Davidson County WILL
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20080331-0031882

RICH... JR. CLERK
08P-400

LAST WILL AND TESTAMENT

OF

BETTY JACKSON

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

ITEM ONE:

I nominate and appoint my daughter, PATRICIA J. BAUGH, as Executrix hereunder. If my said daughter fails to serve or ceases to serve, I nominate and appoint as Executor and Trustee, my grandson, ANTONIO P. DAVIS. I authorize my Executrix to name a resident attorney in good standing or a bank or trust company to serve as Co-Executor or sole Executor or (Co-Trustee or sole Trustee), if necessary and advisable in the discretion of my Executrix. I excuse my Executrix and any Trustee and successors from bond in all cases. All references herein to my "Executrix" shall be construed to include my successor or alternate Executrix or Executors as well. If it is required or appropriate for the administration of my estate in any jurisdiction, other then Tennessee, I empower my Executrix named herein to qualify therein or to designate one or more individuals or a bank or trust company with power to act, to serve as Co-Executor or sole Executor as the case may be and to excuse bond.

ITEM TWO:

Whatever tangible personal effects, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles, and all articles of personal or household use or adornment together with all policies of insurance on such property which I may own at my death, I give outright to my daughter PATRICIA J. BAUGH if she survives me, If my said daughter does not survive me, I give all such tangible personal effects in equal shares to any children of my said daughter then living, such shares to be in the total discretion of my Executor. If any beneficiary under this ITEM TWO be a minor at the time of my death, my Executor in his discretion may deliver any item to the minor or his or her guardian or may sell any such item and add the proceeds to any trust created under this Last Will and Testament.

BJ.

ITEM THREE:

All the rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, I give, devise and bequeath outright and free of trust to my daughter, PATRICIA J. BAUGH, if she survives me.

If my said daughter does not survive me, all rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, shall be divided per stirpes among such descendants of my said daughter and the portion going to each beneficiary twenty one (21) years of age or older shall vest in and be paid over and delivered to such beneficiary outright and free of trust, whereas the portion going to any beneficiary then under the age of twenty one (21) 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, care, education, health care, funeral expenses and best interest of the beneficiary until the twenty first (21st) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

ITEM FOUR:

Neither the principal nor the income of any Trust hereunder shall be subject to assignment, anticipation or encumbrance by a beneficiary nor to any involuntary process whatever at the instance of any claimant against a beneficiary.

ITEM FIVE:

To the Executrix and successors respecting my estate and to the Trustee and successors respecting my Trusts, I give the following powers (in addition to all others possessed by them) which shall be exercisable in their discretion and until final distribution is made and without application to any Court:

A. To hold and retain as investments of 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 and at public or private sale, at such prices and upon such terms as to them 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 my estate or 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 sign leases for periods extending beyond the duration

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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 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 Executrix and of the Trustee shall be exercisable without the necessity of application to any Court. I also authorize the Executrix 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. In addition to the foregoing, I give all the powers recited in the introductory paragraph and thirty-two (32) subparagraphs of Tennessee Code Annotated Section 35-50-110 as if the language thereof were incorporated in this Will verbatim.

C. The Executrix and Trustee shall be excused from filing inventories or making reports to any Court but shall make reports to the beneficiaries at reasonable intervals.

D. The Trustee shall have full power and discretion to determine whether any money or other property received by them is principal or income, and what expenses shall be charged to income or principal, and their decision shall be final.

E. Upon termination of any trust, the Trustee in their discretion may make distribution either in cash of 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.

F. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. Whenever the word fiduciary, "Executrix" or "Trustee" appears herein, it shall be construed as including any successor fiduciary, executor or trustee, as the case may be, and the singular form shall include the plural and the plural form shall included the singular unless a contrary intent is indicated by the context.

G. All real property in which I may have any interest at the time of my death shall be deemed to be part of my probate estate for purposes of administering my estate, and as such, shall be subject to the control of my Executor during the administration of my estate. For purposes of Tennessee Code Annotated, Section 31-2-103, such real property shall be deemed to be personal property, subject to sale by my Executrix, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of my Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

ITEM SIX:

If the principal of any trust created hereunder should be too small to justify the creation or continuance of the trust for economic reasons, the Trustee, in his sole discretion, may terminate such trust and distribute the principal and any undistributed income to the beneficiaries of such trust, thereby terminating the trust. If the Trustee acting hereunder are 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

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commingled Trusts in accordance with the provisions of the Trust instrument selected by the Trustee for that purpose.

ITEM SEVEN:

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, or any part thereof, such assets shall be paid over absolutely and in fee simple in equal shares to such beneficiary or beneficiaries who survive me, otherwise to the persons then living and in their respective shares as if I had died a resident of the State of Tennessee immediately following such failure of beneficiaries and without leaving a Will.

ITEM EIGHT:

Despite any other provisions of this instrument, no property shall be retained in trust hereunder for more than twenty-one (21) years after the death of the last to die of my descendants living on the date of my death and each share of the trust property, if any, still retained in trust at the end of that period shall be distributed immediately to the beneficiary to 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 four 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 this the 21 day of 12/21/06 Dec 21, 2006.

Betty J. Jackson
BETTY JACKSON

The foregoing instrument was signed, published and declared by the said BETTY JACKSON as and for his Last Will and Testament, in the joint sight and presence of the undersigned, who, at his request and in his 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.

Georgia Hopton residing at Nashville Tenn.

Alan D Wright residing at Nashville, Tennessee

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STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

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

On December 21, 2006, we subscribed our names as attesting witnesses to the Will of BETTY JACKSON 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.

Alex Wright

Georgia Lofton

SWORN TO AND SUBSCRIBED before me this 21 day of December, 2006.

Linda F. O'Neal

Notary Public

LINDA F. O'NEAL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires NOV 14 2009

My commission expires:

11-14-09

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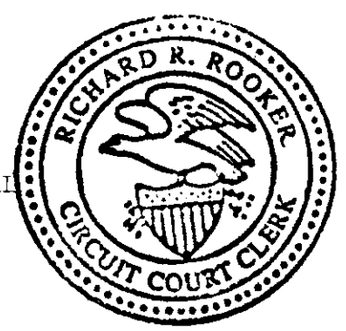
STATE OF TENNESSEE

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 MARCH , 2008 , in Case Number 08P400 between BAUGH, PATRICIA J. Petitioner, and JACKSON, BETTY JEAN 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 06 day of MARCH 2008

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk