Davidson County WILL
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WILL

OF

JANE CARTER LACKEY

I, Jane Carter Lackey of Nashville, Tennessee, declare this to be my Will, and I revoke all prior wills and codicils that I have made.

ARTICLE 1

Taxes and Expenses

All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this Will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a general power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and which tax is not otherwise paid or payable. 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 2

Handwritten Memoranda

I may leave written memoranda disposing of certain items of my tangible personal property. Any such item of tangible personal property shall pass according to the terms of such memoranda in existence at the time of my death. If no such written memoranda is found or identified by my Personal Representative within ninety (90) days after my Personal Representative's qualification,

J.C.L.

it shall be conclusively presumed that there is no such memoranda and any subsequently discovered memoranda shall be ineffective. Any property given to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made shall pass through my Residuary Estate as defined in Article 3 and not pursuant to any anti-lapse statute. In default of such memoranda, or to the extent such memoranda do not completely or effectively dispose of such tangible personal property, the rest of my tangible personal property shall pass through my Residuary Estate.

ARTICLE 3

Residuary Estate

I give all of the rest, residue, and remainder of my property, tangible and intangible, real and personal ("Residuary Estate") to my son Harrington Ashton Lackey, Jr., if he survives me, otherwise to his then living issue per stirpes. If my son, Harrington Ashton Lackey, Jr. predeceases me without issue surviving then I give all my Residuary Estate to my sister, Frances Carter Steele, if she survives me otherwise to her then living issue per stirpes.

ARTICLE 4

Personal Representative

A. I name Harrington Ashton Lackey, Jr. as personal representative of this Will. If Harrington Ashton Lackey, Jr. is unable or unwilling to serve as personal representative, or ceases to serve after having qualified, I appoint as my successor personal representative James DeWitt Carter Steele. If James DeWitt Carter Steele is unable or unwilling to serve as personal representative, or ceases to serve after having qualified, I appoint as my successor personal representative Vaden M. Lackey, Jr. If Vaden M. Lackey, Jr., is unable or unwilling to serve as personal representative, or ceases to serve after having qualified, I appoint as my successor personal representative Raymond Denney Lackey. No individual personal representative of this Will shall be required to furnish bond or other security as personal representative. As used in this Will, the term personal representative designates the court-appointed fiduciaries or fiduciary of my estate from time to time qualified and acting in any jurisdiction. My Personal Representative shall not be

required to file any inventory or any accounting with any court having jurisdiction over my estate to the extent permitted by law.

B. My personal representative shall have all the powers enumerated in T.C.A. § 35-50-110 which section is incorporated herein by reference. In addition to the statutory powers, I give my personal representative power, exercisable in the discretion of my personal representative and without court order, to retain, sell (at public or private sale), exchange, lease for any term (even though commencing in the future or extending beyond the date of final distribution of my estate), mortgage, pledge, or otherwise deal for any purpose with the property, real or personal, from time to time comprising my estate, for such consideration and on such terms (with or without security) as my personal representative shall determine; to borrow money for any purpose, at interest rates then prevailing, from any individual, bank, or other source, irrespective of whether that lender is then acting as a personal representative; to invest in any property whatsoever; to compromise or abandon any claims in favor of or against my estate; to hold any property in the name of a nominee or in bearer form; to employ accountants, depositaries, attorneys, and agents (with or without discretionary powers); to execute contracts, notes, conveyances, and other instruments, including instruments containing covenants and warranties binding upon and creating a charge against my estate, and containing provisions excluding personal liability; to make distributions wholly in cash or in kind, or partly in each; to allot different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries; and to determine the value of any property distributed in kind.

C. I empower my personal representative (i) to make such elections under the tax laws as my personal representative deems advisable and (ii) to allocate the unused portion, if any, of my GST exemption (as defined in this paragraph) 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) in such manner as my personal representative deems advisable, in each case without regard to the relative interests of the beneficiaries; however, my personal representative shall not make adjustments between principal and income, or in the interests of the beneficiaries, to compensate for the effects of such elections and allocations. Any decision made by my personal representative with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding

J.C.L.

and conclusive on all persons. As used in this paragraph, the "GST exemption" means the exemption from generation-skipping tax allowed under section 2631 of the Code.

D. I direct that my individual personal representative may receive reasonable compensation.

E. In the case where any property of my estate shall become distributable to a person under the age of Twenty-one (21), 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, in the opinion of my personal representative unable properly to administer such amounts, then such amounts shall be paid out by my personal representative in such of the following ways as my personal representative deems best: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to the custodian selected by the personal representative for the beneficiary pursuant to the Uniform Transfers to Minors Act or some similar applicable law; (4) by my personal representative using such amounts directly for the beneficiary's health, support and education.

IN WITNESS WHEREOF, I have signed this Will, each of which I have initialed at the bottom for identification, in the presence of the attesting witnesses, on this 10 day of October, 1995. Pursuant to Tenn. Code Ann. § 32-2-110, request the attesting witnesses to make the Affidavit attached to this Will.

Jane Carter Lackey
JANE CARTER LACKEY

The foregoing Will was signed and declared by Jane Carter Lackey, being of sound mind and free from any compulsion or constraint, to be her Will in the presence and sight of us, at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

Lizanne Calhoun
511 Union Street, 25th fl.
Nashville, TN 37219

Deborah K. Harris
2500 Nashville City Center
Nashville, TN 37219

J.C.L.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Lizanne Calhoun and Deborah K. Harris after being first duly sworn according to law, depose and say:

a. That they are adult citizens of Simpson (Ky.), Rutherford County, Tennessee.

b. That they witnessed the execution of the Last Will and Testament of Jane Carter Lackey, dated October 10, 1995, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix and in accordance with Tennessee Code Annotated, Section 32-2-110.

c. 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 Testatrix and in her presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

d. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence.

e. That at the time they witnessed said Last Will and Testament, the Testatrix was, in their opinion, of sound mind.

Lizanne Calhoun

Deborah K. Harris

Sworn to and subscribed before me, this 10 day of October, 1995.

Notary Public

My Commission Expires: 3-23-96

#35809

FIRST *CODICIL*

TO THE LAST WILL AND TESTAMENT

OF

JANE CARTER LACKEY

This Instrument Prepared By
William L. Harbison
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, TN 37219
615-742-4200

FIRST CODICIL
TO THE LAST WILL AND TESTAMENT
OF
JANE CARTER LACKEY

I, Jane Carter Lackey, a resident of Nashville, Davidson County, Tennessee do make, publish and declare this to be the First Codicil to my Last Will and Testament heretofore executed by me on October 10, 1995.

ARTICLE I.

Article 2 of my Will is hereby deleted in its entirety and the following new Article 2 is added in its place:

ARTICLE 2

Specific Bequests

A. Distribution of Personal Effects by Handwritten Memorandum. I give and bequeath certain items of my personal and household effects to those persons designated in a separate writing that may be in existence at the time of my death, which will be written entirely in my own handwriting and signed and dated by me, and which will describe the items and the legatees with reasonable certainty. If no separate writing or list is found and properly identified by my Executor within sixty (60) days after my Executor's qualification as such, it shall be presumed that no such separate writing exists, and any subsequently discovered separate writing or list shall be ignored. In the event any person named in such separate writing shall predecease me, then the bequest made to such person shall lapse and become null and void.

B. Distribution of Residence and Remaining Personal Property. My son, Harrington Ashton Lackey, Jr., resides in my home with me and owns some of the household furnishings therein. Upon my death, I give and bequeath all of my personal and household effects that are not specifically bequeathed pursuant to the aforesaid separate writing, including all jewelry and other articles of personal use, automobiles and their accessories, and any and all interests that I may have in furniture, furnishings, art, and household goods and equipment, together with any insurance policies thereon, to my son. If my son predeceases me, then said property shall be distributed in accordance with paragraphs B or C of Article 3, as applicable. The reasonable cost of packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

C. Bequest of Residence. I bequeath my residence located at 1142 Crater Hill Road in Nashville to my son, Ashton, if he survives me. If he fails to survive me, the residence shall be distributed as part of my residuary estate.

JCL
J. C. L.

D. Cash Bequest. I bequeath the sum of Ten Thousand Dollars ($10,000) outright and free of trust to my son, Ashton.

ARTICLE II.

Article 3 of my Will shall be deleted in its entirety and the following new Article 3 shall be inserted in its place:

ARTICLE 3

Residuary Estate

A. If Son Survives. If my son survives me, I bequeath 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, to the Trustee of the Harrington Ashton Lackey, Jr., to be held, administered and distributed as follows:

1. Purposes of Trust. My primary purpose in establishing the Harrington Ashton Lackey, Jr. Trust is to insure that the trust assets will be held, managed and invested in a responsible manner for the benefit of my son during the term of the trust. The trust is intended to supplement my son's other income and resources in order to make his life more comfortable and financially more secure.

2. Administration of Trust for Son. The Trustee shall hold, administer and distribute the amounts allocated to the trust as follows during my son's lifetime:

(a) Income Distributions. The Trustee shall distribute to or for the benefit of my son all of the net income of the trust, in quarterly or more frequent installments.

(b) Principal Distributions. The Trustee may, in the Trustee's sole discretion, pay to my son or apply for his benefit so much of the principal of the trust as the Trustee deems advisable, in order to provide for his health, maintenance and support in reasonable comfort.

(c) Power of Withdrawal. Upon the date which is four (4) years after the date of my death, my son shall have a continuing right to withdraw all principal and undistributed income of the trust by written notice to the Trustee and in such event, the trust shall terminate.

(d) Distribution at Son's Death. If my son dies before the trust is terminated in accordance with subparagraph A(2)(c) above, then my son shall have the power to appoint all or any portion of the balance of the trust to such persons or institutions as he shall direct, including his estate or the creditors of his

estate, by specific reference hereto in his Last Will and Testament. To the extent my son fails to exercise his general power of appointment and has issue who survive him, the trust property shall be distributed in accordance with paragraph B below. If my son dies without issue, the trust property shall be distributed in accordance with paragraph C below.

B. If Son is Deceased with Issue. If my son predeceases me with issue who survive me, then my residuary estate shall be distributed among my son's issue, *per stirpes.* Provided however, the share of any beneficiary who is under the age of thirty (30) shall be held by the Trustee as provided in Article 5 of this Will.

C. If Son is Deceased without Issue who Survive. If my son predeceases me without issue who survive me, then my residuary estate shall be distributed among the issue, *per stirpes*, of my deceased sister, Frances Carter Steele. Provided however, the share of any beneficiary who is under the age of thirty (30) shall be held by the Trustee as provided in Article 5 of this Will.

ARTICLE III.

Paragraph A of Article 4 shall be deleted in its entirety and the following new paragraph A shall be inserted in its place:

A. Executor and Trustee. I appoint my son, Ashton, and Calvin W. Fite, Jr. of Nashville, Tennessee to be the Co-Executors (collectively, Executor or personal representative) of my estate. If either of them shall be unwilling or unable to serve for any reason, then I appoint in succession James DeWitt Carter Steele and Vaden M. Lackey, Jr. to serve as alternate Co-Executor. I appoint SunTrust Bank, Nashville, Tennessee, to serve as Trustee of the trusts created hereunder, provided, however, my son, Ashton, has the authority to select another corporate trustee of his choosing. I direct that no bond shall be required of my Executor and Trustee in any jurisdiction. My Executor and Trustee shall not be required to file any inventory or any accounting with any court having jurisdiction over my estate to the extent permitted by law.

ARTICLE IV.

New paragraphs F, G and H shall be added to the end of Article 4 to read as follows:

F. Administration of Trust by Executor. During the period of administration of my estate, my Executor shall be fully authorized and empowered to exercise all of the powers and duties of the Trustee; and I direct that my Executor shall do so in order that payments of income or principal for the benefit of the beneficiaries of my Will shall not be delayed pending the administration of my estate.

G. Rule Against Perpetuities. No trust created hereunder shall remain unvested beyond twenty-one (21) years after the death of the last to die of all the beneficiaries in this Will who are living at the date of my death. At such time, any trust created hereunder that is still in existence shall vest in the then income beneficiaries, irrespective of their ages, in the same proportion as they are then receiving or will become entitled to receive income when it is distributed. The share vested in a beneficiary pursuant to this subparagraph shall be distributed to him or her upon such beneficiary attaining the age set forth pursuant to the terms of such trust. Provided, however, if any beneficiary should die prior to receiving the principal vested in such beneficiary, then such principal shall be immediately distributed to such beneficiary's estate. It is my intent that all trusts established under this Will shall vest within the period permitted by the Tennessee Uniform Statutory Rule Against Perpetuities, and the provisions of this Will shall be construed and interpreted accordingly.

H. Spendthrift Provision. No disposition, charge, or encumbrance of either the income or principal of any trust created under this Will by the beneficiary thereof by way of anticipation shall be of any validity or legal effect or be in any way regarded by the Trustee, and such income or principal, or any part, shall not be subject to any claim of any creditor of any beneficiary. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process; and in the event that any such process shall be served upon the Trustee with respect to the interest of a beneficiary, the right of that beneficiary to receive either income or principal shall terminate until such process shall be released and discharged. Provided, however, that the Trustee may make advances from either principal or income for the support, maintenance, health and education of such beneficiary as the Trustee, in the Trustee's sole discretion, may deem wise and proper under the circumstances.

ARTICLE V.

A new Article 5 shall be added to my Will to read as follows:

ARTICLE 5

Trusts for Beneficiaries Under Thirty (30) Years of Age

Whenever the Trustee is directed to hold any money or property under this Article for a beneficiary who is then under thirty (30) years of age, the Trustee shall hold such money or property in trust for that beneficiary until he or she becomes thirty (30) years of age and in the meantime use such part of the income and principal of the share of such person as the Trustee may deem necessary to provide for his or her health, education, maintenance and support. If such person should die before becoming thirty (30) years of age, the property held in trust shall be distributed *per stirpes* among his or her issue, if any, and if such person leaves no issue, his or her share shall be distributed among the other beneficiaries of my Will as if such person had not survived his or her parent's death, provided that this trust shall be subject to the provisions in paragraph G of Article 4 of this Will regarding the Rule Against Perpetuities.

ARTICLE VI.

A new Article 6 shall be added to my Will to read as follows:

ARTICLE 6.

Succession, Resignation and Removal of Trustee

A. Right of Removal. My son, during his lifetime, and thereafter a majority of the income beneficiaries of any trust hereunder, with the legal guardian of any minor or otherwise incapacitated beneficiary representing such beneficiary, may remove any Trustee then acting as Trustee hereunder by notice to such Trustee. In the event of the removal of the Trustee, the appointment of a successor Trustee shall be made by the person(s) then having the power to remove the Trustee.

B. Resignation of Trustee and Right of Appointment. Any Trustee serving hereunder may resign by giving forty-five (45) days notice to the person(s) then having the power of removal. In the event of the resignation of the Trustee, a successor Trustee shall be appointed by the person(s) then having the power to remove the Trustee. In the event any person(s) designated to appoint a successor Trustee shall fail to appoint a successor Trustee within forty-five (45) days of the notice of resignation or removal, then the Trustee may apply to a court of competent jurisdiction for leave to resign, for the appointment of a successor Trustee, and the judicial settlement of all accounts.

C. Qualification of Successor Trustee. Any successor Trustee shall be a bank or trust company in the United States authorized to administer trusts having a combined market value of assets under administration either as a fiduciary or investment manager at the time of the appointment in excess of One Hundred Million Dollars ($100,000,000).

D. Compensation. The Trustee may receive a reasonable compensation for its services and reimbursement for reasonable expenses incurred in the management and protection of the Trust Estate, as may be negotiated from time to time by a majority of the person(s) then having the power to remove the Trustee. Such expenses may be charged, in the Trustee's sole discretion, to either income or principal and may be paid without court approval. Any Trustee appointed, by its acceptance of this Trust, shall be deemed to have agreed that, upon termination of the Trust or upon a change of Trustee, it will not impose a severance, succession or termination charge by reason of the discontinuance of its services as Trustee.

E. Miscellaneous Provisions. Any notices hereunder shall be made by a written instrument, effective upon delivery. No successor Trustee shall be liable or responsible in any manner for any acts or defaults of any predecessor Trustee. A removed or resigning Trustee shall effect a transfer of assets within sixty (60) days of such notice.

ARTICLE VII.

I hereby republish and reaffirm my Last Will and Testament as herein modified, amended and supplemented by this First Codicil as if the same were set out here in full and do incorporate the same by this reference thereto, and do hereby republish and declare my Last Will and Testament as amended, modified and supplemented as my Last Will and Testament.

IN WITNESS WHEREOF, I have set my hand and seal to this, the First Codicil to my Last Will and Testament, this 5 day of December, 2003.

Jane Carter Lackey
Jane Carter Lackey

The foregoing instrument was signed, sealed, published and declared by Jane Carter Lackey, the Testator, to be the First Codicil to Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the Testator's request and in the Testator's presence and in the presence of each other, have hereunto subscribed our names as witnesses this 5 day of December, 2003.

WITNESS: Johnny R. Tisdale

ADDRESS: P.O. BOX 148364
Nashville, Tn 37214

WITNESS: Chris L Tisdale

ADDRESS: 3323 Meadowhill Drive
Murfreesboro, TN 37130

JCL
J. C. L.

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, Chris Stockton and YABRINYA R. TISDALE, who, 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 First Codicil to the Last Will and Testament of Jane Carter Lackey, dated December 5th, 2003, 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 First Codicil to 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 First Codicil to the Testator's 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 therein.

5. That at the time they witnessed said Codicil, 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.

Yabrinya R. Tisdale

Chris Stockton

Subscribed and sworn to before me this 5 day of December, 2003.

Sarah Gwaltney

NOTARY PUBLIC

My Commission Expires:

SARAH GWALTNEY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

NOTARY PUBLIC
AT LARGE
Sarah Gwaltney
My Commission Expires
May 28, 2006
STATE OF TENNESSEE

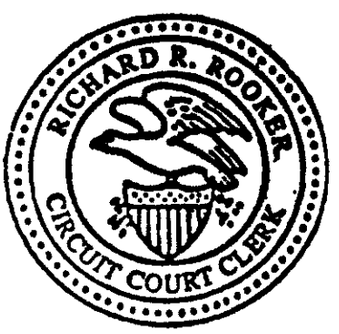
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STATE OF TENNESSEE

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 MARCH , 2004 , in the Case Number 04P476 LACKEY, JANE CARTER deceased,
as same remains of record in Vol. 5592 , Page 1435728 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 29 day of NOVEMBER in the year two thousand four and in the 228th year of American Independence.

SEAL



RICHARD R. ROOKER, Clerk,

By Tommy King
Deputy Clerk