Davidson County WILL
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LAST WILL AND TESTAMENT

OF

LILLIAN WHITMORE BAKER

I, LILLIAN WHITMORE BAKER, a resident of Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

As of the date hereof I am unmarried, my husband, James Turk Baker, Sr., having predeceased me. I have three (3) children, JAMES TURK BAKER, JR., GENE ARVIN BAKER, SR. and RONALD WAYNE BAKER. All references herein to my "children" shall be interpreted to refer to said children.

ITEM ONE: I nominate and appoint my son, JAMES TURK BAKER, JR., as my Personal Representative and Trustee hereunder. If JAMES TURK BAKER, JR., fails or ceases to serve in either or both capacities, I nominate and appoint my son, GENE ARVIN BAKER, SR., as alternate or successor Personal Representative and/or Trustee, as the case may be. If GENE ARVIN BAKER, SR. fails or ceases to serve as a Personal Representative and/or Trustee, an alternate or successor Personal Representative and/or Trustee shall be selected in the manner hereinafter provided. If a vacancy arises in any fiduciary capacity hereunder notwithstanding the designation of the foregoing alternate or successor, a majority of the group composed of the then living beneficiaries under **ITEM FOUR** hereof (with any minor beneficiary acting through his or her legal Guardian, or if none, his or her natural Guardian), shall appoint a substitute Personal Representative and/or Trustee, as the case may be, which shall be (A) an individual of their choice other than in the case of the

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appointment of a Trustee (i) an individual who is a beneficiary hereunder, (ii) an individual who owes a duty of support to a beneficiary hereunder, or (iii) an individual who is related or subordinate to the person or persons authorized to make appointment within the meaning Section 672(c) of the Internal Revenue Code of 1986 as amended ("the Code") (an "Eligible Individual Fiduciary") or (B) a bank or trust company having power to serve and combined agency and trust assets under management of at least One Hundred Million Dollars ($100,000,000.00) (an "Eligible Corporate Fiduciary"). I excuse the Personal Representative and Trustee and their alternates or successors from bond in all events.

If it is necessary or desirable that a Tennessee resident serve as a co-fiduciary with any non-resident Personal Representative, Trustee or other fiduciary appointed herein, I empower such non-resident fiduciary to appoint a Tennessee resident as co-fiduciary to serve with said non-resident fiduciary and to excuse such appointee from bond. If an administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower the Personal Representative or his alternates or successors to qualify in such jurisdiction or to designate one or more Eligible Individual Fiduciaries or Eligible Corporate Fiduciaries to serve as Co-Personal Representative or sole Personal Representative, as the case may be, in such ancillary proceeding and I empower my Personal Representative to excuse such appointee from bond.

ITEM TWO: Most if not all of the furniture, household furnishings and other household contents located in my residence was purchased and is owned by my son, JAMES TURK BAKER, JR., and therefore I make no disposition of such personal property. Whatever tangible personal effects that I may own at my death, including clothing, jewelry, silver, books, fixtures, china, automobiles

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and their equipment and all articles of household or personal use or adornment, together with all policies of insurance on such property, but excluding money, securities and the like, I give in substantially equal shares to my children per stirpes, to be divided as they shall agree. In the event they fail to agree or if any of such beneficiaries is a minor, my Personal Representative shall determine the division of such items and the Personal Representative's decision shall be final. It is likely that at my death I will leave a Letter of Instruction regarding my wishes in distributing my personal effects and I request that these instructions be followed to the extent practicable, but said Letter of Instruction is not intended to be part of this, my Will, nor to create enforceable rights in the persons therein named. If any of the beneficiaries hereunder is a minor at the time of my death, the assets passing to such minor beneficiary shall be distributed to the beneficiary's legal or natural Guardian, or to a person selected by the Personal Representative for that purpose, to be held as Custodian for said minor child until such child reaches the age of twenty-one (21) years at which time the property shall be delivered by the Custodian to the child free of trust. While holding such property hereunder, the Custodian is relieved of any obligation to produce earnings from such property and is only required to hold it pending distribution pursuant to the provisions of this **ITEM TWO**. I expressly authorize the Personal Representative in his discretion, to sell any part or all of said property not wanted by the beneficiary, or inappropriate for the beneficiary, to whom it is given hereinabove and to make the proceeds thereof a part of my residuary estate.

ITEM THREE: I make the following directives, provisions and acknowledgements:

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A. Certain assets of mine, including certificates of deposit from Cumberland Bank, are currently titled jointly with right of survivorship with my son, JAMES TURK BAKER, JR. I am aware that upon my death such assets would pass to my said son, if living, by right of survivorship and would not pass under my Will, resulting in JAMES TURK BAKER, JR. receiving a greater share of my estate than my other children. My intent in titling assets jointly with right of survivorship with my said son is to pass to him a larger share of my estate in recognition of his many years of faithful attention to me and my financial matters without compensation during my lifetieme, and in no event shall the property passing outside of my Will reduce or otherwise affect the portion of my estate to which my said son may otherwise be entitled to under this Will or under other instruments established by me for the disposition of my assets at my death.

B. As of the date hereof, the real property located at 820 Overton Lane, Nashville, Davidson County, Tennessee currently serves as my residence (the "Residence"). The Residence is owned equally by me and my son, JAMES TURK BAKER, JR., as tenants-in-common and serves as my son's residence as well. I direct that my interest in the Residence pass as part of the residue of my estate under **ITEM FOUR** hereinbelow subject to the right of my son, JAMES TURK BAKER, JR, to reside in the Residence for a reasonable time following my death until the Residence is sold without the necessity of the payment of rental or other compensation to my estate, provided that my said son is residing in the Residence at the time of my death, and pays, or reimburses the beneficiaries for, any and all real property taxes, insurance premiums and maintenance costs or expenses relating to the ownership or use of the Residence while occupied by him following my death.

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C. As of the date hereof, I own certain real property located at 1107-1109 Maplehurst Lane, Nashville, Davidson County, Tennessee (the "Duplex"). If I own the Duplex at my death, I grant to my son, JAMES TURK BAKER, JR., an option to purchase the Duplex for a purchase price equal to eighty-five percent (85%) of the fair market value of the Duplex as of the date of my death. The fair market value of the Duplex shall be determined by appraisement in the manner set forth hereinbelow. The option must be exercised within thirty (30) days of receipt of the appraisal report (described hereinbelow) by my son, JAMES TURK BAKER, JR. The option shall be exercisable by delivery of written notice to the Personal Representative of my estate. If the option is not exercised within such time period, the option shall lapse and the Duplex shall pass as part of the residue of my estate under **ITEM FOUR** hereinbelow. If the option is exercised, the proceeds from the sale of my Duplex to my said son shall pass as part of the residue of my estate under **ITEM FOUR** hereinbelow. I grant this option to my son, JAMES TURK BAKER, JR., in recognition of his management of the Duplex for at least thirty (30) years without compensation.

Within thirty (30) days following the court appointment of the Personal Representative of my estate, a majority of the group composed of the adult residual beneficiaries and Guardians of any minor residual beneficiaries hereunder shall mutually select an appraiser to determine the fair market value of the Duplex. If they fail to agree upon a mutually acceptable appraiser within such time period, my son, JAMES TURK BAKER, JR., shall designate an appraiser and the remaining residual beneficiaries hereunder shall designate a second appraiser. If either party fails to give the other party written notice of its selection of an appraiser within ten (10) days following written demand that

it do so, the appraiser designated by the other party prior to the expiration of such ten (10) day period shall determine the fair market value of the Duplex. If both parties timely designate an appraiser, the two appraisers so designated shall then select, by common and mutual agreement within ten (10) days of their selection, a third appraiser, who shall make the determination of the fair market value of the Duplex. All appraisers to be selected hereunder shall be members of the American Institute of Real Estate Appraisers. The appraiser shall deliver a written report of his or her appraisal to the Personal Representative of my estate within thirty (30) days following his or her employment, and the Personal Representative shall provide copies thereof to all interested parties.

ITEM FOUR: All the rest and residue of my estate of every kind and wherever located, real, personal and mixed, including all lapsed or void legacies, I give, devise and bequeath outright and free of trust free of trust in equal shares to my children, JAMES TURK BAKER, JR., GENE ARVIN BAKER, SR. and RONALD WAYNE BAKER, per stirpes with the then living issue of any deceased child taking by representation the share the deceased child would have taken if living.

An equal share apportioned to the then living descendants of a deceased child of mine shall be divided per stirpes among such descendants and the portion going to each beneficiary twenty-five (25) years of age or older shall vest in and be paid over and delivered to the beneficiary free of the Trust, whereas the portion going to any beneficiary then under twenty-five (25) years of age shall, though vested, be held in trust with discretion in the Trustee to use the net income or principal or both, of such portion for the support, maintenance, education, health care and funeral expenses, of the beneficiary until the twenty-fifth (25th) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or

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shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

To the extent possible, the Personal Representative shall allocate to each child's equal share any indebtedness, including any accrued but unpaid interest, owed me by such child at the time of my death, whether or not such indebtedness is evidenced by a promissory note or other such writing, and the Personal Representative shall distribute to the child any note or other writing evidencing such indebtedness. For purposes of guidance to my Personal Representative, I have loaned to my son, GENE ARVIN BAKER, SR., the sum of Thirty Thousand Dollars ($30,000.00) and to my son, RONALD WAYNE BAKER, the sum of Three Thousand Five Hundred Dollars ($3,500.00), which amounts remain outstanding as of the date hereof.

ITEM FIVE: 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 vest in and be paid over to those persons and in those shares as would have taken such assets had I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will.

ITEM SIX: The interest of a beneficiary in any Trust created hereunder shall not be voluntarily grantable, transferable, or otherwise assignable by anticipation by the beneficiary without the prior written consent of the Trustee and shall not be subject to the claims of any creditors of any beneficiary or otherwise subject to involuntary transfer in any event, and the Trustee shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary notwithstanding any action by creditors. No spouse or person

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claiming to be the spouse of any beneficiary hereunder shall have any right or claim to the principal or the income of the Trust. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process, and in the event that any such process shall be served upon the Trustee, the right of any beneficiary in respect to whose interest such process is attempted to receive either income or principal and the obligation of the Trustee to pay same shall terminate until such process shall be released and discharged; provided that the Trustee may make such advance from either principal or income for the support, maintenance, health care, education (whether public, private or special), and funeral expenses of such beneficiary as the said Trustee in his discretion may deem proper under the circumstances.

ITEM SEVEN: The Personal Representative and Trustee and their successors shall have the following powers (in addition to all others possessed by them) which shall be exercisable in their discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate or any trust pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate or the trust; to sell and dispose of (for the purpose of paying my debts or making distribution or for any purpose whatever) any or all such investments and assets of whatever kind and all property of any kind at any time held by them or either of them at public or private sale and at such prices and upon such terms as they shall deem proper; to invest and reinvest in such assets as they shall deem prudent and in the best interests of the beneficiaries; to borrow money and to pledge assets comprising the trust; to compromise claims (including taxes) for or against my estate or the trust; to improve any real estate and to lease real estate as they choose, including power to give leases for periods extending beyond the duration of the trust; to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of the trust and without liability on any person dealing with them to

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inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Personal Representative and of the Trustee shall be exercisable without the necessity of application to any Court. I also authorize the Personal Representative and Trustee to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets and such valuation shall be conclusive upon all parties.

B. I give the Personal Representative all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated Section 35-50-110, as if the language thereof were incorporated in this Will verbatim. I give the Trustee all the powers recited in the introductory paragraph and subparagraphs five (5) through thirty-three (33) of T.C.A. §35-50-110 as if the language thereof were incorporated in this Will verbatim.

C. In accordance with Tennessee Code Annotated Section 31-2-103, I direct that any real property that I may own at my death be administered as part of my estate subject to the control of my Personal Representative. The Personal Representative shall have full authority, discretion and power to sell, convey, improve, lease, encumber, or in any other manner deal with an administer any such real property, without the requirement of having to obtain the approval of any court, the joinder of any beneficiary or the disclosure of the identity of any beneficiary of my estate. All such real property shall be deemed to be personal property following my death, subject to sale by the Personal Representative, for the purposes of facilitating the distribution of my estate among the beneficiaries of my Will and paying any taxes, administrative expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate. The Trustee shall be under no obligation to perform annual inspections or appraisals or to have periodic inspections or appraisals made of any real estate held in any trust hereunder, and the Trustee may retain such property regardless of its lack of productivity of income except as otherwise provided above.

D. The Personal Representative shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court but shall make reports to the beneficiaries at least annually upon written request.

E. The Trustee shall be excused from making reports to any Court. The Trustee shall render each year to every beneficiary of full and legal competency then entitled to receive the income hereunder an account of the administration of the Trust and the written approval of each such beneficiary shall, as to all transactions shown therein, be final and binding upon all persons (whether in being or not) who are then or may thereafter become entitled to share in either the principal or income of the Trust. Statements shall also be rendered to every minor beneficiary through such beneficiary's Guardian.

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F. The Trustee shall have the power to allocate receipts and disbursements to principal or income in accordance with reasonable trust accounting principles.

G. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability or in the opinion of the Trustee is incapable of properly managing his or her financial affairs, then the Trustee may make those distributions directly to the beneficiary, to the Guardian of the beneficiary or to a custodian selected by the Trustee for the beneficiary under the Tennessee Uniform Transfers to Minors Act or similar applicable law or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustee considers advisable.

H. Upon termination of any trust, the Trustee in his discretion may make distribution either in cash or in kind or partly in cash and partly in kind. Upon termination of the trust, the powers of the Trustee to sell and transfer the corpus of the trust shall continue to the extent necessary in order to enable the Trustee to wind up the trust estate, pay the expenses thereof and distribute the corpus thereof to the persons entitled thereto.

I. The provisions of Tennessee Code Annotated Section 35-50-124 shall not restrict the powers, rights and duties conferred upon the Trustee hereunder, provided such powers, rights and duties shall be subject to the limitations expressly set forth herein.

J. If a trust created under this instrument would otherwise be partially exempt from generation-skipping tax after the intended allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under § 2642 of the Code with respect to such allocation, the Trustee may (but need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the original trust so that the allocation of GST exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created pursuant to this power shall have the same name as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST Exempt" added to its name.

K. The Trustee shall pay out of principal or income as it may elect, or partially out of each, in such shares as it may determine, taxes, assessments, charges, attorney's fees, compensation of the Trustee, and other expenses incurred in the administration or protection of the Trust. The discretion of the Trustee to pay these items from income or principal, or partly from each, may be exercised not only in the interest of the Trust estate but also for the benefit of any beneficiary. The Trustee shall have no liability to any party as the result of the exercise or non-exercise of such discretion.

L. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary that may be appointed. Whenever the words

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"fiduciary", "Personal Representative" or "Trustee" appear herein, it shall be construed as including any successor fiduciary, personal representative or trustee, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

ITEM EIGHT: If the principal of any trust hereunder should be of a size or nature so as not to justify the creation or continuance of the Trust for economic reasons, the Trustee in his discretion may terminate such trust and distribute the principal and any undistributed income to the beneficiaries in which such trust is vested, and if it is not vested to the income beneficiary thereof, and if a beneficiary is under legal age then to that beneficiary's Guardian, and such Guardian shall hold such assets as Custodian, without bond, under the Tennessee Uniform Transfers to Minors Act. If the Trustee acting hereunder is at any time also acting as Trustee for the same beneficiary or beneficiaries under another instrument, by whomever established, the Trustee may commingle the trusts to the extent deemed feasible by the Trustee notwithstanding minor differences of provisions, and thereafter administer the commingled trusts in accordance with the provisions of the trust instrument selected by the Trustee for that purpose, but no trust for which a Federal Estate Tax Marital Deduction or Federal Estate Tax charitable deduction was taken shall be merged with a trust not qualifying for such deduction.

ITEM NINE: Any and all estate and inheritance taxes assessable by reason of my death, and whether based on transfers under my Will or outside it are charged against the residue of my estate passing under **ITEM FOUR** hereof and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Personal Representative shall seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment, or which is included in my gross estate by reason of Section 2036 of the Code and

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which tax is not otherwise paid or payable. Any Generation-Skipping Tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. I direct that all of my funeral expenses, expenses of administering my estate and debts (other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of life insurance policies on my life) be paid as soon as practicable and in such order and out of such of the assets of my estate as the Personal Representative deems appropriate. My fiduciaries shall be exonerated from liability to any beneficiary hereunder in their exercise or non-exercise of their discretion herein granted.

ITEM TEN: A majority of the group composed of the adult residual beneficiaries and Guardians of any minor residual beneficiaries hereunder, shall have the power from time to time to remove any Personal Representative or Trustee then serving, and to replace the same with a successor fiduciary which shall be an Eligible Individual Fiduciary or an Eligible Corporate Fiduciary. Such successor shall be excused from bond as are the original fiduciaries and have the same powers and discretion as the original fiduciaries. This right shall not be exhausted by one exercise thereof. The replacement and appointment shall be by notarized writing with a copy to the replaced fiduciary and a copy to the new fiduciary. The successor fiduciary is excused from inquiring into the administration of the estate by the replaced Personal Representative or of the Trust by the replaced Trustee and shall not be liable for any acts of its predecessor. The replaced fiduciary shall, without Court proceedings or other formalities, make prompt settlement with and delivery of the assets to the successor fiduciary taking a receipt therefor and without requiring any indemnity from the successor fiduciary or any other

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party or imposing any severance, succession or termination charge by reason of the discontinuation of its service as Trustee.

ITEM ELEVEN: Notwithstanding any other provision of this Will, the discretionary powers given the Trustee hereunder are hereby limited so that (i) no Trustee with a beneficial interest in the income or principal of any Trust hereunder shall participate in any decision regarding a discretionary distribution to that Trustee personally or to any other beneficiary except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Code, as from time to time amended, and (ii) no Trustee may use Trust income or principal to discharge the legal obligation of that Trustee individually to support or educate a Beneficiary hereunder. The Trustee having such beneficial interest shall be empowered to appoint as a Co-Trustee hereunder the alternate or successor Trustee herein designated, or if no alternates are named or are able or willing to serve, a Co-Trustee shall be selected in the manner provided in **ITEM ONE** for filling a fiduciary vacancy.

ITEM TWELVE: The proceeds of any insurance on my life which are receivable by my Personal Representative may be used, but only in the sole and uncontrolled discretion of the Personal Representative, in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

ITEM THIRTEEN: Despite any other provisions of this instrument, no property shall be retained in trust hereunder for more than the longer of ninety (90) years or twenty-one (21) years after the death of the last to die of me, my children and my other descendants living on the date of my death, and each

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share of the trust property, if any, still retained in trust at the end of that period shall be distributed immediately to the beneficiary in whom the share is vested, and if any share is not then vested, such share shall be distributed immediately to the income beneficiary or beneficiaries of such trust.

This Will is written on Fourteen (14) pages.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 19 day of June, 2004.

Lillian Whitmore Baker
LILLIAN WHITMORE BAKER

The foregoing instrument was signed, published and declared by the said LILLIAN WHITMORE BAKER as and for her Last Will and Testament in the joint sight and presence of the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

John L. Van Cleave residing at Brentwood, Tennessee

Jean Brown residing at Gibson, Tennessee

PAGE 14 AND FINAL PAGE OF THIS MY LAST WILL AND TESTAMENT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On June 17, 2004, we subscribed our names as attesting witnesses to the Will of *LILLIAN WHITMORE BAKER*, at her request and in her sight and presence and in the sight and presence of each other. Said Will was executed by the Testatrix in our presence. We considered her to be of sound mind at the time said Will was executed, and she was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

John L Van Cleave
Witness

JOHN L VAN CLEAVE
Witness's Name Typed or Printed

1208 BROOKVIEW DRIVE

BRENTWOOD, TN 37027
Address

Jean Brown
Witness

JEAN BROWN
Witness's Name Typed or Printed

1788 Trammel Lane

Lebanon, Tn 37090
Address

Subscribed and sworn to me by John Van Cleave and Jean Brown on this 17 day of June, 2004.

Linda F. O'Neal
Notary Public

My Commission Expires:

11-26-05

LINDA F. O'NEAL
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 26, 2005

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 10 day of NOVEMBER , 2005 , in Case Number 05P1724 between BAKER JR., JAMES TURK Petitioner, and BAKER, LILLIAN WHITMORE 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 12 day of MARCH 2007

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk