Davidson County WILL
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LAST WILL AND TESTAMENT OF

JIMMY CORNELIUS

I, Jimmy Cornelius, of Nashville, Tennessee, do hereby declare this to be my last Will and Testament, and I revoke any earlier Will and Codicils.

SECTION 1. APPOINTMENT OF FIDUCIARY

I. I appoint Jimmy M. Cornelius Jr. of Nashville, Tennessee, hereafter referred to as my "Fiduciary", to act as Executor of this Will, and as the Personal Representative of my estate. If my said person should fail or cease to serve for any reason at any time, I appoint Jennifer L. Cornelius of Nashville, Tennessee, to act as my Fiduciary instead. If my Fiduciaries fail to serve for any reason at any time, a successor shall be appointed by an appropriate Court. Every successor shall seek appointment and shall qualify according to the probate law.

II. All of my Fiduciaries shall be exempt from giving or posting any bond or security.

III. My Fiduciary shall be as free and independent of Court supervision as the laws of the appropriate jurisdiction shall allow.

IV. My Fiduciary may be compensated for any services at the then prevailing rates for similar services to estates and trusts of similar size. Individual fiduciaries shall receive no compensation while serving as Fiduciary unless they request compensation by written instrument, whereupon a reasonable compensation shall be paid.

V. My Fiduciary shall not be liable for any loss to my estate, or to any beneficiary, which results from good faith decisions in executing the powers herein granted.

SECTION 2. POWERS AND DUTIES OF FIDUCIARY AND TRUSTEES

I. It is my express intention by this Will, and the Trust known as Tishomingo Trust, hereafter referred to as the Trust, dated, June 21, 2000, to provide an integrated estate plan to settle my estate upon my death, and for this reason this Will and the Trust should be interpreted accordingly. An important purpose of my estate plan is to avoid probate. However, if there are substantial assets at my death which haven't been conveyed to the Trust, and which must be probated to clear title, I direct that my Fiduciary and Trustees cooperate fully in the expeditious payment of debts, last illness and funeral expenses, taxes of any kind and other expenses of my estate in paying these in the following manner:

A. Any expenses for my funeral or of administering my estate, shall be paid as far as possible from my residuary estate. Any amounts of such expenses which cannot be paid from the residuary estate shall be paid from the Trust, either directly or by the Trustee providing the funds to my Fiduciary. The Trustee's decision shall be final on any disagreement which cannot otherwise be resolved between my Fiduciary and the Trustee on this matter.

B. I direct that my Fiduciary and the Trustee shall cooperate in apportioning any of my estate or death taxes between my residuary estate and my share of the Trust in the manner that produces the least taxation. After creating the apportionment with the most favorable tax result, I further direct that all death and/or estate taxes be divided equitably among the amounts or shares left to my heirs and/or Trust beneficiaries, including any survivor's share held in trust or otherwise. Any taxes owed on Trust assets shall be paid from the Trust by the Trustee, either directly or by providing the funds to my Fiduciary. Any taxes which are apportioned to the residuary estate but which cannot be reasonably or timely paid therefrom shall be paid by the Trustee, either directly or by providing the funds from the Trust by the Trustee to my Fiduciary. The Trustee's decision shall be final on any disagreement which cannot otherwise be resolved between my Fiduciary and the Trustee on this matter.

II. It shall be the responsibility of my Fiduciary to file any estate tax returns required by Federal or State law unless there is an agreement to the contrary between the Trustee and my Fiduciary regarding who shall file.

III. If substantial assets of my estate are left out of the Trust and in my residuary estate, the payments and needs of Paragraph I of this Section shall be met before pouring over the remaining assets into the Trust, those assets in my estate which are to be disposed of by the provisions of Section 5, of this Will. However, if there is any disagreement between my Fiduciary and Trustee, the Trustee's wishes must prevail.

IV. With respect to the administration and management of my estate, my Fiduciary shall have power and discretion as complete as I had over my property while living. In addition to powers and discretion conferred hereunder, and by law, my Fiduciary shall have the authority and power to take advantage of all tax savings which the laws of any jurisdiction allow, without regard to conflicting interests of those interested in my estate, and without making any adjustments among said persons. To that end, my Fiduciary may take any one or more of the following acts, as deemed advisable:

A. To value my gross estate for Federal Estate Tax purposes as of the date of my death, or as of the alternative valuation date as allowed for such purposes;

B. To claim as estate or death tax deductions expenses which would otherwise qualify as income tax deductions;

C. To choose the methods by which to pay estate or death taxes;

D. To disclaim any portion of any interest in property passing to my estate at or after my death; and

E. To make any other elections allowed by the Internal Revenue Code or the tax laws of any state.

SECTION 3. GOVERNING LAW

This Will shall be governed and construed under the laws of the State of Tennessee.

SECTION 4. SPECIFIC GIFTS

I. I intend to attach hereto or to my Trust a Memorandum of Disposition of Personal Effects. As specific bequests, I give those items of personal effects listed in said Memorandum to the individuals named therein. Said Memorandum may be changed by me from time to time. The Memorandum so attached at my death shall be binding and final. If said Memorandum is not attached hereto or with my Trust at the time of my death, and cannot be located after a reasonable search, no specific gifts shall be granted.

II. If the named recipient of a particular item does not survive me, then that item shall pass in equal shares to the rest of my heirs, as they shall agree. If my heirs are unable to agree upon a division within sixty (60) days of my death, my Fiduciary shall divide the property among my surviving heirs in substantially equal shares, as deemed practical in my Fiduciary's discretion, having due regard to the personal preferences of my heirs, and without being required to achieve exact equality in monetary value.

III. My surviving heirs shall have the use and possession of all the property in my estate during the period of administration of my estate, without the necessity for bond.

IV. My Fiduciary shall represent any child under the age of eighteen (18) in matters relating to any distribution provided for in this Section of my Will, including selection of the asset that shall constitute that child's share, and my Fiduciary may in my Fiduciary's discretion sell for the child any part of that child's share. The decision of my Fiduciary concerning selection of assets that shall constitute a child's share, and concerning the desirability of sale of any part of a child's share, shall in all respects be binding on my heirs. Any property or its proceeds distributable to a child under age eighteen (18) may be delivered without bond to any suitable person with whom the child resides or to any person who has the care or custody of the child. The receipt from the person to whom such property or its proceeds is distributed shall be a complete discharge of my Fiduciary.

SECTION 5. POUR OVER RESIDUARY ESTATE TO TRUST

I. The term "residuary estate" used throughout this Will means all my interest in real and personal property, whether community or separate, and wherever situated, which I may own at my death, excluding property over which I may have a power of appointment, and which I have not disposed of by the preceding provisions of this Will. The Trust referred to in this Section is that certain Trust previously described in Section 2 of this Will.

II. I hereby give, devise and bequeath my residuary estate to the Trustee or Trustees of the Trust. I direct that my residuary estate shall be held, administered, and distributed as part of the Trust according to the terms of the Trust, and any amendments made to it prior to my death. It is my intent, purpose and desire that my residuary estate shall be added to the principal of the Trust, and administered and distributed according to all the provisions, terms, and beneficial interests of the Trust that existed before my death. It is not my intention to create a separate or testamentary trust by this Will, or to subject the Trust, or the property added to it by this Will, to the jurisdiction of the Probate Court. It is my intention that the Trustee of the Trust shall receive my residuary estate, in his/her/its capacity as Trustee, under the Trust Agreement, with said Trust being a distinct legal entity already in existence at the time of execution of this Will. I expressly, by this Will, do not exercise any powers of appointment I may hold.

III. If, for any reason the pour-over disposition in this Section is not operative, or is invalid, or if the Trust fails, or has been revoked, then I give my residuary estate to the Trustee named in the present provisions of the Trust Agreement, to act after my death, to be held as a testamentary trust in the same manner and upon identical terms and provisions contained in the Trust Agreement, a copy of which is attached hereto, and by this reference made a part hereof. In the event that it is necessary to incorporate the Trust Agreement by reference in this Will because of the Trust's nonexistence at the time of distribution of my estate, then it is my intention that the Trust Agreement be incorporated by reference as of the date of the execution of this Will, or of the last Codicil to this Will, and that no subsequent revocation or amendment of the Trust shall be incorporated by reference in this Will.

THIS SPACE LEFT BLANK INTENTIONALLY

I, Jimmy Cornelius, the Testator, sign my name to this instrument and do hereby swear and declare to the undersigned witnesses that I sign and execute this instrument as my Last Will, and that I sign it willingly, that I execute it as my free and voluntary act for the purposes expressed in it, and that I am 18 years of age or older, of sound mind, and under no constraint or undue influence.

IN TESTIMONY WHEREOF, I have signed this Will on this date 1-17-2001, which is typewritten on four sheets of paper, and have initialed the margin of the first three pages, all in the presence of the undersigned witnesses:

Jimmy Cornelius

We, the undersigned witnesses, sign our names to this instrument and do hereby swear and declare that the Testator signs it willingly, and that each of us, in the presence and hearing of the Testator, and of each other, hereby sign this Will, as witness to the Testator's signing, and that to the best of our knowledge the Testator is 18 years of age or older, of sound mind, and under no constraint or undue influence.

WITNESSES: ADDRESSES:

5703 Mt View Rd Antioch TN

2433 Pulley Rd Nashville, TN

STATE OF Tennessee
COUNTY OF Davidson } ss.

On this date January 17, 20 01, personally appeared before me, a notary public, Jimmy Cornelius, personally known by me or who has satisfactorily proved to me to be the signer of the above instrument, and acknowledged that he or she executed the same.

My commission expires 1.31.04

Notary Public

RICHARD R. ROOKER CIRCUIT COURT CLERK

I hereby certify that this is a true copy of original instrument filed in my office this 17 day of Oct 20 01

RICHARD R. ROOKER, CLERK

By Deputy Clerk