LAST WILL AND TESTAMENT

OF

EDNA H. INGRAM

FILED
03 MAY -7 AM 9:25
RICHARD R. ROOKER, CLERK

I, Edna H. Ingram, a resident of and domiciled in the County of Davidson and State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

ARTICLE I

A. Payment of Debts. I direct that all my legally enforceable debts, secured and unsecured, my funeral expenses, the expenses of my last illness, and the costs of administering my estate, be paid as soon as practicable after my death.

B. Payment of Taxes. Except as provided in Article III, I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid from my residuary estate.

C. Alternate Source of Funds. In the Edna H. Ingram Revocable Trust ("Ingram Trust") as defined in Article IV of this Will, I have directed the Trustee to provide, to the extent my probate estate is in need of funds to provide for payment of all (a) my legally enforceable debts, including debts owed by me to a Trustee, (b) expense of my last illness and funeral, (c) the administrative expenses payable by reason of my death, and (d) the estate and inheritance taxes (including interest and penalties, if any) payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under the Ingram Trust). However, my Personal Representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward payment of and shall provide for payment of federal or state estate tax attributed to property which is include in my gross estate by reason of Section 2041, 2036, 2037 or 2038 of the Code in the manner as provided in the Code.

E. H. I.

Davidson County WILL
Recvd: 12/11/06 13:01 12 pg
Fees:62.00 Taxes:0.00
20061211-0152614

ARTICLE II

Personal and Household Effects. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, as follows:

1. I may leave written memoranda disposing of certain items of my tangible personal property. Any such item of tangible personal property shall pass according to the terms of such memoranda in existence at the time of my death. If no such written memoranda is found or identified by my Personal Representative within ninety (90) days after my Personal Representative's qualification, it shall be conclusively presumed that there is no such memoranda and any subsequently discovered memoranda shall be ineffective. Any property given and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made shall pass according to the provisions of the following paragraph, and not pursuant to any anti-lapse statute.

2. In default of such memoranda, or to the extent such memoranda do not completely or effectively dispose of such property, such property shall be distributed to the Edna H. Ingram Revocable Trust. If the Edna H. Ingram Revocable Trust is not in existence at the time of my death, such personal effects shall be paid over outright and free of trust to my son, Robert W. Ingram, if he survives me otherwise to his wife, Sherri Ingram. The cost of packing and shipping such property shall be charged against my estate as an expense of administration.

ARTICLE III

Residuary Estate. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises), wherever situate and whether acquired before or after the execution of this Will to the then Trustee of the Edna H. Ingram Revocable Trust dated June __, 1999, as in effect at my death. If the Edna H. Ingram Revocable Trust is not in effect at the time of my death, my residuary estate shall be distributed outright and

free of trust to my son, Robert W. Ingram, if he survives me, otherwise to his wife, Sherri Ingram.

ARTICLE VI

The provisions for naming the Personal Representative, Personal Representative succession, Personal Representative's fees and other matters are set forth below:

A. Personal Representative. I hereby nominate, constitute, and appoint as Personal Representative of this my Last Will and Testament Robert W. Ingram and direct that he shall serve without bond. My Personal Representative shall not be required to provide an inventory or accounting to any court exercising jurisdiction over my estate. My Personal Representative furthermore shall be authorized to make distributions from my estate during administration rather than waiting to fund the estate at closing.

B. Successor Personal Representative. If my individual Personal Representative should fail to qualify as Personal Representative hereunder, or for any reason should cease to act in such capacity, the successor Personal Representatives who shall also serve without bond shall be Sherri Ingram. In the event my daughter-in-law, Sherri Ingram, fails or ceases to serve as successor Personal Representative hereunder, then I nominate and appoint Blakeley D. Mathews as my successor Personal Representative who shall also serve without bond.

C. Compensation. For its services as Personal Representative, my individual Personal Representative shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ARTICLE VII

Definition of Personal Representative. Whenever the word "Personal Representative" , or any modifying or substituted pronoun therefor are used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Personal Representative named herein and to any successor or substitute Personal Representative acting hereunder, and such successor or substitute Personal Representative shall possess all the rights, powers and duties, authority and responsibility conferred upon my Personal Representative originally named herein.

ARTICLE VIII

A. Powers for Personal Representative. My Personal Representative is authorized in his fiduciary discretion (which shall be subject to the standard of reasonableness and good faith to all beneficiaries with respect to any property, real or personal, at any time held under any provision of this my Will) and without authorization by any court and in addition to any other rights, powers, authority and privileges granted by any other provision of this my Will or by statute or general rules of law:

1. To retain any property or undivided interests in property owned by me at the time of my death, including residential property and shares of my Personal Representative's own stock, regardless of any lack of diversification, risk or nonproductivity, as long as he deems advisable, and to exchange any such security or property for other securities or properties and to retain such items received in exchange, although said property represents a large percentage of the total property of my estate or even the entirety thereof.

2. To invest and reinvest all or any part of my estate in any property and undivided interests in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trusts, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled Trust funds of my Personal Representative, insurance contracts on the life of any beneficiary or annuity contracts for any beneficiary, without being limited by any statute or rule of law concerning investments by fiduciaries.

3. To sell or dispose of or grant options to purchase any property, real or personal, constituting a part of my estate, for cash or upon credit, to exchange any property of my estate for other property, at such times and upon such terms and conditions as he may deem best, and no person dealing with him shall be bound to see to the application of any monies paid.

4. To hold any securities or other property in his own name as Personal Representative, in his own name, in the name of a nominee (with or without disclosure of any fiduciary relationship) or in bearer form.

5. To keep, at any time and from time to time, all or any portion of my estate in cash and uninvested for such period or periods of time as he may deem advisable, without liability for any loss in income by reason thereof.

6. To sell or exercise stock subscription or conversion rights.

7. To refrain from voting or to vote shares of stock owned by my estate at shareholder's meetings in person or by special, limited, or general proxy and in general to exercise all the rights, powers and privileges of an owner in respect to any securities constituting a part of my estate.

8. To participate in any plan of reorganization or consolidation or merger involving any company or companies whose stock or other securities shall be part of my estate or the Trust estate, and to deposit such stock or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary power with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan, to accept and retain new securities received by my Personal Representative pursuant to any such plan, to exercise all conversion, subscription, voting and other rights, of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as he may deem advisable in connection therewith.

9. To borrow money and to encumber, mortgage or pledge any asset of my estate for a term within or extending beyond the term of the estate, in connection with the exercise of any power vested in my Personal Representative.

10. To enter for any purpose into a lease as lessor or lessee with or without option to purchase or renew for a term within or extending beyond the term of the estate.

11. To subdivide, develop, or dedicate real property to public use or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or partition by giving or receiving consideration, and to dedicate easements to public use without consideration.

12. To make ordinary or extraordinary repairs or alterations in buildings or other structures, to demolish any improvements, to raze existing or erect new party walls or buildings.

13. To continue and operate any business owned by me at my death and to do any and all things deemed needful or appropriate by my Personal Representative, including the power

to incorporate the business and to put additional capital into the business, for such time as he shall deem advisable, without liability for loss resulting from the continuance or operation of the business except for his own negligence; and to close out, liquidate or sell the business at such time and upon such terms as he shall deem best.

14. To collect, receive, and receipt for rents, issues, profits, and income of my estate.

15. To insure the assets of my estate against damage or loss and my Personal Representative against liability with respect to third persons.

16. In buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with himself in his separate, or any fiduciary capacity.

17. To compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise deal with and settle claims in favor of or against my estate or the Trust estate as my Personal Representative shall deem best.

18. To employ and compensate agents, accountants, investment advisers, brokers, attorneys-in-fact, attorneys at-law, tax specialists, realtors, and other assistants and advisors deemed by my Personal Representative needful for the proper administration of my estate or the Trust estate, and to do so without liability for any neglect, omission, misconduct, or default of any such agent or professional representative provided such person was selected and retained with reasonable care.

19. To determine what shall be fairly and equitably charged or credited to income and what to principal.

20. To hold and retain the principal of my estate undivided until actual division shall become necessary in order to make distributions; to hold, manage, invest, and account for the several shares or parts thereof by appropriate entries on my Personal Representative's books of account; and to allocate to each share or part of share his proportionate part of all receipts and expenses; provided, however, the carrying of several trusts as one shall not defer the vesting in title or in possession of any share or part of share thereof.

21. To make payment in cash or in kind, or partly in cash and partly in kind upon any division or distribution of my estate (including the satisfaction of any pecuniary distribution) without regard to the income tax basis of any specific property allocated to any beneficiary and to

value and appraise any asset and to distribute such asset in kind at its appraised value; and when dividing fractional interests in property among several beneficiaries to allocate entire interests in some property to one beneficiary and entire interests in other property to another beneficiary or beneficiaries.

22. To exercise any power herein granted with reference to the control, management, investment or disposition of my estate as Personal Representative without having to declare in which capacity he is acting.

23. In general, to exercise all powers in the management of my estate which any individual could exercise in his own right, upon such terms and conditions as he may reasonably deem best, and to do all acts which he may deem reasonably necessary or proper to carry out the purposes of this my Will.

24. To elect to allocate any portion or all my generation-skipping transfer exemption provided for in Code section 2631 or under similar future legislation, in effect at the time of my death, to any portion or all of the Edna H. Ingram Revocable Trust or any bequests in my Will or any other transfer which I am the transferror for purposes of the generation-skipping tax. Generally, I anticipate that my Personal Representative will elect to allocate this exemption first to direct skips as defined in Code section 2612, then to the Edna H. Ingram Revocable Trust, unless it would be inadvisable based on all the circumstances at the time of making the allocation.

B. Other Statutory Powers. In addition to the powers authorized in this Article, I hereby grant those powers provided in T.C.A. § 35-50-110 incorporated herein by reference to the extent not inconsistent with the powers contained in the Will.

ARTICLE X

Real Estate Subject to Administration. All interest in real property that I may own at the time of my death and that shall pass under this Will shall, during the pendency of the administration of my estate or the earlier distribution or early disposition of such property, be owned by my estate. My Personal Representative shall have full possession of and exercise full control over such property during such period. Until distribution or other disposition of any such property, my estate shall be entitled to all of the income therefrom and gains from the sale or other disposition thereof and it shall discharge all the responsibilities relating to ownership thereof, including, but not limited to, payment

of all taxes with respect thereto and maintenance and repairs thereof. It is my intention that all interest in real property that pass under this Will shall become assets of my probate estate at my death and shall not pass by operation of any law directly to my heirs or devisees under this Will at my death, except such interest as may be otherwise specifically devised in this Will.

ARTICLE XI

Discretionary Payments to a Person Under Age Twenty-One, Incompetent or Incapacitated Person. In case of any property that shall become distributable to a person under the age of Twenty-one (21), or to a person under legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability, is, in the opinion of my personal representative unable properly to administer such amounts, then such amounts shall be paid out by my personal representative in such of the following ways as my personal representative deems best: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to the custodian selected by my personal representative pursuant to the Uniform Transfers to Minors or some similar applicable law; (4) by my personal representative using such amounts directly for the beneficiary's health, support and education.

ARTICLE XII

Tax Matters. My Personal Representative as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Personal Representative believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others. In determining the state or federal estate and income tax liabilities of my estate, my Personal Representative shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions.

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E. H. I.

ARTICLE XIV

Simultaneous Death Provision. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me.

ARTICLE XV

Lack of Provision for Gerald E. Ingram. I have intentionally not provided for my son, Gerald E. Ingram, as a result of certain actions he took against me during my life which resulted in litigation being brought by me to recover my property which had been taken by my said son.

ARTICLE XVI

Failure of Beneficiaries. If, at or after my death, there is no person herein designated alive to have the benefit of any assets of my estate, or any trust created hereunder, such assets shall be paid over in equal shares absolutely and in fee simple as follows:

A. One equal share to Kristopher Ingram if he survives my death;
B. One equal share to Tiffany Hope Ingram if she survives my death;
C. One equal share to Kelsey Bryson if she survives my death; and
D. One equal share to Michael "Rusty" Davidson if he survives my death.

An ineffective share shall be apportioned equally among the effective shares and shall not pass pursuant to the terms of any applicable anti-lapse statute.

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day of June ___, 1999.

Edna H. Ingram
Edna H. Ingram

EHI
E. H. I.

The foregoing instrument was signed, published and declared by Edna H. Ingram, the Testatrix, to be her Last Will and Testament, in the presence of all of us at one and the same time, and we, at her request, and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 9th th day of June, 1999, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESS:

Robert E.W. Kinsley

Thomas H. Treadway III

ADDRESS:

911 Oak Valley Lane
Nashville, TN 37220

8571 McCrory Ln
Nashville, TN 37221

EHI
E. H. I.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, Robert Edward Linebarger and Thomas H. Peebles III, who, after being duly sworn according to law, depose and say:

1. That they are citizens of Davidson and DAVIDSON Counties, respectively, and are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Edna H. Ingram, the Testatrix, dated June 8, 1999, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix and in accordance with T.C.A. § 32-2-110.

3. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence all at the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the 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.

5. That at the time they witnessed said Last Will and Testament, the Testatrix was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Robert Edward Linebarger

Thomas H. Peebles III

Subscribed and sworn to before me, this 8th day of June, 1999.

Jean P. Shearer
Notary Public

My Commission Expires: 3-23-02

#177363

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 07 day of MAY , 2003 , in Case Number 03P677 between INGRAM, ROBERT W Petitioner, and INGRAM, EDNA 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 11 day of DECEMBER 2006

RICHARD R. ROOKER, Clerk,



By _____
Deputy Clerk