in equal shares to my two children, Wilbur and Penny, with the children of either who may predecease me taking the share of their parent, pro rata. Should a deceased child of mine have no surviving children, his or her share shall be added to the share of my other child. In dividing the residue of my estate into equal shares, my Executor shall reduce Penny's share by the value of any real property which may pass outside of my Will to Penny and her husband, Gene, by right of survivorship. In funding Wilbur's share of my estate, to the extent feasible, my Executor shall distribute to Wilbur any promissory note I may hold from him with an outstanding unpaid balance at the time of my death.

ARTICLE IV.

DEBTS, ADMINISTRATION EXPENSES AND TAXES

1. Payment of Debts and Administration Expenses. My Executor is authorized, in his sole discretion, to pay my debts, funeral expenses, and the expenses incurred in the administration of my estate. In the event any property or interest in property passing under this Will, or by operation of law or otherwise by reason of my death, is encumbered by a mortgage or a lien, or is pledged to

secure any obligation (whether the interest in property so encumbered or pledged is owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be paid by my estate, but that my Executor shall have absolute discretion as to whether the indebtedness shall be paid, either in whole or in part. Furthermore, the proceeds of any life insurance payable to my estate may, in my Executor's sole discretion, be used for the payment of debts or taxes. My Executor shall also be authorized, in his discretion, to discharge in full, or in part, any unpaid charitable pledges I may have made during my life.

2. Payment of Taxes. I direct that my Executor pay, without apportionment against the share of any beneficiary except as hereafter provided, all transfer, estate, inheritance, succession and other death taxes (excluding any GST Taxes), together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise (exclusive of any tax imposed as a result of Sections 2036, 2041 or 2044 of the Code, or a corresponding provision of state law). Any GST 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, and any tax attributable to property included in my estate under Sections 2036, 2041 or 2044 of the Code shall be apportioned against and paid by the persons in possession thereof or benefited thereby, in the manner provided by law.

3. Allocation of Non-Deductible Expenses and Taxes. All administration expenses that are not an allowable deduction, or that are not in fact deducted, for federal estate tax purposes, and all death taxes payable from my estate, shall be charged against my entire residuary estate. Notwithstanding the foregoing, I authorize, but do not direct, that administrative expenses of my estate may be paid from, and allocated to, the income rather than the principal of the estate, so long as such is permitted by then prevailing law.

ARTICLE V.

POWERS AND DUTIES OF EXECUTOR AND TRUSTEE

1. General Powers. I authorize my Executor, in the exercise of all reasonable discretion with respect to all property, real and personal, at any time forming part of my estate, to exercise any or all of the powers set forth in Tennessee Code Annotated, Section 35-50-110, as amended, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference.

These powers (as set out in said statute on the date of execution of this Will) are granted, notwithstanding that the statute may be amended hereafter or repealed at the time of my death.

2. Authority to Administer Real Property. The Executor shall have full authority and discretion to convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court, the joinder of any beneficiary, or the disclosure of the identity of any beneficiary of my estate. Furthermore, for purposes of Tennessee Code Annotated, Section 31-2-103, all such real property shall be deemed to be personal property following my death, subject to sale by the Executor, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of this 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.

3. Power to Allocate Assets. My Executor shall, in their sole discretion, make reasonable allocations of the property comprising my estate without apportioning each individual asset in order to satisfy any bequest made herein.

4. Distributions to Incapacitated Beneficiaries. If, pursuant to this Will, any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability (collectively, an "incapacitated beneficiary"), my Executor 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 to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property, on behalf of an incapacitated beneficiary, shall not be required to furnish bond or file any accountings with respect to such property, unless my Executor should direct otherwise; and the receipt of such property by the recipient shall discharge my Executor from any further responsibility or liability with respect to such property. If my Executor shall elect to defer payment of any such property, I authorize my Executor to hold such property as trustees for the benefit of an incapacitated beneficiary, with all the powers given to my Executor in this 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 Executor shall deem advisable. When an incapacitated beneficiary attains capacity, whether legal, mental or physical, the balance of such property then

W. F. C., JR.

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. Administrative Powers and Duties.

(a) Inventory and Accountings: I relieve my Executor from the duty to file any inventory or accountings with any court. However, my Executor, upon the request of one or more residuary beneficiaries of my estate, shall prepare an inventory of estate assets and an accounting of their disposition.

(b) Compensation and Employment of Agents. My Executor shall be entitled to receive annual fees for their services and shall be authorized, in their discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration and investment decisions for my estate, or to enter into a custodial arrangement with a bank or other financial institution of their choosing. The fees of my Executor, as well as those of any other person or institution employed by them in accordance with this paragraph, may be paid from the income or principal of the trusts created hereunder, as my Executor shall determine.

6. Tax Elections and Consents.

(a) Deductions. I am cognizant of the fact that the provisions of the Internal Revenue Code (and other applicable laws) in force at the time of my death, and applicable to my estate, may permit my Executor to elect to claim certain administration and other expenses as deductions, either in the income tax returns of my estate or in the estate tax return. It is my desire that my Executor elect to claim from time to time such expenses as deductions on the particular tax returns which, in my Executor's opinion, should result in the smallest combined taxes being paid, irrespective of whether such expenses shall be payable from income or corpus; and my Executor is directed not to make adjustments between income or principal, or between property interests passing to beneficiaries under my Will which may be substantially affected as a result of any election under this Article. It is my wish that such property interests as may be determined as a result of my Executor's election under this Article shall be the interest such beneficiary shall receive. I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim

against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

(b) GST Tax Exemption. My Executor shall also be authorized, in my Executor's sole discretion and without court approval, to allocate any federal exemptions from 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.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

1. References.

(a) Family. As used herein, the terms "child," "children" and "descendants" are intended to include adopted persons. Whenever a provision has been made in my Will for a child to take his or her deceased parent's share, if that child is also deceased, his or her share shall pass to his or her descendants *per stirpes*.

(b) Construction. Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. Except where specifically provided to the contrary, all references to the "Internal Revenue Code" or the "Code" shall mean the Federal Internal Revenue Code of 1986, as from time to time amended. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

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

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of seven (7) pages, and on each page I have affixed my initials or my signature for better identification, this 23rd day of August, 2001.

Wilbur F. Creighton, Jr.

The foregoing instrument was signed, published and declared by Wilbur F. Creighton, Jr. (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, having hereunto subscribed our names as witnesses this 23rd day of August, 2001.

WITNESS:	ADDRESS:
Jennie J. Chilcote	3162 Brimstead Drive Franklin, TN 37064
Gail G. Greenfield	401 Bowling Ave #82 Nashville TN 37205

W. F. C., JR.

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

AFFIDAVIT

On this day Jerrie J. Chilcote and Gail G. Greenfield personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1. That they are more than eighteen (18) years of age.

2. That they witnessed the execution of the foregoing Last Will and Testament of Wilbur F. Creighton, Jr. (the "Testator"), dated August 23, 2001, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in the Testator's presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

5. That at the time they witnessed said Will, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Jerrie J. Chilcote

Gail G. Greenfield

Subscribed and sworn to before me, this 23rd day of August, 2001.

Sandra F. Brown
NOTARY PUBLIC

NOTARY PUBLIC AT LARGE

My Commission Expires:

01/29/05