Davidson County WILL
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LAST WILL AND TESTAMENT

I, CHRISTINE D. STROTHER, of the City of Nashville, County of Davidson, State of Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils at any time by me heretofore made.

FIRST: I direct that all of my just debts, funeral expenses and expenses of administration be paid by my Executrix, hereinafter named, as soon as conveniently may be after my death, and that my Executrix pay out of my residuary estate, without apportionment, all Federal estate, State inheritance or succession taxes assessed by reason of my death, in respect to all property required to be included in my gross estate for tax purposes by any taxing authority, whether the property passes under this will or otherwise, without contribution by any recipient of any such property.

SECOND: I give and bequeath to my daughter, Christine A. Strother, all of my jewelry, furs, wearing apparel, automobile, household furniture and furnishings and other tangible personal property and personal effects located at my residence, if she survives me.

THIRD: I give, devise and bequeath to my daughter, Christine A. Strother, my residence property located at 1411 Chickering Road, Nashville, Davidson County, Tennessee, containing the residence building and approximately 38 acres of land if she survives me, or if not, said property shall become a part of my residuary estate.

FOURTH: I give, devise and bequeath all the rest, residue and remainder of my estate of whatsoever kind and character and wheresoever situated, real, personal or mixed, of which I die seized or possessed, or which I shall be entitled to dispose of at my death, to the persons

and in the proportions hereinafter set forth:

A. I give, devise and bequeath one-half of my residuary estate to my daughter, Christine A. Strother, if she survives me, or if not, to my Trustee, hereinafter named, to become a part of the trust estate, as hereinafter set forth.

B. I give, devise and bequeath to my Trustee the remaining one-half of my residuary estate, IN TRUST NEVERTHELESS, for the following uses and purposes:

The Trustee shall divide the trust estate into two equal parts, which shall be considered as separate and independent trusts and designated by the Trustee as Trust "A" and Trust "B". The trust estates herein created shall be held in trust for the following periods and the income therefrom and the principal thereof shall be distributed by the Trustee as follows:

1. Provisions Applicable to Trust "A"

(a) The Trustee, commencing from the date of my death, shall pay the entire income from the trust estate, monthly or quarterly or as often as in the judgment of the Trustee his needs shall require, but at least annually, to my son, James H. Strother, for the remainder of his life.

(b) In addition to said income payments, the Trustee shall be fully authorized to pay to my said son such sums from the principal or corpus of the trust as the Trustee, in his sole discretion, believes to be necessary or advisable from time to time, or at any time, to suitably provide for the maintenance, medical care and welfare of my said son, taking into consideration all other income available to my said son for such purposes from all sources actually known to the Trustee; and the Trustee is fully authorized to increase or decrease payments to him from the principal of the trust estate from time to time

according to his needs.

(c) Upon the death of my said son Trust "A" shall terminate, and the entire trust estate and all income accumulated thereon shall be added to Trust "B" and disposed of in accordance with the terms thereof, provided, however, that if Trust "B" shall have terminated prior to the death of my said son, then the Trustee shall transfer, deliver and pay over the entire corpus and all accumulated income to the principal beneficiaries of Trust "B" as hereinafter set forth.

2. Provisions Applicable to Trust "B"

(a) The Trustee, commencing from the date of my death, shall accrue or pay over such portion of the income from Trust "B", in such amounts and as often as the Trustee, in his sole and absolute discretion, shall deem necessary and proper, to or for the use and benefit of my grandchildren, Melanie Ann Strother and Barbara Allyn Strother, until each has attained her thirtieth (30th) birthday. Said payments shall be made by my Trustee for the health, education and general welfare of my said grandchildren, taking into consideration all funds available to them for such purposes from any source known to the Trustee.

(b) When each of my said grandchildren shall have attained the age of thirty (30) years, the income of the trust shall be divided equally and my Trustee shall pay over to each grandchild having attained thirty (30) years of age, her portion of the trust income.

(c) During the existence of this trust, the Trustee shall be fully authorized to pay to or for the use and benefit of my said grandchildren such sum or sums from the principal of Trust "B" as said Trustee, in his sole discretion, believes to be necessary or advisable from time to time to suitably provide for the

comfort, maintenance, education, medical care and welfare of my said grandchildren, taking into consideration all other funds available to them for such purposes from all sources actually known to the Trustee. The Trustee is fully authorized to increase or decrease such payments from the principal of the trust estate from time to time according to their needs, to the end that the trust estate may be of the most benefit to my said grandchildren.

My Trustee shall have sole discretion in determining the necessity for, or amount of, any such encroachment for any income beneficiary, and his judgment shall not be open to question.

(d) When each of my said grandchildren shall reach the age of forty-five (45) years, or sooner dies, her one-half of the trust shall terminate and the Trustee shall transfer, deliver and pay over her entire portion of the corpus and all income accumulated thereon, to my said granddaughter, if living, or if deceased, to the issue of my said granddaughter, per stirpes, if any, or if none, to the survivor of my said granddaughters.

FIFTH: The income of the trust or trusts herein created shall accrue from the date of my death, and until the trusts are established, I authorize my Executor, in his sole and absolute discretion, from time to time and at any time, to pay out of my general estate to the respective income and principal beneficiaries of such trust or trusts, as advanced payments of income or payments of principal, such sum or sums as in his judgment are not in excess of the income or of the principal encroachments which such beneficiaries probably would have been entitled to receive from the said trusts had the same been established. Any such sums paid from the principal of my general estate to an income beneficiary shall be regarded merely as a temporary advance to the extent

it does not exceed actual income, to be restored to the principal from income otherwise payable to the beneficiary to whom such advance shall have been made.

SIXTH: I hereby expressly authorize and empower the Executor with respect to my estate and the Trustee with respect to each of the trusts herein created, unless specifically limited as applying only to Trust "A" or Trust "B", in their sole and absolute discretion:

1. To receive, hold, manage, convert, sell, assign, alter, invest, reinvest, and otherwise deal with my estate and the trust estates, real and personal, and additions thereto and substitutions therefor, whether originally a part of my estate or subsequently acquired, as they, in their discretion, shall deem to be for the best interest of the trust estate and the beneficiaries thereof.

2. By way of illustration, but not of limitation of the foregoing general grant of power, the Executor and Trustee shall have the power in their absolute discretion and judgment:

(a) To invest and reinvest funds in any kind of property, real or personal, including by way of illustration, but not of limitation, common and preferred stocks, voting trust certificates, bonds, notes, debentures, mortgages, shares or interests in investment trusts, shares or interests in common trust funds, without being limited to the classes of investments in which trustees are authorized by statute to invest trust funds, intending hereby to authorize the Trustee to act in such manner as it shall believe to be for the best interest of the trust estate, regarding it as a whole, even though particular investments otherwise might not be proper.

(b) To sell at public or private sale, upon such terms and

conditions as may seem to them advisable, any real or personal property of which I may die seized or possessed or in which my estate or any part thereof may be invested or reinvested; to retain and continue to hold for as long as they deem advisable any property, real or personal, in which my estate, or any part thereof, may be invested at the time of my death; to make actual partition of any of my real estate and distribution in kind of my personal estate, or any part thereof, and the valuation placed by it upon any property so divided shall be final, conclusive and binding upon all interested parties; to receive or hold in the name of a nominee any part of my estate for convenience of administration; to participate in any reorganization, consolidation or merger of any corporation, the stocks, bonds or other securities of which at any time be held in the trust estate, and receive and continue to hold any stocks, bonds or other securities which may be allotted to it by reason of its participation in any such reorganization, consolidation or merger; to compromise, settle or arbitrate any claim or demand in favor of or against my estate; to exercise conversion or subscription rights pertaining to any stocks, bonds or other securities at any time held in the trust estate and to use such portion of the principal of the trust estate as may be necessary therefor, or in the Trustee's discretion to sell any such rights; to determine, in its sole discretion, what is principal and what is income; to refrain from amortizing the premium at which any bond or property may have been purchased or may be held by it; to vote at corporate meetings in person or by proxy, with or without power of substitution; to manage real estate belonging to the trust estate in such way as to it shall seem best, including but not limited to authority to improve, insure, grant options with respect to,

repair, sell, lease, mortgage or otherwise convey same; to execute and deliver agreements, assignments, bills of sale, contracts, deeds, notes and any and all other instruments in writing necessary or appropriate for the administration of the trust estate; to lease real property for terms within or beyond the term of the trust; and to do all other acts which, in its judgment, may be necessary or appropriate for the proper and advantageous management, investment and distribution of the trust estate.

(c) To use all or any part of any life insurance policies which shall be payable to my estate, if in their discretion necessary or advisable for the protection of my estate, to purchase for the trust estate any securities or other property belonging to my estate for the purpose of providing cash for payment of any debts of my estate or for the payment of any estate or inheritance taxes which may be levied against my estate, or any portion thereof, and for any of the purposes enumerated in this paragraph, the Trustee is authorized to make loans or advancements to my Executor.

(d) To carry the several trusts as one estate and hold and retain the principal of the trust estate undivided, if more convenient to do so, until actual division becomes necessary in order to make any distribution; to hold, manage, invest and act for the several shares or parts thereof as a single trust estate, making division thereof only upon the books of account by proper entries; to allocate to each share a part or proportionate part of the receipts and expenses; and its judgment as to such division or distribution and the relative values of the assets shall be binding and conclusive on all parties interested in the

trust estate; provided that no such holding shall defer the vesting in possession of any estate.

3. (a) Neither the principal nor the income of the trust estate shall be liable for the debts of any beneficiary hereof, nor shall the same be subject to seizure by any creditor of any beneficiary under any writ or proceeding at law or in equity, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any other manner anticipate or dispose of his interest in the trust estate or the income produced thereby.

(b) The Trustee is not required to make reports or statements to any Court or tribunal, but, if requested to do so by the then adult beneficiaries, he shall submit a complete report showing the condition of said trust fund at least once a year to all such adult beneficiaries of said trust fund, and his books shall at all times be open to inspection by any beneficiary of the trust estate or his legal representative.

(c) It is my desire that the administration of my estate shall be as free from technicalities and expense as possible and I, therefore, authorize the Trustee to take or refrain from taking any action or making any payment, and the Trustee and all parties dealing with said Trustee may rely upon such written resolution of ambiguity, or upon such written direction as fully and to the same extent as if contained in this will.

SEVENTH: I nominate, constitute and appoint my daughter, Christine A. Strother, sole Executrix of this my Last Will and Testament, and Testamentary Trustee of the trusts hereby created. If she shall fail to qualify or cease to act as Executrix or Trustee hereunder, I nominate and appoint First American National Bank of Nashville,

Tennessee, or its successor, Executor and/or Trustee in her name, place and stead.

EIGHTH: I direct that the Executor shall not be required to file any inventory of my estate, and that no Executrix, Executor or Trustee shall be required to give any bond and that if, notwithstanding this direction, any bond is required by any law, statute or rule of Court, no sureties be required thereon.

NINTH: Throughout this will the masculine gender shall be deemed to include the feminine, the singular the plural, and vice versa.

IN WITNESS WHEREOF, I, CHRISTINE D. STROTHER, have to this my Last Will and Testament subscribed my name, this the 17th day of December, 1969.

Christine D. Strother

Subscribed by the Testatrix in the presence of us and each of us, and at the same time published, declared and acknowledged by her to us to be her Last Will and Testament, and thereupon we, at the request of said Testatrix, and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, this the 17th day of December, 1969.

Ruth Lamb

Hardin N. Mike, Jr.

C O D I C I L

I, CHRISTINE D. STROTHER, of the City of Nashville, County of Davidson, State of Tennessee, having made my Last Will and Testament dated December 17, 1969, and being of sound mind and disposing memory, do hereby make, publish and declare this to be a Codicil to my said Last Will and Testament.

FIRST: Whereas, I had good and sound reasons for disposition of my property as set forth in my said Last Will and Testament, and whereas, some question may be made of said disposition of property, I hereby direct that if any beneficiary of a devise or bequest under said Last Will and Testament, or the beneficiary of any trust created by said Last Will and Testament should contest my said Last Will and Testament for any reason, he or she shall forfeit all rights under said Last Will and Testament and his or her bequest, devise or trust shall abate and the interest of such beneficiary shall pass to the remaining beneficiaries of the residuary clause of my said Last Will and Testament.

SECOND: I hereby ratify and confirm my said Last Will and Testament, except insofar as any part thereof is revoked or modified by this Codicil.

IN WITNESS WHEREOF, I, CHRISTINE D. STROTHER, have to this a Codicil of my Last Will and Testament, dated December 17, 1969, subscribed my name this the 26 day of August, 1971.

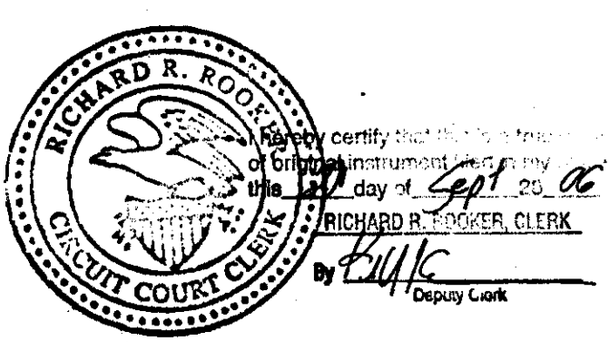
Christine D. Strother

Subscribed by the Testatrix in the presence of us and each of us, and at the same time published, declared and acknowledged by her to us to be a Codicil to her Last Will and Testament dated December 17, 1969, and thereupon we, at the request of said Testatrix, and in her

presence and in the presence of each other, have hereunto subscribed our names as witnesses, this the 12th day of August, 1971.

Ruth Lamb

Hudson M. Tyler, Jr.



Page Two of my Codicil Christine D. Strother