prepared:
JON SETZER

Davidson County AGRMTTRUST
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FIRST AMENDMENT TO THE WILLIAM H. NICHOLS REVOCABLE LIVING TRUST AGREEMENT U/A/D JULY 9, 2001

FIRST: Pursuant to the powers reserved to me as Trustor in that certain Trust Agreement dated July 9, 2001 between myself as Trustor and myself as Trustee, I hereby amend said Trust Agreement on this August 1, 2006 in the following respect:

Article VII "Distribution of Trust on Death of Trustor", is hereby deleted in its entirety and the following new Article VII, is substituted therefore:

ARTICLE VI: Distribution Of Trust On Death Of Trustor

A. On the death of the Trustor, the Successor Trustee shall distribute the entire Trust, both income and principal, and all assets, real, personal and mixed property outright and in equal shares to the following beneficiaries in accordance with the following provisions:

1. Certain real properties known as 1640 Arthur Ave., Nashville, Tennessee 37208, 1014 40th Avenue North, Nashville, Tennessee 37209, and 2618 Meharry Blvd., Nashville, Tennessee 37208, shall be distributed outright to the Trustor's daughter, Jane Nichols. In the event Jane Nichols predeceases the Trustor or dies during administration of the Trust Estate, then in that event said real properties shall be distributed outright to the Trustor's daughter, Janice Overton.

2. Certain real property known as 1823 25th Avenue North, Nashville, Tennessee 37208 shall be distributed outright to the Trustor's daughter, Jane Nichols. At the time of execution of this Agreement, said real property was subject to a life interest for the benefit of Carrie D. Sowell. In the event Jane Nichols predeceases the Trustor, or dies during administration of the Trust Estate, then in that event said real property shall be distributed outright to the Trustor's grandson, Titus T. Thomas, IV.

3. Certain real property known as 2401 Burch St., Nashville, Tennessee 37208, shall be distributed outright to the Trustor's daughter, Caroline Thomas. In the event Caroline Thomas predeceases the Trustor, or dies during administration of the Trust Estate, then in that event said real property shall be distributed outright to the Trustor's daughter, Jane Nichols.

4. Certain real property known as 1504 and 1/2 23rd Avenue North, Nashville, Tennessee 37208 shall be distributed outright to the Trustor's grandson, Titus T. Thomas, IV. In the event Titus T. Thomas, IV predeceases the Trustor or dies during administration of the Trust Estate, then in that event said real property shall be distributed outright to the Trustor's daughter, Jane Nichols.

5. All the rest, residue and remainder of the Trust Estate (with the exception of any assets held by the Trustor in joint names with others) shall be distributed outright to the Successor Trustee of this Trust Agreement. Said Successor Trustee is authorized to make distributions of said rest, residue and remainder to other family members and such distributions so made shall be within the Successor Trustee's discretion and not subject to challenge by anyone.

B. The Trust established herein shall terminate upon final distribution of trust assets to the beneficiaries as provided for herein.

SECOND: In all other respects, I hereby ratify and confirm the provisions of the Trust Agreement dated July 9, 2001. The right to amend or revoke the foregoing amendment in whole or in part is hereby reserved.

IN WITNESS WHEREOF, I have signed this Amendment in my capacity as both Trustor and Trustee at Nashville, Tennessee, on this date August 1, 2006.

WILLIAM H. NICHOLS

Signed and published in our presence, and we have subscribed our names hereto in the presence of the Trustor, and in the presence of each other on this August 1, 2006.

Witness

Witness

STATE OF TENNESSEE
COUNTY OF DAVIDSON

We, the undersigned, after first being duly sworn or affirming, make oath or affirm that the foregoing Amendment was signed by William H. Nichols, the Trustor herein, and at that time acknowledged, published and declared by the Trustor to be the Trustor's First Amendment to the Trustor's Trust Agreement dated July 9, 2001, and in the sight and presence of us, the undersigned, and who at the Trustor's request and in the Trustor's sight and presence and in the sight and presence of each other, have subscribed our names as Attesting Witnesses on this August 1, 2006, and we further make oath or affirm that the Trustor appeared to be of sound mind and disposing memory, and we believe the Trustor to be so, and that the Trustor did not appear to be under any undue influence of any person, and that the Trustor was more than 18 years of age, and that each of the Attesting Witnesses is more than 18 years of age.

Witness

Witness

Sworn to and subscribed before me on this August 1, 2006.

Notary Public

My Commission Expires: July 24, 2010.

This Document Prepared By:
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