Last Will and Testament

of

Perlee Leeman "Lee" Severy

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Davidson County WILL
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ARTICLE I: OVERTURE

Name, Residence, Family. I, Perlee Leeman "Lee" Severy, a resident of Nashville, Davidson County, Tennessee, declare this to be my Will, and I revoke any and all wills and codicils previously made by me.

I am married to Sara Baggot Severy, and we have two children, LeeAnn Severy Walker and Pamela Grace Severy. Whenever I use the term "children" in my Will, I am referring to these children.

ARTICLE II: APPOINTMENT OF FIDUCIARIES

Appointment of Executor. I appoint my wife, Sara, as Executrix (hereinafter "Executor") of my estate, to serve without bond. Should my named Executor predecease me, or should she for any reason be unwilling or unable to serve at any time as Executor, I appoint my daughters, LeeAnn and Pamela, jointly, to serve as alternate Executors, also without bond. Should it become necessary, I authorize my Executor to nominate a resident of the State of Tennessee to serve with her as a Co-Executor of my estate; and should an ancillary administration of my estate be necessary, I authorize my Executor to appoint an ancillary administrator who shall be vested with all of the powers granted to my fiduciaries in my Will and shall also serve without bond, unless any named Executor should determine bond to be desirable.

Appointment of Trustees. I appoint my wife, Sara, and my daughters, LeeAnn and Pamela, jointly to serve as Trustees of the trust created in my Will. However, in no event shall

Perlee Leeman Severy

any individual who is also a beneficiary of the trust serve as sole Trustee. In the event any one of the Trustees herein named predeceases me, or should any one of them for any reason be unwilling or unable to serve at any time, the remaining two Trustees may serve alone. However, in the event two or more of the Trustees named herein should for any reason be unwilling or unable to serve at any time, I appoint SunTrust Bank to serve as the sole Trustee of the trust created in my Will.

ARTICLE III: SPECIAL BEQUESTS

Bequest of Personal Effects. I give and bequeath to my wife all of my personal and household effects, including automobiles, furniture, household furnishings, jewelry, clothing, and similar personal effects (collectively "personal effects"), together with all policies of insurance on such personal effects.

Should my wife predecease me, I give and bequeath my personal effects to my living children in equal shares as they shall agree. My Executors are authorized to take the joint receipt of my children for this bequest, and they shall not be required to see to the division among them.

The reasonable cost of packing, shipping and storing all of my personal effects shall be charged against my estate as an expense of administration.

ARTICLE IV: DISPOSITION OF RESIDUARY ESTATE

Portion of Residuary Estate to Lee Severy Family Trust. In the event my wife survives me, I give and bequeath to the Trustees of the Lee Severy Family Trust, the terms of which are set forth below, a fractional share of my residuary estate, including property of every kind which I may own or have an interest in at the time of my death, real, personal or mixed and wherever situated, as well as the proceeds of any policies of insurance on my life which may be payable to my estate. The numerator of the fraction shall be a sum equal to the largest amount, if any, that can pass free of federal estate tax by reason of the applicable credit amount and the

state death tax credit (provided use of the state death tax credit does not require an increase of the state death taxes paid) allowable to my estate, but no other credit; and after taking into account all property included in my estate for federal estate tax purposes, including property passing under previous Articles of this Will and property passing outside of this Will, which does not qualify for the federal estate tax marital or charitable deductions; and after taking into account all charges to principal that are not allowed as deductions in computing my federal estate tax. The denominator of the fraction shall be the value of my residuary estate. For the purpose of establishing this fraction, the values finally fixed in the federal estate tax proceeding relating to my estate shall be used. I recognize that the numerator of this fraction may be zero, in which case no property shall pass under this paragraph, and that the numerator may be affected by the action of my Executor in exercising certain tax elections. This fraction shall be applied at the time of each distribution of the assets comprising my residuary estate against the aggregate value of all assets then available for distribution, with the fraction to be adjusted appropriately in the event of any disproportionate distribution. In making distributions in satisfaction of this fractional allocation of my residuary estate, my Executor shall value all assets at their fair market values as determined as of the date of each distribution, with my Executor having the discretion to make reasonable allocations of assets without being required to apportion each individual asset.

Remainder of Residuary Estate to Spouse. I give the remaining fractional share of my residuary estate to my wife, Sara Baggot Severy, if she survives me.

Alternate Disposition if Spouse Deceased. In the event my wife predeceases me, I give the entire residue of my estate, as defined above, to the Trustees of the Lee Severy Family Trust, to be administered in accordance with the terms set forth below.

Disposition if Entire Family Deceased. In the event neither my wife, my children, nor any of their descendants are living, the entire residue of my estate shall be disposed of in accordance with paragraph 7 of Article V of my Will.

Page L. Severy

ARTICLE V: PROVISIONS FOR FAMILY TRUST

The Lee Severy Family Trust shall be administered in accordance with the following special provisions:

1. Discretionary Income to Spouse. Recognizing that this trust is for the primary benefit of my wife during her life, the Trustees shall, in their sole discretion, pay to or for the benefit of my wife, so much of the net income of the trust as the Trustees deem advisable, in order to provide for her support in reasonable comfort, health, maintenance and education, whether public, private or special. Any undistributed income shall be accumulated, added to trust principal annually, and invested and reinvested under the authority hereof.

2. Discretionary Income to Children. First taking into account the needs of my wife as expressed in the previous paragraph, the Trustees, in their sole discretion, shall pay to or for the benefit of my children, or the issue of any deceased child of mine, so much of the net income of this trust as the Trustees deem advisable, in order to provide for any emergency situations which may arise. My children or such issue must make such request in writing and my Trustees shall have the sole authority to determine what situations would constitute an "emergency". Furthermore, the Trustees shall not be required to equalize any such payments among the beneficiaries hereof; and any undistributed income shall be added to trust principal annually, and invested and reinvested under the authority hereof.

3. Encroachment for Spouse. During the lifetime of my wife, I authorize the Trustees to encroach upon the principal of this trust in order to adequately and properly provide my wife with maintenance and support in the manner to which she has become accustomed, and to pay her medical and convalescent care expenses, over and above the amount she is able to pay out of her income. Any such encroachment for my wife shall be within the sole discretion of the Trustees, and this power shall be a continuing one; but the Trustees are authorized to take into consideration my wife's general financial condition at the time, as well as the estate tax consequences to her estate, in appraising any proposed encroachments against this trust.

4. Division and Administration at Death of Spouse. Upon the death of my wife, or upon my death in the event she predeceases me, the Trustees shall divide the remaining

trust principal and any accumulated income into equal shares for the benefit of my daughters, with the living issue of any deceased child of mine taking the share of their parent, *per stirpes*. Should a deceased child of mine have no surviving issue, her share shall be allocated to my other child, with the living issue of any other child of mine who may also be deceased taking the share of their parent, *per stirpes*. Thereafter, the Trustees shall distribute to or for the benefit of each daughter for whom a share is held so much of the net income and principal of her share as the Trustees, in their sole discretion, shall determine necessary, with distributions to the made in order to provide for her support in reasonable comfort, health, maintenance and education, whether public, private or special. Any undistributed income shall be accumulated and added annually to the principal of each daughter's respective share, and invested and reinvested under the authority hereof.

5. Distribution at Death of Daughters. Upon the death of each of my daughters, the Trustees shall divide such daughter's share of trust principal, and all accumulated income, among her living issue, *per stirpes*. In the event such daughter is not survived by living issue, her share of trust principal, and accumulated income, shall be allocated to my other daughter, with the share of such other daughter who is also deceased to be allocated among her living issue, *per stirpes*. The share allocated to any living daughter shall be added to her share of this Trust. The share of the living issue of any deceased daughter shall be held, administered and distributed in accordance with the following paragraph.

6. Administration of Trust for Issue of Deceased Daughter. The Trustees shall distribute to or for the benefit of the issue of a deceased daughter for whom a share is held so much of the net income or principal of his or her share as the Trustees, in their sole discretion, shall determine necessary, with distributions of corpus to be made in order to provide for their support in reasonable comfort, health, maintenance and education, whether public, private or special. Any undistributed income shall be accumulated and added annually to the principal of each beneficiary's respective share, and invested and reinvested under the authority hereof. As each such issue attains the age of twenty-five (25) years, he or she shall receive an amount equal to one-half (1/2) of his or her share of the principal of the trust. Thereafter, as each such issue attains the age of thirty-five (35) years, he or she shall receive the entire balance of his or her share of the trust estate. To the extent that any of such issue has attained any of these ages prior

to the separation of a daughter's share among her issue, they shall receive outright so much of the principal of the trust as has then accrued to them immediately upon its separation. Should any such issue die prior to attaining the age of thirty-five (35) years, that issue's share shall be distributed to his or her estate. The purpose of this provision is to prevent any possible violation of the rule against perpetuities, and it shall be so construed.

7. Alternate Distribution If Entire Family Deceased. If at any time prior to the full distribution of the assets of the Lee Severy Family Trust, neither my wife, my children, nor any of their descendants are living, the Trustees shall distribute the then remaining trust assets, other than any assets which may be required to be distributed to the estate of a deceased issue pursuant to the preceding provisions of my Will, as follows:

a. Fifty percent (50%) shall be distributed to such persons, and in such proportions, as would inherit from my wife if she died intestate, unmarried, and a resident of Tennessee while owning such property.

b. The remaining fifty percent (50%) shall be distributed to such persons, and in such proportions, as would inherit from me if I died intestate, unmarried, and a resident of Tennessee while owning such property.

8. Discretion to Combine Trusts. Upon the death of my wife, or upon my death if she predeceases me, if my wife has established a similar trust in her will for the benefit of our family, the Trustees, in their discretion, may terminate this trust, or elect not to fund this trust, and cause its assets to pour-over into the trust established by my wife as an additional contribution to be used in accordance with that trust's provisions. In exercising their discretion, the Trustees shall consider primarily whether the trust established by my wife has substantially the same purpose and beneficiaries as this trust and would be compatible with my intent and purposes in establishing this trust, as well as any adverse income tax or generation skipping tax consequences in combining these trusts, rather than maintaining separate trusts as separate taxable entities. However, in no event shall any funds from the trust herein created be used for the payment of any taxes, debts, or other expenses associated with the administration of my wife's estate.

Pinkie Leeman Severy

9. Spendthrift Provision. The interest of any beneficiary under the trust created in my Will shall not be grantable, transferable, or otherwise assignable by anticipation, except to the extent specifically provided herein, nor shall such interest be subject to the claims of any creditors of any beneficiary; and, except as provided in this paragraph, the Trustees shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary, notwithstanding any transfer, assignment, conveyance, or action by creditors. No spouse, or person claiming to be the spouse, of any beneficiary of my Will 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 Trustees, the right of any beneficiary, in respect of whose interest such process is attempted, to receive either income or principal shall terminate until such process shall be released and discharged. However, the Trustees may make advances from either principal or income for the support, maintenance, health and education of such beneficiary as the Trustees, in their discretion, may deem wise and proper under the circumstances.

10. Payments to Third Parties for Benefit of Beneficiary. The Trustees are authorized to make any payment of income or principal to third parties for the benefit of any beneficiaries who may become entitled thereto, or directly to such beneficiaries, without, in any event, requiring the qualification of a legal guardian, unless, in the sole discretion of the Trustees, it should be determined that the appointment and qualification of a guardian in a particular circumstance would be desirable. However, it is specifically my intention that a beneficiary's interest in the trust created under my Will shall in no way affect his or her entitlement to any disability benefits, governmental benefits (including Social Security benefits, Medicare and Medicaid), or benefits from any private agency providing services or benefits to elderly, handicapped or disadvantaged persons. Rather, it is my intention that the assets of a trust shall be used only to supplement all such benefits available to a beneficiary.

11. Additional Contributions. The Trustees may, in their absolute discretion, accept additional contributions to the trust created herein, or any share thereof, (i) by lifetime transfers or transfers by will from my wife or other individuals, (ii) by the naming of the Trustees as beneficiary of one or more insurance policies or annuities, or (iii) by any other means;

provided, that such property shall be acceptable to the Trustees. Upon receipt and acceptance by the Trustees, any such additions shall be deemed to be part of the trust or the share to which contributed; or, if no designation has been made for such additions, then to each share of the Lee Severy Family Trust in such proportions as if the property had been contributed to this trust at the time of its separation. Notwithstanding the foregoing, these additions shall not be used for the payment of any taxes, debts, or other expenses associated with the administration of my estate.

12. Rule Against Perpetuities Savings Clause. Anything to the contrary notwithstanding, the Trustee shall terminate and distribute any trust created hereby one day prior to the date twenty-one (21) years following the death of my wife and the last issue of mine who was living on the date of my death. At such time, each separate share of any trust created hereunder shall be distributed outright to the then income beneficiary of such share. The termination of any such trust is intended to occur within the permissible period under the relevant application of the rule against perpetuities, and this provision shall be so construed.

13. Discretionary Termination. Notwithstanding anything contained herein, if, in the opinion of the Trustees, the trust created herein, or any share thereof, shall at any time be of a size which, in their sole judgment, makes it inadvisable or uneconomical to continue such trust or share, the Trustees shall have the power to terminate such trust or share and distribute the principal and accumulated income to or for the benefit of the income beneficiaries. However, no Trustee who is an income beneficiary shall have the right to participate in any decision to so terminate a trust or share.

14. Limitation on Individual Trustee. No individual Trustee shall have the right to participate in any decision regarding discretionary distributions of income or principal for her own benefit, or for the benefit of any individual to the extent that such discretionary distributions may be used to satisfy a legal obligation of that Trustee to support or maintain that individual.

15. No Bond Required of Trustee. The Trustees and their successors shall serve without bond and shall not be required to file any accountings in any court of record, but shall account for their transactions to each beneficiary, or to the guardian, conservator or similar legal representative of a beneficiary, at least annually.

Linda Lemon Severy

ARTICLE VI: PAYMENT OF DEBTS, EXPENSES AND TAXES

Payment of Debts and Expenses. I authorize my Executor to pay my just debts, funeral expenses, and the expenses incurred in the administration of my estate. My Executor is specifically authorized, in her sole discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying these expenses, notwithstanding the provisions of any state law to the contrary.

Contribution by Spouse Waived. In the event that my Executor should satisfy any debt of mine under circumstances which create a right of contribution from my wife, I authorize my Executor, in her sole discretion, to waive the right to seek contribution from my wife on behalf of my estate.

Payment of Death Taxes. All transfer, estate, inheritance, succession and other death taxes, and any interest or penalties thereon, which shall become payable by reason of my death, shall be paid out of my residuary estate without apportionment, whether such taxes are payable with respect to property passing under my Will or outside of my Will, exclusive of any tax imposed as a result of Section 2036, 2038, 2041, or 2044, or Chapter 13 or 14 of the Code, or a corresponding provision of state law.

ARTICLE VII: GENERAL FIDUCIARY POWERS

Authorization of Fiduciaries. Without diminishing or restricting the powers vested by law or elsewhere in my Will, and subject to all of the provisions of my Will, I authorize and empower my Executor and the Trustees (my "fiduciaries"), without having to obtain any judicial authorization or approval, and in the application of their best judgment and discretion on behalf of the beneficiaries of my Will, to exercise all or any of the following powers:

1. Incorporation of State Law Powers. Pursuant to Tennessee Code Annotated Section 35-50-109, I authorize my Executor to exercise the powers specifically enumerated in Tennessee Code Annotated Section 35-50-110, including the introductory paragraph thereof and all subparagraphs thereof to the extent applicable. These powers, as set out in this statute on the

date of the execution of my Will, are granted and incorporated herein by reference, notwithstanding that this statute may have been amended or repealed at the time of my death.

2. Power to Allocate Assets. My fiduciaries shall, in their sole discretion, make reasonable allocations of the property comprising my estate without being required to apportion each individual asset in satisfying any bequest made herein, in allocating the residue of my estate as herein directed, in funding the trust created herein, or in dividing the trust into shares. My Executor shall not, however, exercise the discretion given her in this paragraph in a manner that will result in a loss of, or decrease in, the marital deduction otherwise allowable to my estate in determining either the federal estate tax or Tennessee inheritance tax liability of my estate.

3. Distributions to Incapacitated Beneficiaries. If, pursuant to this Will, or the trust established herein, any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability (an "incapacitated beneficiary"), my fiduciaries shall have the power, exercisable in their absolute discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to an incapacitated beneficiary, to a parent, guardian, or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Gifts to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property shall not be required to furnish bond or file any accountings with respect to such property, unless my fiduciaries should direct otherwise; and the receipt of such property by the recipient shall discharge my fiduciaries from any further responsibility or liability with respect to such property. If my fiduciaries shall elect to defer payment of any such property, I authorize my fiduciaries to hold such property as a trustee for the benefit of an incapacitated beneficiary, with all the powers given to my fiduciaries in this Will and by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as my fiduciaries shall deem advisable. When an incapacitated beneficiary attains capacity, whether legal, mental or physical, the balance of such property then remaining shall be distributed to him or her. If an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

Paula Seaman Berry

4. Tax Elections and Consents. In addition to all other powers, and notwithstanding any other provision of my Will, my Executor shall have full discretion to claim the deductions allowable to my estate for debts, expenses, taxes, claims and losses, either for federal income tax or estate tax purposes, in such manner as my Executor shall deem advisable, in order to minimize the total state and federal income and death taxes payable by my estate or as a result of my death. Such allocation may be made regardless of whether its effect is to favor one beneficiary or class of beneficiaries over another, or whether such expenses shall be charged to income or principal for distribution purposes. In addition, my fiduciaries shall also be authorized, in their sole and absolute discretion, to take the following actions: to consent to or oppose, as a shareholder, any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations; to consent that any gifts made by my wife shall be considered as made one-half (1/2) by me for federal or state gift tax purposes; and to join with my wife in the filing of any joint federal or state income tax returns for any period or periods prior to my death for which I have not filed such returns, and to pay a ratable share or all of any taxes due thereon, or due on any joint income tax return actually filed for any period prior to my death.

5. Generation-Skipping Tax Elections. My Executor shall also be authorized, in her sole discretion and without court approval, to allocate any federal exemptions from the federal generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of this tax, regardless of whether such property is included in my probate estate, or to exclude any such property from such allocation. In this regard, I authorize, but do not direct, my fiduciaries to divide at any time the trust created under my Will into two separate trusts, in order that the federal generation-skipping transfer tax inclusion ratio for each such trust shall be either zero or one.

6. Investment Powers. Without limiting the discretionary authority granted to my fiduciaries by statute, and subject to all of the provisions of my Will, the Trustees shall also have the authority to invest, in their discretion, in certificates of deposit, mutual funds, pooled asset funds, money market and liquid asset funds, and other similar investments. In addition, the Trustees are authorized to retain assets distributed to the Trustees, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Trustees shall

have the authority to make investments in unproductive property, if such investments will inure to the benefit of one or more beneficiaries of the trust, and if such investments are made with the specific written consent of all of the income beneficiaries of the trust.

7. Employment of Agents. My fiduciaries shall be specifically authorized, in their sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts and counsel, legal, investment or otherwise, as my fiduciaries shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Compensation paid for such services, as well as other administrative expenses and compensation paid to my fiduciaries for their services, shall be paid out of estate or trust assets in such manner as my fiduciaries shall deem advisable.

8. Waiver of Inventory and Accounting. Pursuant to Tennessee Code Annotated, Sections 30-2-301 and 30-2-601, I excuse the requirements for making and filing an inventory and court accountings of my probate estate. However, my Executor shall compile and furnish an inventory and an accounting of my estate to any residuary beneficiary under my Will, or under the residuary trust created herein, who may so request.

9. Administration of Trusts by Executor. During the period of administration of my estate, my Executor shall be fully authorized and empowered to exercise all of the powers and duties of the Trustees; and I direct that she shall do so in order that payments of income or principal for the benefit of the beneficiaries of my Will shall not be delayed pending the administration of my estate. However, the decision to make any discretionary distributions to or for the benefit of my wife shall be made by the person designated to serve with her as a Co-Trustee under Article II of my Will.

10. Administration of Real Property by Executor. 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 Executor, 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.

11. Rights and Duties of Successor Fiduciary and Apportionment of Responsibilities. Any successor fiduciary, whether individual or corporate, and whether serving as an Executor or Trustee, shall succeed to all of the rights and duties of his predecessor, but shall not be accountable for any of the acts or transactions of such predecessor. Further, if there is more than one fiduciary serving in the same capacity, such fiduciaries may apportion their respective responsibilities among themselves in any manner they deem advisable.

ARTICLE VIII: MEANING OF TERMS

Throughout this Will, the masculine gender shall be deemed to include the feminine, and vice versa, and the singular shall include the plural, and vice versa. Whenever the words "child," "children," "grandchildren," "great-grandchildren," "issue," or words of similar meaning are used in my Will, they are intended to include adopted as well as natural born children and grandchildren. The term "Code" as used in my Will shall refer to the Internal Revenue Code of 1986, unless otherwise indicated.

Penelope Seaman Kenny

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, consisting of fourteen (14) pages, each of which bears my initials or signature, at Nashville, Tennessee, this 26th day of March, 2003.

Perlee Leeman Severy
PERLEE LEEMAN "LEE" SEVERY

Signed, published, and declared by Perlee Leeman "Lee" Severy as and for his Last Will and Testament, in the presence of us, the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, have hereunto signed our names as attesting witnesses on the day and date and at the place above written.

David C Crews

Pamela G. Hill

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, HOUSTON E. HILL, a Notary Public in and for said State and County, PAMELA G. HILL and DONALD CLEMONS to me known, who made oath as follows:

1. That they were requested by the Testator, Perlee Leeman "Lee" Severy, to witness his signature to the attached instrument, which purports to be his Last Will and Testament, and they were further requested by the Testator to execute this affidavit;

2. That the Testator signed said instrument and declared the same to be his Last Will and Testament in the presence of each of the undersigned, on the date set forth therein;

3. That each of the undersigned in turn signed the said instrument on the same date, as attesting witnesses, in the sight and presence of the Testator and of each other;

4. That the Testator was at least eighteen (18) years of age and of apparent sound mind at the time of the execution of said instrument, and legally capable of making a Will apparent sound mind at the time of the execution of said instrument; and

5. That this affidavit is made pursuant to Section 32-2-110, Tennessee Code Annotated.

Donald Clemons

Pamela G. Hill

Subscribed and sworn to before me this 26 day of March, 2003

Houston E Hill

Notary Public

My Commission Expires: 3-27-2004

I hereby certify that this is a true copy of original instrument filed in my office this 11 day of OCT 20 03
RICHARD R. ROOKER, CLERK
By Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

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