PICK-UP

This instrument prepared by:

DANIEL C. MASTEN, BPR #9815
UAW Legal Services Plan
100 Town Center Parkway
P.O. Box 1797
Spring Hill, TN 37174-1797

Davidson County AFFIDAVIT
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AFFIDAVIT OF HEIRSHIP

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

Comes now your Affiant, Jeffery Duane Harrington, and having first been duly sworn accordingly to law deposes and states as follows:

1. My name is Jeffery Duane Harrington, and I am an adult citizen and resident of Davidson County, Tennessee, and the surviving spouse of Tanya Jayne Harrington, deceased.

2. Tonya Jayne Harrington died on August 6, 2004 at the age of 40 years, a resident of Davidson County, residing at 4012 Creekside Drive, Nashville, Tennessee 37211.

3. I the sole residuary beneficiary and heir at law of Tonya Jayne Harrington pursuant to the terms of her Last Will and Testament.

4. I was named Executor of my wife's estate by the terms of her Last Will and Testament, a copy of which is attached hereto and which is of record in the Office of the Clerk of the Probate Court for Davidson County, Tennessee at Nashville, Case No. 05UP-5.

5. To the best of my knowledge and information, the following are the names and last known addresses of all of the

heirs at law of my wife, Tonya Jayne Harrington:

Mr. Jeffery D. Harrington
4012 Creekside Drive
Nashville, TN 37211

6. The real property located at and commonly known as 4012 Creekside Drive, Nashville, Tennessee 37211 is improved property of record in Book 9364, Page 209, Register's Office for said county, more particularly described as follows:

Being Lot No. 3 on the Plan of Creekside Manor Subdivision of record in Plat Book 6200, page 677, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete and accurate legal description.

Being the same property conveyed to Tanya J. Harrington, a married person, by deed from Mitchell T. VanderWall and wife, Patricia R. VanderWall, of record in Book 9364, Page 209, Register's Office for the said county and state.

Subject to restrictions of record in Book 2696, Page 61, said Register's Office.

This conveyance is subject to any and all existing easements of record.

FURTHER AFFIANT SAYETH NOT.

WITNESS my hand this the 25th day of Feb, 2005.

Jeffery Duane Harrington
JEFFERY DUANE HARRINGTON

Sworn to and subscribed before me this the 25th day of February, 2005.

Melissa Lee Burtt
NOTARY PUBLIC

My Commission Expires: 1-26-08

MELISSA LEE BURTT
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN

COPY

LAST WILL AND TESTAMENT
OF TONYA JAYNE HARRINGTON

I, TONYA JAYNE HARRINGTON, presently residing at 4012 Creekside Drive, Nashville, Tennessee, being of sound mind and disposing memory, do hereby make, publish, and declare this to be my Last Will and Testament, hereby expressly revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I
FAMILY

My Spouse is JEFFREY DUANE HARRINGTON. Any reference to my Spouse refers to him. My child is JORDAN AUSTIN HARRINGTON. Any reference to my child will refer to this child.

ARTICLE II
CLAIMS AND TAXES

I direct my Executor to pay out of my residuary estate the following:

Section 1. The expenses of my last illness, administration expenses, and all legally enforceable creditor claims.

Section 2. All Federal estate taxes, state inheritance taxes and all other governmental charges imposed by reason of my death, without seeking reimbursement from or charging any person for any part of the taxes and charges paid.

Section 3. If necessary, reasonable funeral expenses, including the cost, if any, of a suitable marker for my grave, without the necessity of an order of court approving such expense.

ARTICLE III
EXECUTOR

I name my Spouse as my Executor. If my Spouse is unwilling or unable to act, then I name my sister, CHERI GOODLOW, of Nashville, Tennessee, and my brother, KIM McINTYRE, of Fort Myers, Florida, to act as my Co-Executors. If either CHERI GOODLOW or KIM McINTYRE is unable or unwilling to act, then I name the other to act as my Executor. If neither CHERI GOODLOW nor KIM McINTYRE is willing or able to act, then I name my sister-in-law, MARCIA HARRINGTON-GALEY, and my brother-in-law, STUART HARRINGTON, to act as my Co-Executors. If either MARCIA HARRINGTON-GALEY or STUART HARRINGTON is unwilling or unable to act, then I name the other to act as my Executor. To the extent permitted by law, the Executors or Executor shall serve without bond.

ARTICLE IV
APPOINTMENT OF GUARDIAN

If my Spouse does not survive me, then I appoint my sister, CHERI GOODLOW, to act as the Guardian of my minor child. If CHERI GOODLOW is unable or unwilling to act, then I appoint my brother, KIM McINTYRE, to act as the Guardian. If KIM McINTYRE is unwilling or unable to act, then I appoint my sister-in-law, MARCIA HARRINGTON-GALEY, to act as the Guardian. If MARCIA HARRINGTON-GALEY is unwilling or unable to act, then I appoint my brother-in-law, STUART HARRINGTON, to act as the Guardian of my minor child.

Initials: JHH

ARTICLE V
TANGIBLE PERSONAL PROPERTY

My Executor shall deliver all tangible personal property to my Spouse, or if my Spouse does not survive me, to my child. If my child fails to survive me and leaves issue, then this property shall be distributed to my child's surviving issue by right of representation in portions of equal value, divided as they may agree, or if they do not agree within a reasonable time, as my Executor determines.

"Tangible personal property" means personal property (not primarily used in a business), such as boats, books, china, clothing, furnishings, furniture, glass. household items, jewelry, lawn and garden equipment, motor vehicles, personal effects, pictures, recreational items, rugs, silver, works of art, and any other similar items, and includes any insurance on those assets. My Executor shall determine which items are within this definition, and the determination shall bind all persons.

If tangible personal property is to be distributed to a minor, my Executor may determine that specific items (e.g. a motor vehicle) are inappropriate for distribution to or retention for a minor, and my Executor may sell those items and distribute the proceeds to the beneficiary. My Executor may distribute tangible personal property or the proceeds from the sale of tangible personal property to a minor, to the minor's guardian or custodian or to any adult with whom the minor lives, without further liability.

ARTICLE VI
DISTRIBUTION OF RESIDUE

Section 1. I direct that the residue of my estate be given to my Spouse, if my Spouse survives me.

Section 2. If my Spouse fails to survive me, I direct that the residue of my estate be given to my child, if my child survives me. If my child fails to survive me and leaves issue, then I give the residue of my estate to my child's surviving issue by right of representation.

Section 3. Provided that if JORDAN AUSTIN HARRINGTON has not reached the age of twenty-one (21) years, then the share of JORDAN AUSTIN HARRINGTON shall be distributed to my Trustee and administered in accordance with the provisions of the Article entitled "Trust for My Child."

ARTICLE VII
TRUST FOR MY CHILD

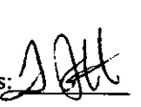
In administering the Trust for my child provided by the previous Article, my Trustee shall hold and dispose of the Trust assets as follows:

(a) Income Before Age 21. Before my child attains the age of twenty-one (21) years, Trustee, in its discretion, shall pay to or use for the benefit of my child all or any part of net income. In exercising its discretion, Trustee shall consult with and be guided by the guardian of my child, if any, but Trustee shall make the final decision. Trustee shall add income to principal, at Trustee's discretion.

(b) Principal. Trustee shall pay to or for the benefit of my child those portions of principal that Trustee determines necessary for the reasonable health care, education, support and maintenance of my child. Reasonable support and maintenance includes, but is not limited to, obtaining a residence or becoming established or remaining in a business or profession.

(c) Residue. When my child attains the age of twenty-one (21) years, Trustee shall distribute all remaining assets to my child free from trust.

(d) Death of Child. If my child should die while this Trust is being held, then the Trust shall terminate and shall be distributed in accordance with the Article of my Will entitled "Distribution of Residue," provided, however, that the persons entitled to take property shall be determined as if I had died on the date of my child's death.

 Initials: 

(e) A beneficiary's interest in any Trust administered under this Will shall not be subject to assignment, alienation, pledge, attachment or claims of the spouse or creditors of the person having the interest.

(f) Notwithstanding any other provisions in this Will, the Trust administered under this Will shall terminate not later than ninety (90) years after the date of my death. At that time, the property held in Trust shall be discharged of any Trust, and shall immediately vest in and be distributed to the living beneficiaries of the Trust.

ARTICLE VIII
TRUSTEE'S POWERS

My Trustee shall have the following powers and duties:

Section 1. It is my intention that the Trustee's powers to conserve, protect, manage and invest property of the Trust shall be the same as I possess in the management of my own affairs, notwithstanding the provisions of any law now in existence or later enacted pertaining to powers which may be properly exercised by fiduciaries.

Section 2. Without limiting the broad scope of the powers intended by this Article, I grant the Trustee the following specific powers:

(a) To hold and retain all or any part of the Trust property in the form first received by the Trustee.

(b) To sell or otherwise dispose of any Trust property, real or personal, in any manner and upon any terms that the Trustee determines to be in the best interests of all persons having vested beneficial interest in the Trust estate.

(c) To invest and reinvest in any kind of property, either real or personal.

(d) To trade options on any recognized option exchange.

(e) To join in any reorganization, readjustment, merger, consolidation, exchange, voting Trust or any other act of any corporation whose securities form part of the Trust, and to do all things required of a security holder in order to participate in such action.

(f) To exercise all rights with respect to any property of the Trust, including land, air and mineral rights, which could be exercised by an owner of such property, and to enter into any agreement with respect to any property of the Trust, whether or not the term of such agreement may exceed the term or probable term of the Trust.

(g) To carry insurance of any kind and in any amount, including liability coverage and title insurance, at the expense of the Trust.

(h) To borrow money from any source, including a Corporate Trustee or any of its affiliates, and to secure payment of such debt by the pledge or mortgage of any property of the Trust.

(i) To collect, enforce, compromise or submit to arbitration claims or demands in favor of or against the Trust.

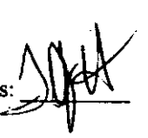
(j) To hold securities or other property in the name of the Trustee or in the name of a nominee or nominees of the Trustee, or to hold securities unregistered in such condition that ownership will pass by delivery.

(k) To make distributions, divisions, and allocations of property in cash or in kind, or partly in each, and to resolve doubtful questions as to the value of property for such purposes.

(l) To make determinations as to the allocation of receipts and the apportionment of expenditures between income and principal. The Trustee shall not be required to follow any provision of law regarding such determinations.

(m) To employ, at the expense of the Trust, attorneys, accountants, agents, custodians, managers and such other persons as the Trustee determines necessary in the proper administration of the Trust.

(n) To make distributions of income and of principal to or for the benefit of the beneficiaries of such distributions directly to such beneficiaries, to persons legally appointed to act for such beneficiaries or to any other persons who may have the actual care and custody of such beneficiaries for the support and education of such beneficiaries. The Trustee shall be under no duty to see the application of such distributions.

Initials: 

(o) To determine the identity of all persons having a vested or non-vested beneficial interest in the Trust, with or without legal proceedings.

(p) To exercise such elections or options permitted under tax law as the Trustee determines to be in the best interests of all persons having a vested beneficial interest in the Trust.

(q) My Trustee may make loans from the Trust estate, with or without security or interest, to my Executor in order to provide my Executor with necessary funds to conclude the administration of my estate.

Section 3. Any Trustee shall have the right to resign by delivery of written notice of such intention to the court having jurisdiction of the Trust, and such resignation shall take effect upon the appointment of a successor Trustee and the court's approval of the resigning Trustee's final accounting.

Section 4. If all of the persons named as Trustee or Successor Trustee in this document are unwilling or unable to act or to continue to act as Trustee, a successor Trustee shall be nominated by a majority of the income beneficiaries of all of the Trusts then being administered under this Will or their legal guardians acting in their behalf. If, upon resignation of a Trustee, a successor Trustee is not nominated by the income beneficiaries within sixty (60) days, the resigning Trustee shall nominate the successor Trustee.

Section 5. Whenever a Trustee ceases to act, the successor Trustee shall have all of the title, powers, rights, discretions, obligations and immunities of its predecessor Trustee.

Section 6. Any Trust may be terminated earlier than the time provided in this Will if my Trustee determines that such action would be in the best interest of my beneficiaries because of circumstances not known or contemplated during my lifetime. Such circumstances would include, but not be limited to, significant depletion of the Trust assets or changes in law which tend to negate the Trust purposes. Upon making this determination, the Trustee shall immediately distribute all of the Trust estate to my beneficiaries, or their issue as provided above. No person named to receive ultimate distribution of the principal, whether or not such right is vested, shall have any claim against such early distribution to other persons.

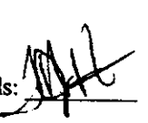
Section 7. Provisions of this Trust for the use of income or principal for the support of a beneficiary shall include the expenditure of necessary amounts to provide a suitable residence (such residence may include my last residence), when in the Trustee's sole discretion, the beneficiary or beneficiary's Guardian cannot bear the financial burden of such provision.

Section 8. In exercising discretionary power to distribute income or principal to or for the benefit of a beneficiary, or to withhold such distributions, the Trustee shall consider the following:

(a) Allowance shall be made for all income or financial support which the Trustee knows to be available to such beneficiary from sources other than this Trust, including the legal responsibility of any person to furnish financial support to the beneficiary. The Trustee shall make a reasonable effort to determine whether or not such outside resources exist. However, the Trustee shall be entitled to rely upon any representations made by the beneficiary or others as to the existence of such outside resources and shall not be held liable for actions taken in good faith in reliance upon such representations.

(b) A beneficiary shall be deemed to be able to support himself or herself entirely if such beneficiary or the person legally responsible for furnishing his or her financial support is not, in the Trustee's judgment, prevented by age, health, school attendance, or some extraordinary circumstance from earning a suitable livelihood by full-time employment.

Section 9. The Trustee of the Trusts administered under this Will shall report at least annually to the income beneficiaries all the receipts and disbursements during the reporting period and assets then held in the Trust.

Initials: 

ARTICLE IX
APPOINTMENT OF TRUSTEE

I name CHERI GOODLOW and KIM McINTYRE to act as Co-Trustees of any Trust created in this Will. If either CHERI GOODLOW or KIM McINTYRE is unable or unwilling to act, then I name the other to act as Trustee. If neither CHERI GOODLOW nor KIM McINTYRE is willing or able to act, then I name MARCIA HARRINGTON-GALEY and STUART HARRINGTON to act as Co-Trustees. If either MARCIA HARRINGTON-GALEY or STUART HARRINGTON is unwilling or unable to act, then I name the other to act as Trustee. To the extent permitted by law, the Co-Trustees or Trustee shall serve without bond.

ARTICLE X
CONTINGENT DISTRIBUTION OF RESIDUE

If all of my residuary devisees fail to survive me, then I give the residue of my estate to my mother, MAXINE McINTYRE, my sister-in-law, MARCIA HARRINGTON-GALEY, my brother-in-law, STUART HARRINGTON, my brother, KIM McINTYRE, and my sister, CHERI GOODLOW, in equal shares, or to the survivor or survivors as the case may be.

ARTICLE XI
SURVIVORSHIP REQUIREMENT

Unless otherwise specifically provided, a beneficiary of my Will who fails to survive me by 30 days shall be deemed to have predeceased me and shall not share in my estate. The share of such beneficiary shall be distributed as directed by the provisions stated in my Will.

ARTICLE XII
ADDITIONAL PROVISIONS

Section 1. I direct that my Will be interpreted under the laws of the State of Tennessee.

Section 2. Reference to Executor, Trustee and Guardian shall always refer to the parties then acting in those capacities, whether original or serving as successors.

Section 3. Paragraph headings are for convenience only; the content of the paragraph controls over the heading. Any reference to any party herein in whatever gender shall be deemed to mean the appropriate gender.

Section 4. To the extent permitted by applicable law, no fiduciary appointed herein shall be required to furnish bond, or file any inventory or accountings with any court.

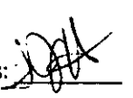
ARTICLE XIII
POWERS AND DUTIES OF MY EXECUTOR

I authorize my Executor to do any of the following, if necessary, in the course of the administration of my estate:

(a) To make repairs or improvements to my property, as may be deemed necessary to preserve or enhance the value of my estate.

(b) To sell or convey any part of my estate whether real, personal or mixed (for cash or on credit) at a public or private sale.

(c) To borrow funds for use in estate administration if there are insufficient liquid assets in my estate.

 Initials: 

(d) To employ persons, including attorneys, investment advisors, or other agents for assistance or advice, or not to employ such persons, as my Executor deems appropriate.

In addition, my Executor is authorized to perform any act which the applicable laws of the State of Tennessee, including those specifically enumerated in Section 35-50-110 Tennessee Code Annotated, authorize an executor or fiduciary to perform.

I sign this Will on the 25 day of Jan., 2002.

Tonya Jayne Harrington
TONYA JAYNE HARRINGTON

STATEMENT OF WITNESSES

This document, consisting of 6 pages including this page, was signed by TONYA JAYNE HARRINGTON on the 25 day of Jan., 2002 as her Last Will and Testament in our presence. Further we have signed our names as witnesses at her request in each other's presence.

Jean A Jackson
100 Stephen P. Yokich Parkway, P.O. Box 1797
Spring Hill, Tennessee 37174-1797

Faye Novelly
100 Stephen P. Yokich Parkway, P.O. Box 1797
Spring Hill, Tennessee 37174-1797

Initials: TJH

AFFIDAVIT OF ATTESTING WITNESSES TO WILL

W. Faye Newby and Jean A. Jackson having first been duly sworn according to law, do depose and say:

1. That we are adult citizens of the State of Tennessee.

2. That we witnessed the execution of the Last Will and Testament of TONYA JAYNE HARRINGTON, the Testatrix, dated the 25 day of Jan., 2002, to which paper writing 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.

3. That the Testatrix, in our common presence, sight and hearing, declared said paper writing to be, and signed same as and for, her Last Will and Testament.

4. That our signatures as witnesses are affixed to said Last Will and Testament; that we signed or affixed the same at the instance and 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 for the express purpose of attesting to her signature and act of execution.

5. That the Testatrix was, in the opinion of each of us, of sound mind and disposing memory at the time she executed said Last Will and Testament.

Jean A. Jackson

W. Faye Newby

STATE OF TENNESSEE
COUNTY OF MAURY

Sworn to and subscribed before me this 25 day of Jan, 2002.

Kimberly A Watts
Notary Public
My Commission Expires: 9-21-04