Davidson County AGRMTTRUST
Recvd: 12/14/04 08:33 6pgs
Fees:32.00 Taxes:0.00
20041214-0148137

THIS INSTRUMENT PREPARED BY:
John T. Cook, Esq.
2927 Berry Hill Drive
Nashville, TN 37204

Davidson County Box 14-A
File No. 2575-6L

APPOINTMENT OF SUCCESSOR TRUSTEE

WHEREAS, pursuant to the Joint Venture Agreement (the "Agreement") of Hickory Investors, a Tennessee joint venture (the "Venture"), said Agreement being dated August 31, 1989, as amended by Assignment of Hickory Investors Joint Venture dated December 31, 1994 and Consent to Assignment of Interest in Hickory Investors Joint Venture dated December 31, 1994, Charles W. Hawkins, III (hereinafter "CWH") was designated as Trustee to hold title to the real properties owned by the Venture; and

WHEREAS, on account of CWH's death on June 16, 2004, the Joint Venturers of the Venture (the "Venturers") have amended the Agreement to provide that William H. Hawkins shall be appointed and installed as Successor Trustee, or simply Trustee, to hold title to the real properties owned by the Venture; and

WHEREAS, the amendment to the Agreement, and the appointment hereby evidenced, was made by unanimous agreement as provided by Section 54(c)(2) of the Tennessee Uniform Trust Code, Chapter 537, Public Acts, 2004 (hereinafter the "TUTC"), the Venture and its constituent Venturers being all and the only beneficiaries of the trust created by the Agreement; and

WHEREAS, the Venture and its constituent Venturers, pursuant to the terms and conditions of the Agreement and the TUTC, desire to appoint a Successor Trustee, the said Successor Trustee to serve with the full authority of the original Trustee named above.

NOW, THEREFORE, the Venture and its constituent Venturers, pursuant to and in compliance with the aforesaid Agreement and the TUTC, do hereby name and appoint William H. Hawkins, as Successor Trustee, or Trustee, to hold title to the real properties owned by the Venture and previously held in the name of Charles W. Hawkins, III, Trustee. The Venturers hereby designate and appoint William H. Hawkins as Trustee, with full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary. The recording of this instrument shall be construed to transfer title ownership of the real property described on the attached Exhibit "A" from Charles W. Hawkins, Trustee, with full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary to William H. Hawkins, Trustee, with full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary.

William H. Hawkins, Trustee, has joined in the execution of this instrument to acknowledge and accept his appointment as Trustee.

WITNESS the execution hereof this 22 ND day of November, 2004.

HICKORY INVESTORS

By: _____
Homer B. Brown, Jr., Joint Venturer

By: _____
L. Boxwell Hawkins, Joint Venturer

By: _____
Earl Bentz, Joint Venturer

By: _____
Hugh W. Entrekin, Co-Trustee of the J. Clark Akers, III Family Trust II, Joint Venturer

By: _____
Andrew M. Akers, Co-Trustee of the J. Clark Akers, III Family Trust II, Joint Venturer

By: _____
William H. Hawkins, Co-Executor of the Estate of Charles W. Hawkins, III, on behalf of the Joint Venture Interest held in life by CWH

By: _____
Mary J. Hawkins, Co-Executor of the Estate of Charles W. Hawkins, III, on behalf of the Joint Venture Interest held in life by CWH

_____, Trustee
William H. Hawkins, Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Homer B. Brown, Jr. with whom I am personally acquainted (or proved to me upon satisfactory evidence), and who, upon oath, acknowledged himself to be a Joint Venturer of Hickory Investors, a Tennessee joint venture, the within named bargainor, and that he as such Joint Venturer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this 22nd day of November, 2004.

M Jo Craig
Notary Public
My Commission Expires: 9/20/08

STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.
My Commission Expires SEPT. 20, 2008

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared L. Boxwell Hawkins with whom I am personally acquainted (or proved to me upon satisfactory evidence), and who, upon oath, acknowledged himself to be a Joint Venturer of Hickory Investors, a Tennessee joint venture, the within named bargainor, and that he as such Joint Venturer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this 22nd day of November, 2004.

M Jo Craig
Notary Public
My Commission Expires: 9/20/08

STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.
My Commission Expires SEPT. 20, 2008

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Earl Bentz with whom I am personally acquainted (or proved to me upon satisfactory evidence), and who, upon oath, acknowledged himself to be a Joint Venturer of Hickory Investors, a Tennessee joint venture, the within named bargainor, and that he as such Joint Venturer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this 23 day of November, 2004.

Jean N. Hurley
Notary Public
My Commission Expires: Nov. 27, 2004

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Hugh W. Entrekin as Co-Trustee of the J. Clark Akers, III Family Trust II with whom I am personally acquainted (or proved to me upon satisfactory evidence), and who, upon oath, acknowledged himself to be acting as a Joint Venturer of Hickory Investors, a Tennessee joint venture, the within named bargainor, and that he as such Co-Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Co-Trustee, acting as a Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this 30th day of November, 2004.

Notary Public
My Commission Expires: Sept. 24, 2005

Andrew M. Akers

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Andrew M. Akers as Co-Trustee of the J. Clark Akers, III Family Trust II with whom I am personally acquainted (or proved to me upon satisfactory evidence), and who, upon oath, acknowledged himself to be acting as a Joint Venturer of Hickory Investors, a Tennessee joint venture, the within named bargainor, and that he as such Co-Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Co-Trustee, acting as a Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this 30th day of November, 2004.

M. Jo Craig
Notary Public
My Commission Expires: 9/20/08

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared William H. Hawkins and Mary J. Hawkins as Co-Executors of the Estate of Charles W. Hawkins, III with whom I am personally acquainted (or proved to me upon satisfactory evidence), and who, upon oath, acknowledged themselves to be acting as a Joint Venturer of Hickory Investors, a Tennessee joint venture, the within named bargainor, and that he, as such Co-Executors being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by themselves as Co-Executors, acting as a Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this 22nd day of November, 2004.

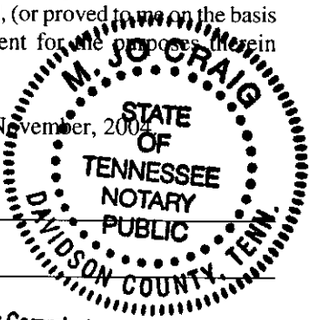
M Jo Craig
Notary Public
My Commission Expires: 9/20/08

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named William H. Hawkins, Trustee, the bargainor, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 22nd day of November, 2004.

M Jo Craig
Notary Public
My Commission Expires: 9/20/08



My Commission Expires SEPT. 20, 2008

APPOINTWHH.401.HICKORY INVESTORS

EXHIBIT "A"

Land in the Fourth Civil District of Davidson County, Tennessee, described according to a Survey of A & A Engineers, Inc., dated August 7, 1981, as follows:

Beginning at a concrete monument in the southerly margin of Robinson Road said point being the southeast corner of Property Tax Map 44, Parcel 7, and being in the northwest line of C. G. Bennett; thence South 53 degrees 43' 38" West 1173.01 feet to a concrete monument; thence South 57 degrees 00' 03" West 296.30 feet to a concrete monument; thence South 52 degrees 25' 31" West 751.34 feet to a point; thence South 54 degrees 01' 06" West 620.77 feet to a point in the edge of water of the Cumberland River; thence with said edge of water of Cumberland River North 41 degrees 17' 52" West 786.34 feet to a point in the southerly margin of Old Hickory Boulevard; thence with said southerly margin of Old Hickory Boulevard North 43 degrees 17' 36" West 400 feet to a point; thence South 46 degrees 48' 24" East 50.29 feet to a point; thence North 39 degrees 02' 47" East 1423.79 feet to a concrete monument; thence continuing with Old Hickory Boulevard and a curve to the right having a radius of 1,045.92 feet a distance of 1.393.31 feet to a concrete monument; thence continuing with Old Hickory Boulevard South 46 degrees 49' 22" east 426.06 feet to the point of beginning.

Being the same property conveyed to Charles W. Hawkins, III, for Hickory Investors, a Tennessee Joint Venture by deed from Charles W. Hawkins, Trustee with full power to transfer sell, convey, encumber or otherwise deal with the property without the consent or joinder of any beneficiary of record in Book 7932, page 516, said Register's Office.