Davidson County WILL
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WILL

OF

REBECCA H. TALBOT

PM 3:29
RICHARD R. ROOKER, CLERK
D.C.

I, Rebecca H. Talbot, of Davidson County, Tennessee, declare this to be my Will, and I revoke all previous Wills and Codicils that I have made.

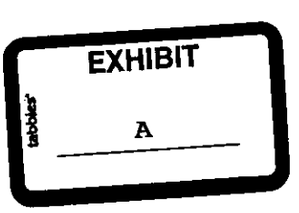
ARTICLE I

Specific Gifts

A. I give my tangible personal property (together with any assignable insurance policies thereon), including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, wearing apparel, and other articles of household or personal use or ornament, but excluding coins held for investment and paper currency, to my children, to be divided as they shall agree or, if they shall fail to agree upon a division within six months after the date of my death, in shares of substantially equal value as my personal representative shall determine. If either of my children do not survive me, I give such child's share of my tangible personal property described above to my remaining child or, if such remaining child shall not survive me, per stirpes, to my descendents who survive me.

B. I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in paragraph A of this Article that I wish certain persons to have and request (but do not require) that my wishes as set forth in the memorandum be observed.

C. I give the Hillwood Presbyterian Church $1,000.00.



D. I give each of my grandchildren, Ellen Talbot and Eric Talbot, $10,000.00. It is my wish that my personal representative distribute each of these gifts pursuant to the provisions of Article IV, paragraph F of my Will.

E. All costs of safeguarding, insuring, packing, and storing my tangible personal property before its distribution and of delivering each item to the residence of the beneficiary of that item shall be treated as administration expenses.

ARTICLE II

Specific Conditional Gift of Primary Residence

On the date I execute my Will, I am the sole owner in fee simple of a parcel of improved real estate which serves as my primary residence and which is located at 6117 Bresslyn Road, Nashville, Davidson County, Tennessee (hereafter, my "Primary Residence"). Also, at the time I am executing my Will, the co-trustees of the trust established under Article III of the Will of my late husband, Joseph H. Talbot, III, are the owners of the Demand Promissory Note of Talbot Music Publishing, Inc. payable to Joe Talbot in the original face amount of $663,000.00, all of the outstanding shares of capital stock in Talbot Music Publishing, Inc., and all of the outstanding shares of capital stock in Plain Spoken Music Publishing, Inc. formerly Saheedron Music Publishing, Inc. and formerly Jojan Music Publishing, Inc. (hereafter the "Promissory Note and Music Publishing Companies"). It is my will and I do hereby give and devise to my son, Bryan Henry Talbot, all my right, title and interest in and to my Primary Residence; if and only if the conditions described in paragraphs A, B, C and D below exist on the date of my death, and if and only if my son satisfies the condition described in paragraph E below within ninety (90) days after my Will is admitted to probate:

A. I shall be the sole owner of the my Primary Residence;

B. My Primary Residence shall not be encumbered to secure the payment of any debt incurred after I sign my Will;

C. The co-trustees of the trust established under Article III of the Will of my late husband, Joseph H. Talbot, II, shall be the sole owners of the Promissory Note and the Music Publishing Companies; and

D. The Promissory Note and the Music Publishing Companies shall not be encumbered to secure the payment of any debt incurred after I sign my Will; and

E. My son, Bryan Henry Talbot, shall execute and deliver to my daughter, Jana D. Talbot, documents good and sufficient to transfer all of his right, title and interest in and to the Promissory Note and Music Publishing Companies to Jana D. Talbot without having encumbered such assets between the time of my death and the time he transfers the assets.

F. If any of the conditions required for the gift and devise of the my Primary Residence to my said son do not exist on the date of my death, or if my son shall fail to satisfy the condition described above, I do give and devise my Primary Residence to my children in equal shares; and if either of my children do not survive me, I give my Primary Residence to my remaining child or, if such remaining child shall not survive me, per stirpes to my descendants who survive me.

ARTICLE III

Gift of Residue

I give my residuary estate, which shall not include any property over which I have power of appointment, to my children, to be divided as they shall agree or, if they shall fail to agree upon a division within six months after the date of my death, in shares of substantially equal value as my

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personal representative shall determine. If either of my children do not survive me, I give such remaining child's share of my residuary estate described above to my remaining child or, if such remaining child shall not survive me, per stirpes to my descendents who survive me.

ARTICLE IV

Payment of Taxes and Expenses

My personal representative shall pay from my residuary estate all expenses of my last illness and funeral expenses, including an appropriate marker for my grave, all administration expenses, all estate and inheritance taxes (including any interest and penalties) payable in any jurisdiction by reason of my death, whether or not the assets generating those taxes and expenses pass under this Will. The preceding items shall be 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, except that, to the maximum extent permitted by law, my personal representative shall seek reimbursement for, recovery of, or contribution toward the payment of estate taxes attributable to property which is included in my gross estate under Section 2036, 2041 or 2044 of the Code, and for which taxes are not otherwise paid or payable.

ARTICLE V

Personal Representative Nomination and Powers

A. I name Jana D. Talbot and Bryan H. Talbot as personal representatives of this Will, and if either of them ceases or fails to act, I name the other as personal representative of this Will.

B. If the appointment of a personal representative is necessary or desirable in any jurisdiction in which no personal representative herein named is able and willing to act, I name as my personal representative in that jurisdiction such person or corporation as may be

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designated in an instrument signed by the first person or entity designated in the preceding paragraph who is able and willing to so designate.

C. I give my personal representative, wherever acting, power:

1. 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;

2. To invest and reinvest my estate and proceeds of sale of any portion thereof in such loans, stocks, or other securities, mortgages, investment companies or trusts, whether of the open or closed fund types, interests in general, limited or special partnerships, interests as members in limited liability companies, common trust funds or other property as my personal representative may consider suitable, whether or not a so-called "legal" investment of trust funds, and to change investments and to make new investments from time to time as my personal representative may deem necessary or desirable;

3. To borrow money at interest rates then prevailing from any individual, bank, or other source, whether or not the lender is then acting as a personal representative;

4. To enter into any transaction authorized by this Article with trustees, personal representatives, or administrators of any other trust or estate, even though a personal representative is also a fiduciary of the other trust or estate;

5. To invest in any property; and to hold any property in the name of a nominee or in bearer form;

6. To compromise or abandon any claims in favor of or against my estate;

7. To disclaim, in whole or in part, any property or interest therein which passed to me or which was created for my benefit, for any reason including, but not limited to, a concern that such property could cause potential liability under any federal, state or local environmental law;

8. To employ accountants, depositaries, investment counsel, attorneys, and agents (in each case with or without discretionary powers);

9. To (i) conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder; (ii) take all appropriate remedial action to contain, clean up or remove any environmental hazard including a spill, release, discharge or contamination, either on its own accord or in response to an actual or threatened violation of any environmental law or regulation thereunder; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any local, state, or federal agency concerned with environmental compliance, or by a private litigant; (iv) comply with any local, state or federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; and (v) employ agents, consultants and legal counsel to assist or perform the above undertakings or actions;

10. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against my estate and containing provisions excluding personal liability; and

11. To make distributions from my estate in cash or in kind, or partly in each and to value any property for that purpose; and to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries.

D. The powers granted to my personal representative hereunder shall be in addition to all other powers granted by law and shall be exercisable in the discretion of my personal representative and without court order. If, under applicable state law, administration of my estate may be conducted without court supervision and approval of accounts, then my personal representative shall so administer my estate. No personal representative shall be required to furnish bond or security.

E. My personal representative shall make such elections and allocations under the tax laws as my personal representative considers advisable (whether or not the election or allocation relates to property passing under this Will), without regard to, or adjustments between, principal and income or the relative interests of the beneficiaries. Any decision to exercise tax elections or make allocations hereunder shall be made by my domiciliary personal representative, if any, in preference to any ancillary personal representative, and shall be binding and conclusive on all persons.

F. If any portion of my estate is distributable to a beneficiary who is then under the age of twenty-one years, my personal representative may distribute that beneficiary's share, without further responsibility, either directly to that beneficiary, to a qualified individual or trust company designated by my personal representative as custodian for that beneficiary under an applicable Uniform Transfers to Minors Act or similar law, or to the individual having personal

custody of that beneficiary (whether or not court-appointed), and the receipt of the distributee shall discharge my personal representative.

G. No personal representative shall be personally liable to any beneficiary or other party interested in my estate or to any third parties, for any claim against my estate for the diminution in value of estate property resulting from matters involving hazardous substances, including any reporting of or response to (i) the contamination of estate property by hazardous substances, or (ii) violations of any environmental laws related to my estate; provided that my personal representative shall not be excused from liability for his or her own gross negligence in administration of the estate property or wrongful or willful acts.

H. To the maximum extent permitted by law, the personal representative may withhold a distribution to a beneficiary hereunder until receiving from the beneficiary an indemnification agreement in which the beneficiary agrees to indemnify the personal representative against any claims filed against the personal representative as an "owner" or "operator" under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as from time to time amended, or any regulation thereunder, or any other environmental law; provided that the personal representative may not take any action under this paragraph which would in any way jeopardize any federal or state marital deduction for property passing at my death.

ARTICLE VI

Interpretive Rules

For all purposes of this Will:

A. In determining who is a descendant of mine or of any other person:

1. Legal adoption before the adopted person reached the age of twenty-one years, but not thereafter, shall be equivalent to blood relationship; and

2. A person born out of wedlock and those claiming through that person shall be deemed to be descendants of (i) the natural mother and her ancestors, and (ii) if the natural father acknowledges paternity, the natural father and his ancestors, in each case unless a decree of adoption terminates such natural parent's parental rights.

B. A person shall be considered "disabled" if a minor, if under legal disability, or if in any condition (whether temporary or permanent) which substantially impairs that person's ability to transact ordinary business.

C. The term "Code" means the Internal Revenue Code of 1986, as from time to time amended.

D. The term "personal representative" means any court-appointed fiduciary or fiduciaries of my estate from time to time qualified and acting in any jurisdiction.

E. No anti-lapse statute shall apply to any disposition of property.

F. The term "hazardous substance(s)" means any substance defined as hazardous or toxic or otherwise regulated by any federal, state or local law(s), rule(s) or regulation(s) relating to the protection of the environment or human health ("environmental law(s)").

I signed this Will on December 6, 2004.

Rebecca H. Talbot
REBECCA H. TALBOT

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On the date last above written, we saw Rebecca H. Talbot, in our presence, sign the foregoing instrument at its end. She then declared it to be her Will and requested us to act as witnesses to it. We then, in her presence and in the presence of each other, signed our names as attesting witnesses, believing her at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

Residing at 3236 Lakeford Drive
Nashville, TN 37214

Residing at 137 Bluebell Way
Franklin, TN 37064

We, Leslie Cox and Kristine Rolon, on oath state:

We are the subscribing witnesses to the attached written instrument dated the 8th day of December, 2004, which purports to be the Last Will of Rebecca H. Talbot ("Testatrix").

On this date, Testatrix, in our presence, declared the instrument to be her Will, signed the instrument in our presence, and requested that we attest her execution thereof; whereupon, in the presence of Testatrix and of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, Testatrix was over the age of 18 years and appeared to be of sound mind.

This Affidavit is made and signed at the request of Testatrix.

This 8th day of December, 2004.

Witness

Witness

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Subscribed and sworn to before me this 8th day of December, 2004..

VICKI L. SCHMIDT NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Notary Public

My Commission Expires: 1-29-05

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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 05 day of APRIL , 2005 , in Case Number 05P518 between TALBOT, JANA D. ET.AL Petitioner, and TALBOT, REBECCA H. Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 01 day of MAY 2006

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL