WILL BOOK 36 PAGE 685 **LAST WILL AND TESTAMENT**

Davidson County WILL
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OF

BILLIE W. RICKLES

I, Billie W. Rickles of Smyrna, Rutherford County, Tennessee, which I declare to be my domicile, do hereby make, publish, and declare this to be may **LAST WILL AND TESTAMENT**, hereby revoking all wills and codicils at any time heretofore made by me.

ARTICLE I
FAMILY MEMBERS

I am married to Mary V. Rickles (my "spouse"), and I have three (3) adult children: Lindsey E. Rickles, Billy Wayne Rickles II and Todd D. Griffin (my "children").

ARTICLE II
PAYMENT OF DEBTS, TAXES AND ADMINISTRATION EXPENSES

A. I direct that all of my just debts (except debts secured by mortgages or other security instruments, which may be paid off without contribution by my spouse or retained in the discretion of my personal representative), including funeral expenses and expenses of my last illness, be paid as soon as may be convenient after my death.

B. I further direct that all estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reasons of my death (including those taxes and expense payable with respect to assets which do not pass under this Will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, 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, of which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Internal Revenue Code"), and which tax is not otherwise paid or payable.

C. I direct that the proceeds of any life insurance payable to my estate or to my personal representative may be used for the payment of death taxes, administration expenses and debts.

ARTICLE III
GIFT OF TANGIBLE PERSONAL PROPERTY

A. Any furniture, household furnishings, automobiles, personal effects and all other items of tangible personal property which I own at the time of my death, I give to my son, Lindsey E. Rickles. If my son, Lindsey E. Rickles does not survive me, I bequeath and devise these items of personalty to Billy Wayne Rickles II, provided however, that if either of my children do not survive me, but has one or more descendants who are then I give to those descendants, per stirpes, the share that such child would otherwise have received if any child had survived me; provided, further, that if any descendant of mine who is a beneficiary under this Article has not reached legal

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age under the law of the jurisdiction in which that descendant is domiciled at the time set for distribution under this Article, then:

1. I authorize and empower my personal representative, in my personal representative's sole discretion, to transfer that descendant's share of tangible personal property to the guardian of such descendant or the person with whom such descendant resides and to accept the receipt of such person in full satisfaction of this gift.

2. I further authorize and empower my personal representative to select such items of personal property from that descendant's share as my personal representative shall deem practicable to retain until that descendant reaches his or her legal age, at which time my personal representative shall deliver such items to that descendant.

3. All such determinations shall be in my personal representative's sole discretion and shall be conclusive and binding upon all parties interest in my estate.

B. I direct that any expense incurred in obtaining possession, appraising, safeguarding, insuring, packing, storing, repairing and delivering such property be paid from my estate as an administration expense.

C. If after my death, my wife takes or converts any item or items of personalty property to her which do not belong to her, the fair market value of the item(s) taken will be deducted from any bequests made to her herein and any property take from her will be distributed to the Trust to be established pursuant to Article VI hereinbelow.

ARTICLE IV
MARITAL GIFT

A. If my spouse survives me, I give to my spouse, outright and free of trust, from "qualified property," the following described real property, taking into account the federal credit for state death taxes only to the extent that state death taxes paid are not thereby increased (the "Marital Gift"). For purposes of this paragraph, "qualified property" is all property disposed by this Will and property, the proceeds, investments, or reinvestment of which are disposed of by this Will, in either case which is included in my gross estate for federal estate tax purposes and which is not otherwise effectively disposed of by (i) Article III of this Will, or (ii) the payment of debts, expenses of administration, and other charges payable from principal by my personal representative, including the death taxes referred to in Article II of this Will or this Article or (iii) in Articles V and VI of this Will.. I bequeath and devise to my spouse the following described parcels of real property: M or L

1. 1805 Ridley Blvd., Nashville, TN
2. 25 Trimble Street, Nashville, TN
3. 49 Donelson Street, Nashville, TN
4. Fairfield Glade Condominium M or L

ARTICLE V
SPECIFIC BEQUESTS TO BILLY WAYNE RICKLES. AND MARY RICKLE

I specifically bequeath and devise to my son, Billy Wayne Rickles II the following described tracts or parcels of real property:

1. 1811 16th Ave. N., Nashville, TN
2. 702 Garfield St., Nashville, TN
3. 415 Humphreys St., Nashville, TN

I also bequeath and devise the stocks, securities, and cash in my Waddell and Reed account to Billie Wayne Rickles II. I bequeath and devise the following items of personalty to my wife, Mary Rickles 1) Airfloat note 2) dining room and living room furniture out of my ~~residence~~ Real Estate

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my residences, my wife may reside in my residence for 90 days after my death. I also 2 40 of remaining in cash.

ARTICLE VI
BILLIE W. RICKLES FAMILY TRUST

I give all the rest, residue and remainder of my property, of every kind and nature and wheresoever situated, whether real or personal, but excluding any property over which I have power of appointment (my "residuary estate"), to the trustee named in Article XII of this Will to be held as a separate trust named the Billie W. Rickles Trust, to be administered and distributed as follows:

A. Commencing as of the date of my death and ten (10) years after the date of my death, the trustee shall distribute to my son, Lindsey E. Rickles so much of the net income and principal of the trust, as the trustee, from time to time determine to be required for the health, support in reasonable comfort and education (including college and professional education) of my son, Lindsey E. Rickles, considering all circumstances and factors deemed pertinent by the trustee. The trustee shall accumulate any income not so distributed and shall add the same to principal annually.

B. Upon the death of my son, Lindsey E. Rickles, the trustee shall maintain the principal in the Trust and distribute the corpus to my child, Billy Wayne Rickles II, if ten years have expired from the date of my death. Otherwise, Billy Wayne Rickles II shall only receive the income earned by the Trust until the 10th anniversary of my death. The Trustee may distribute so much of the net income of the principal of the Trust as from time to time may be required for my children health, education, and support in reasonable comfort, except as is otherwise provided herein.

C. The Trustee named herein shall use her best efforts to invest the contents of the Trust in tax free and other conservative mutual funds and/or bonds and real property and manage income producing assets such as businesses and real property in which I own an interest in an effective and efficient manner.

D. Nothing contained in this Article shall be construed to deny Lindsey E. Rickles the right to collect and keep all rents derived from real properties owned by the Billie W. Rickles Trust, as long as he timely pays debt service, property taxes and fire insurance related to all property from which he takes rental income.

ARTICLE VII
RESIDUARY ESTATE IF ANY BENEFICIARY PREDECEASES TESTATOR

If my any beneficiary named herein, does not survive me, I direct my personal representative to carry out my wishes as follows:

1. In the event either Billie W. Rickles II or Mary V. Rickles are deceased at the time of my death, except as provided hereinabove, I give the decedents share of my estate to the Trustee named in Article VI of this will, to be administered and distributed as provided in Article VI of this Will.

2. If, at the time of my death, Lindsey E. Rickles, beneficiary of the Billie W. Rickles Trust is deceased I direct that the corpus of the Trust be distributed as provided in Article VI herein.

ARTICLE VIII
TRUST PROVISIONS FOR CHILDREN'S DESCENDANTS

If the Trustee shall receive any amount on behalf of the descendant or descendants of

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a deceased child of mine, pursuant to the provisions of Article VI or Article VII of this Will, I direct that with respect to such amount received on behalf of such descendant or descendants:

A. The Trustee shall pay to or apply for the benefit of the descendant or descendants of my deceased child, from time to time living, so much of the net income and principal of the trust, event to the extent of exhausting principal, as the trustees from time to time determine to be required for the health, support in reasonable comfort, and education (including college and professional education) of such descendant or descendants considering all circumstances and factors deemed pertinent by the trustees; provided, however, that:

1. The Trustee shall accumulate any net income not so distributed and shall add the same to principal annually;

2. No distribution made under this Paragraph A to a descendant shall be charged as an advancement to that descendant; and

3. The Trustee may make unequal distributions to the descendants or my exclude one or more of them, and shall have no duty to equalize those distributions.

B. When the youngest surviving child of any deceased child ("my grandchild") reaches the age of twenty-five or sooner dies, the trust shall terminate and the trustees shall distribute the remaining trust principal and any accrued or undistributed net income ("trust assets"), per stirpes, to the then living descendants of any deceased child and my surviving children. If no such descendants shall then be living, the trustees shall distribute the trust assets, per stirpes, to my then living descendants, and, if I am not survived by living descendants. I f I have no living descendants, the Trustee shall distribute the trust assets as follows: One-half of the trust assets shall be distributed to those persons who would have been entitled to receive my person property under the laws of the State of Tennessee, in effect on the date of instrument, had I died intestate, domiciled in the State of Tennessee, immediately after the death of the last to die of my spouse and all my descendants, and in the proportions determined under those laws; and

C. Despite the preceding provisions of this instrument, if at the termination of any trust created under this Will any part of the remaining trust assets are to be distributed to a person who has not attained the age of twenty-five (25) at the time for distribution, the Trustee may elect to withhold such property and may retain the property for that person in a separate trust named for the person, to be distributed to the person when he or she reaches the ages of twenty-five (25) years, or before then if the Trustee so elect. The Trustee shall apply so much of the net income and principal of the trust so retained as the trustees believe desirable for the health, support in reasonable comfort, and education (including college and professional education) of the beneficiary for whom the trust is named, considering all circumstances and factors deemed pertinent by the trustees. The Trustee shall accumulate any income not so distributed and shall add the same to principal annually. If the beneficiary for whom the trust is named dies before complete distribution of the trust, the remaining principal and any accrued or undistributed income shall be distributed to such beneficiary's estate.

ARTICLE IX
ADMINISTRATIVE PROVISIONS

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The provisions of this Article shall apply to each trust held under this instrument and Paragraph E. of this Article shall apply to all other dispositions under this Will.

A. 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 property managing his or her financial affairs, then the trustees may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the trustees for the beneficiary under a Uniform Gifts 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 trustees consider advisable. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (I) the court-appointed guardian of the estate (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. In all circumstances, despite any provision of law to the contrary, no power of appointment or power of withdrawal created under this instrument shall be subject to involuntary exercise, and no interest of any beneficiary shall be subject to anticipation, to claims for alimony or support, to voluntary transfer without the written consent of the trustees, or to involuntary transfer in any event.

C. Notwithstanding anything in this instrument to the contrary, I direct that no trust created hereunder shall continue for a period longer than twenty-one years after the death of the last to die of myself, my spouse and all descendants of mine who are living at the death of the first to die of my spouse and me and upon the expiration of such period, each such trust shall terminate and the assets thereof shall be distributed outright to those persons then in being who would be entitled to receive the trust principal from that trust at the time of the termination specified.

D. Notwithstanding any other provision of this instrument, I hereby limit the discretionary powers of the Trustee so that (i) no trustee shall participate in any decision regarding a discretionary distribution of that trustee personally, 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 Internal Revenue Code, 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.

E. For purposes of determining who is a descendant of mine or any other person:

1. Legal adoption before the person adopted reached the age of twenty -one (21) years shall be the equivalent in all respects to blood relationship; and

2. A person born out of wedlock and those claiming through that person shall be deemed to be descendants (i) of the natural mother and her ancestors, and (ii) if the natural father acknowledges paternity, of the natural father and his ancestors, in each case unless a decree of adoption terminates such natural parent's parental rights.

ARTICLE X
POWERS OF PERSONAL REPRESENTATIVE AND TRUSTEE

I confer upon my personal representative and upon any trustee serving under this Will all powers granted to fiduciaries under the laws of the State of Tennessee, and particularly under the statutory provisions contained in Tennessee Code Annotated, Section 35-50-110, as in effect from time to time, and the introductory paragraph and all paragraphs thereof, to the extent not inconsistent with the expressed provisions hereof, whether my estate is administered in the State of Tennessee or

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elsewhere. In addition to the powers granted by law, I authorize my personal representative or other legal representatives of my estate and any trustee serving under this Will:

A. To accept additions to my estate from any source.

B. To accept additions to any trust created under this instrument, if the trustees consent in writing, from any person by lifetime or testamentary transfer or otherwise.

C. To acquire the remaining undivided interest in property of my estate or trust in which my personal representative or trustees, in fiduciary capacity, hold an undivided interest

D. To invest and reinvest the assets of my estate or any trusts created under this Will in securities or in real or personal property, whether within or outside of the State of Tennessee or the United States, without the need for diversification as to kind or amount and without being limited to investments authorized by law for fiduciaries, except as otherwise provided herein. More specifically, but not by way of limitation, I authorize and empower such personal representative or trustees to:

1. Invest in discretionary common tax-free, mutual funds, common stocks and bonds

2. Retain as long as such personal representative or the trustees deem proper any real or personal property or any stocks, bonds, notes or other securities (including securities issued by any corporate fiduciary) which I own at my death or which are subsequently acquired.

E. To effect and keep in force fire, rent, title, liability, casualty or other insurance to protect the property of the estate or trust and to protect the fiduciary.

F. With respect to any property, real or personal, or any estate therein owned by my estate or trust, except where such property or any estate therein is specifically disposed of:

1. To take possession of, collect the rents from and manage the same, except as is otherwise provided in Article VI herein..

2. To sell the same at public or private sale, and upon such terms and conditions, including credit, as to my fiduciary shall seem advisable.

3. To lease, mortgage, partition, or subdivide the same, even where the terms of such lease or mortgage shall extend beyond the administration of my estate or the term of any trust.

4. To abandon property which does not have sufficient economic value, in my personal representative's or my trustees' judgment, to make it worth protecting.

5. To repair or improve the same.

6. To grant options for the sale of same for a period not exceeding six (6) months.

G. With respect to any mortgage held by the estate or trust, to continue the same upon and after maturity, with or without renewal extension, upon such terms as the fiduciary deems advisable, or to foreclose, as an incident to collection of any bond or note, any mortgage security such bond or note, and to purchase the mortgaged property or acquire the property by deed from the mortgagor in lieu of foreclosure.

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H. To cause any stock or other securities to be registered and held in the name of a nominee.

I. To contest, compromise or otherwise settle any claim in favor of the estate, trust or fiduciary or in favor of third persons and against the estate, trust or fiduciary, or to submit the same to arbitration, without judicial approval.

J. With respect to any shares of stock or other securities owned by my personal representative or by any trustee:

1. To vote or refrain from voting, in person or by proxy, discretionary or otherwise, such shares of stock or other securities.

2. To pay calls, assessments and any other sums chargeable or accruing against or on account of shares of stock, bonds, debentures or other corporate securities, whenever such payments may be legally enforceable against the fiduciary or any property of the estate or trust or the fiduciary deems payment expedient and for the best interest of the estate or trust.

3. To sell or exercise stock subscription or conversion rights, participate in foreclosures, reorganization, consolidations, mergers, or liquidations and to consent to corporate sales, leases or encumbrances.

K. To execute and deliver agreements, assignments, bills of sale, contracts, deeds, notes, receipts and any other instruments necessary or appropriate for the administration of the estate or trust.

L. In the case of a trustee, to hold the property of two or more trusts or parts of such trust created by the same instrument as an undivided whole without separation as between such trusts or parts, provided that such separate trusts or parts shall have undivided interests and provided further that no such holding shall defer the vesting of any estate in possession or otherwise.

M. To make distribution in cash, in kind valued at fair market value of the property at the date of distribution, or partly in each, without being required to make pro rata distributions of such property.

N. To pay all reasonable and proper expenses of administration from the property of the estate or trust, including reasonable compensation to any fiduciary and counsel fees which the fiduciary may incur.

O. To employ and remunerate agents to perform necessary services for the estate or for any trust created thereunder such as, but not limited to: accountants, attorneys, investment advisors, actuaries, appraisers and custodians.

P. To execute, file and deliver proofs of claim or receipts required to collect all policies of life insurance on my life which name my estate as beneficiary; elect any optional modes of settlement available under such policies; receive, administer and distribute the proceeds of such policies in accordance with the dispositive provisions of this Will. The receipt of my personal representative shall constitute full acquittance to any insurance company for policy proceeds paid.

Q. To combine trusts having substantially identical terms and with the same beneficiary or beneficiaries, whether created under the terms of my Will or my spouse's, to be administered and distributed as a single trust.

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ARTICLE XI
REFERENCES

The article headings used are for convenience only and shall not be resorted to for interpretation of this Will. Throughout this Will I direct that the term "give" shall be deemed to include the term "bequeath" or "devise" when appropriate. In referring to any person, a word of one gender shall be deemed to include the other, and a reference to the singular shall include the plural, and vice verse, if the context indicates that such a reading would be appropriate.

ARTICLE XII
APPOINTMENT OF PERSONAL REPRESENTATIVE

A. ~~I nominate and appoint my spouse as personal representative of this my Will. In the event my spouse shall fail to survive me, shall decline to act, or having qualified shall for any reason thereafter cease to act, then~~ I nominate and appoint Linda Milliway of Manchester, TN as personal representative of this, my Will. Whenever the term "personal representative" is used herein, it shall be deemed to apply to the party or parties then acting. No personal representative of this Will shall be required to furnish bond or other security as personal representative in any jurisdiction. The Personal Representatives shall be entitled to receive reasonable compensation for services rendered on behalf of the estate, at a rate not to exceed the normal hourly rate for such services as approved by the Probate Court for Rutherford County, Tennessee. If Linda Milliway cannot serve, for any reason, I appoint _____ of _____ as successor personal representative.

B. If the appointment of a personal representative of my estate is necessary or desirable in any jurisdiction in which the personal representative named herein is unable or unwilling to act, I appoint as my personal representative in that jurisdiction such person or corporation as may be designated in an instrument signed by the personal representative named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my personal representative named herein is given with respect to my domiciliary estate (including the power to sell real and personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any Court.

C. I empower my personal representative (I) to make such elections under the tax laws as my personal representative deems advisable, including an election to create qualified terminable interest property for both estate and generation-skipping tax purposes or for estate tax purposes along, and (ii) to allocate the unused portion, if any, of my GST exception (as defined in this paragraph) to any property with respect to which I am the transferor for generation-skipping tax purposes (irrespective of whether such property passes under this Will) in such manner as my personal representative deems advisable, in each case without regard to the relative interests of the beneficiaries; however, my personal representative shall not make adjustments between principal and income; or in the interests of the beneficiaries, to compensate for the effects of such elections and allocation. Any decision made by my personal representative with respect to the exercise of any tax election or the allocation of my GST exemption shall be binding and conclusive on all persons. As used in this paragraph, the "GST exemption" means the exemption from generation-skipping tax allocated under Section 2631 of the Internal Revenue Code.

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ARTICLE XIII
APPOINTMENT OF TRUSTEE

A. I nominate and appoint, Linda Milliway of Manchester, Tennessee to serve as Trustees of any trusts created under this Will. If Linda Milliway shall fail to survive me, shall decline to act, or having qualified shall, for any reason thereafter, cease to act as trustee then _____ of _____, shall serve as successor Trustee. Whenever the term "trustee" is used herein, it shall be deemed to apply to the party or parties then acting, and any reference to such party or parties on one gender shall be deemed to mean the proper gender.

B. Any individual trustee serving under this instrument shall be entitled to receive reasonable compensation for services rendered on behalf of the trust estate and the compensation of a corporate trustee shall be in accordance with its published schedule of fees as in effect at the time the services are rendered. Such compensation shall be charged to income and not to principal.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

D. No person paying money or delivering property to any trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with a trustee.

ARTICLE XIV
TRUSTEE PROVISIONS

A. Any trustee may resign at any time by giving prior written notice to the beneficiary or beneficiaries to whom the current trust income may or must then be distributed.

B. Except as otherwise provided in Paragraph D. of this Article, if all of the named trustees cease to act as trustee hereunder for any reason, or if any successor trustee appointed as hereinafter provided ceases to act as trustee hereunder for any reason, then the person or persons indicated in Paragraph E. of this Article shall, by written instrument, appoint any person (other than my spouse), or any bank or trust company having power to serve as trustee, as successor trustee.

C. The person or persons indicated in Paragraph E. of this Article may at any time, by written instrument, approve the accounts of the trustee with the same effect as if the accounts had been approved by a court having jurisdiction of the subject matter and of all necessary parties.

D. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its corporate predecessor.

E. A successor trustee may be appointed pursuant to Paragraph B. of this Article and the accounts of the trustee may be approved pursuant to Paragraph C. of this Article by a majority in number of the beneficiaries of each trust to whom the current trust income may be distributed. If any individual so entitle to act is then under legal disability, the instrument of

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appointment or approval may be signed, executed, and delivered by the lawful guardian of such beneficiary on his or her behalf.

F. The incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act or failure to act of a predecessor trustee. With the approval of the person or persons indicated in Paragraph E. of this Article who may approve the accounts of the trustee, a successor trustee may accept the account furnished, if any, and all property delivered by or for a predecessor trustee without liability for so doing, and such acceptance shall be a full and complete discharge to the predecessor trustee.

G. While two or more trustees are acting, the following provisions shall apply where the context admits:

1. The trustees may establish bank accounts and may authorize that checks or drafts may be drawn on, or withdrawal made form, any such account on the individual signature of any trustee; and

2. The trustees may execute documents by jointly signing one document or separately signing concurrent counterpart documents.

ARTICLE XVI
WAIVER OR REQUIREMENT OF INVENTORY AND ACCOUNTING

I hereby expressly excuse my personally representative from filing an inventory or an accounting of my estate as would otherwise be required pursuant to applicable law unless such inventory or accounting is specifically requested by any beneficiary of my residuary estate.

ARTICLE XVII
CONTEST OF WILL

If any beneficiary named herein contests this will, it is my desire and directive that the cost to the estate and/or the Trustee of defending such an action shall be deducted from the bequest made to the beneficiary filing such contest in a court of competent jurisdiction. In no event shall Todd D. Griffin be entitled to receive any portion of my estate.

ARTICLE XVIII
GOVERNING LAW

All questions pertaining to the validity, construction and interpretation of this my Last Will and Testament as it pertains to all the terms, provisions and dispositions under this Will shall be governed by and interpreted in accordance with the laws of the State of Tennessee.

BILLIE W. RICKLES

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my Last Will and Testament, and have subscribed each of the foregoing ten (10) pages at the bottom thereof for the purpose of identification, on this 17th day of July, 2002, at Nashville, Tennessee.

X Billie W. Rickles

BILLIE W. RICKLES

The foregoing instrument, consisting of this and ten (10) preceding typewritten pages was signed, published and declared by Billie W. Rickles, the testator, to be his last will and testament in the presence of each of us and all of us together; and the testator, upon declaring this documents to be his last will and testament, requested each of us to sign the same as attesting witnesses; and we thereupon signed our names hereto as such witnesses, in the presence of the testator, and in the presence of each other on this 17th day of July, 2002. We further state that each of us believe that, at the time he executed the foregoing instrument, the testator was of sound mind and memory, of lawful age, and did so execute it as his own free act and deed and not under the unlawful influence of any person.

William G. Walls residing at 4886 SHASTA DRIVE
WILLIAM G. WALLS NASHVILLE, TN. 37211

Leonard Amdur residing at 1007 ESTES RD
LEONARD AMDUR NASHVILLE, TN
1007 Estes Rd 37215
Nash, 37215

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AFFIDAVIT

STATE OF TENNESSEE}
COUNTY OF DAVIDSON}

Leonard Amdur and William G. Wallis being severally duly sworn, depose and say that:

We are acquainted with Billie W. Rickles, who executed this annexed Last Will and Testament, consisting of twelve (12) typewritten pages, dated the 17th day of July, 2002, on that date at Nashville, Tennessee, by subscribing his name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, Billie W. Rickles, declared the instrument is subscribed by his to be his Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at his request and in his presence and sign, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, Billie W. Rickles, was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraints or in any respect incompetent to make a Last Will and Testament.

This affidavit is made at the request of said Billie W. Rickles.

This annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Leonard Amdur

William G. Wallis

SWORN TO AND SUBSCRIBED before me, this 17th day of July, 2002.

NOTARY PUBLIC

My Commission Expires:

ROBERT JOHN NOTESTINE
NOTARY PUBLIC, DAVIDSON COUNTY, TENNESSEE
MY COMMISSION EXPIRES SEP. 24, 2005

State of Tennessee, County of Rutherford
The undersigned County Clerk of said County and State, hereby certifies that the foregoing is a true and correct copy of the original document filed in the Office of the County Clerk.
This 14th day of December, 2009
Georgia Lynch, Rutherford County Clerk
BY: Deputy Clerk

STATE OF TENNESSEE, COUNTY OF RUTHERFORD
The undersigned County Clerk of said County and State, hereby certifies that the foregoing is a true and correct copy of the original document filed in the Office of the County Clerk.
This 2 day of Aug 2002
ED (SONNY) ELAM, RUTHERFORD COUNTY CLERK
BY: Deputy Clerk

RUTHERFORD COUNTY CLERK SEAL TENNESSEE

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I, Hal Wilson, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature

State of TN
County of Davidson

Personally appeared before me, Elizabeth Maison, a notary public for this county and state, Hal Wilson, who acknowledges that this certificate of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My commission expires: 04-15-12

ELIZABETH MAISON
STATE OF TENNESSEE NOTARY PUBLIC
CHEATHAM COUNTY