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RICHARD R. ROCKER, CLERK

D.C.

LAST WILL AND TESTAMENT OF

LOUISE L. MADDUX

I, LOUISE L. MADDUX, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

FIRST

I direct that all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my fiduciaries, and if paid shall be without right of contribution from my husband), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, be paid by my Executor as soon as practical after my death.

All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses 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 Executor 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 or which is included in my gross estate by reason of Section 2036(c) of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and 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. All realty is part of my probate estate and shall be treated as personalty for administration purposes.

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SECOND

I give and bequeath to my husband, JAMES EDWARD MADDUX all of my effects of a strictly personal nature for household use, jewelry, automobiles and the like (and all policies of insurance on such property) which I own at the time of my death. If my husband does not survive me, renounces this bequest or dissents from my Will, I give and bequeath all of the aforementioned items to my children then living, share and share alike. My children at the time of the execution of this Will are: JAMES E. MADDUX, JR. and CARL RAYMOND MADDUX. I also hereby expressly direct that my son's step-daughter, MARJORIE LEE NELSON MADDUX, for all purposes of interpreting my intent under this, my Last Will and Testament, shall be considered to be my grandchild and my son's daughter as if she were the issue of his body.

I direct that if it becomes necessary to make the required division of my personal effects and household and similar items among my children, my Executor shall have absolute discretion as to what specific article or articles shall be included in that property, and as to what items thereof each beneficiary shall receive. If any beneficiary is too young to need or otherwise be unable to use the property passing to such beneficiary under this Article, or any part thereof, my Executor may in its absolute discretion:

(1) hold all or any part of such property until the beneficiary shall have need or use of it; or

(2) deliver all or part to the beneficiary, the beneficiary's guardian, or any person with whom such beneficiary is residing, for the use of said beneficiary, without further responsibility to the Executor; or

(3) sell all or any part and give the proceeds to such beneficiary, the beneficiary's guardian, or the person with whom such beneficiary is residing, or add the proceeds to any trust created hereunder for the beneficiary.

The decision of my Executor on these matters shall be binding and conclusive on all beneficiaries.

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THIRD

Any insurance on my life or other similar insurance payable to the Executor or Administrator of my estate, or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my Will; provided, however, that my Executor may in its sole discretion pay my personal debts from the proceeds of such policies, but my Executor shall, in its sole discretion, determine which, if any, of my debts shall be so paid.

FOURTH

A. If my husband, JAMES EDWARD MADDUX, survives me, I give, devise and bequeath to my said husband, absolutely and in fee simple, an amount equal in value to the maximum allowable unlimited marital deduction as finally determined for federal estate tax purposes, provided, however that such amount shall be diminished or reduced by:

(i) The aggregate amount of deductions allowed to my estate for federal estate tax purposes by the Internal Revenue Code, including but not limited to, Sections 2053, 2054 and 2055;

(ii) The value for federal estate tax purposes of all items in my gross estate for federal estate tax purposes which qualify for the marital deduction and which pass or have passed from me to my husband under other provisions of this Will, by right of survivorship with respect to jointly owned property, or to any trust for the benefit of my husband, or otherwise;

(iii) The value of my estate, which passes free of federal estate tax if the entire unified credit available against the federal estate tax under Section 2010 of the Internal Revenue Code for the year of my death (reduced by the amount, if any, of such credit which has been used by me during my lifetime) is utilized; and

(iv) The value of my estate, which passes free of federal estate tax if the entire state death tax credit permitted to my estate by the Internal Revenue Code is utilized, provided, however, that such credit shall be considered only to the extent that its use does not cause an increase in the amount of death taxes payable to any state.

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It is my intent that the provisions above increase my taxable estate to the largest amount which will not result in a federal estate tax being payable by my estate. However, any reduction provided for above shall not apply to the extent it would have the effect of increasing any state death tax imposed on my estate.

B. In implementing this bequest, only assets which qualify for the marital deduction allowable in determining the federal estate tax shall pass or be allocated pursuant to this Article. My Executor shall have the power and the sole discretion to satisfy this bequest wholly or partly in cash or in kind, in installments or all at one time, and to select the assets which will constitute it. If property is distributed in kind, such property shall be valued at its fair market value as of the date of distribution. Except to the extent other available assets are inadequate, my Executor shall not allocate property which represents the right to income in respect of a decedent under Section 691 of the Code. None of the provisions of this Article, including, but not limited to, the use of the terms "smallest" or "largest," shall be construed as requiring any particular exercise or non-exercise of tax elections, regardless of their effect on the determination of the pecuniary amount. If my husband does not survive me, this bequest shall lapse and the same shall be added to my residuary estate hereinafter disposed of. If my husband survives me but executes a qualified disclaimer, the property or portion thereof to which such disclaimer pertains shall be added to my residuary estate hereinafter disposed of.

FIFTH

A. I give, devise and bequeath the rest and residue of my estate of every kind and description to JEFFREY WARREN BRIDGES as Trustee (hereinafter Trustee) to be held by him IN TRUST pursuant to this Article as the LOUISE L. MADDUX FAMILY TRUST. If any beneficiary makes a qualified disclaimer of any property or interest in this Trust, such disclaimed property or interest shall be transferred to a separate and distinct trust to be held by the Trustee pursuant to this Article for all beneficiaries other than the disclaimant, such separate trust to have the identical provisions as the original trust. The net income and principal of the Trust shall be used as the Trustee in its sole and absolute discretion may from time to time deem necessary or advisable for the reasonable support, health and maintenance of my said husband.

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B. After the death of the survivor of me and my husband, the Trustee shall apportion whatever shall remain of the Trust as follows:

(i) First, the Trustee shall apportion an amount equal to any remaining available exemption from the Generation-Skipping Transfer Tax ("G.S.T. Tax") at the time of my death to a separate share (the "Exempt" share) of the LOUISE L. MADDUX FAMILY TRUST. The Exempt share shall be further apportioned in equal shares as follows: one such equal share for each of my then living grandchildren, and one such equal share for the then living issue, per stirpes, of any of my deceased grandchildren, including MARJORIE LEE NELSON MADDUX as one of my grandchildren; provided however, that if at the time of my death, such beneficiary is not survived by his or her parent, such that a distribution from my estate to such beneficiary shall be exempt from the G.S.T. Tax, then no apportionment of the Exempt Share shall be made to such beneficiary; provided, further, however, that in all events, the total distribution from the combination of both the Exempt and Non-Exempt shares of the LOUISE L. MADDUX FAMILY TRUST for the benefit of each grandchild's share shall be equal.

(ii) The remaining share of the Trust (the "Non-Exempt" share) shall be first apportioned in such shares as may be necessary in order to equalize distribution among my grandchildren or their issue, as described above where no allocation of the Exempt Share was made for the benefit of any such grandchildren or issue. Whatever remains of the Non-Exempt share shall be further apportioned in equal shares as follows: one such share for each of my then living children, and one such equal share for the then living issue per stirpes of any of my deceased children. The Trustee's determination of each child's or issue's share shall be conclusive and not subject to challenge by any child or issue. After both the Exempt and Non-Exempt shares have been apportioned, the share apportioned to each beneficiary shall be transferred and distributed to such beneficiary absolutely and in fee simple.

C. If any property is required to be distributed to a beneficiary who is under the age of twenty-one (21) years, the Trustee shall continue to hold the same in trust for him or her until he or she shall attain the age of twenty-one (21) years, at which time the Trust shall terminate as to such share and the Trustee shall distribute the entire accumulated income and principal to such beneficiary. Prior to such termination of the Trust for such beneficiary, the Trustee shall pay to

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or for such beneficiary so much of the net income and principal thereof as is, in its sole and uncontrolled discretion, deemed necessary or advisable for his or her reasonable support, health, maintenance and education, and may add to principal any income not so used. If any such beneficiary should die prior to attainment of the age of twenty-one (21) years, such trust shall terminate as to such share and the Trustee shall distribute, absolutely and in fee simple, the entire accumulated income and principal to such beneficiary's estate.

D. In the event of default of my issue, the Trustee shall transfer and pay over, absolutely and in fee simple, the remaining share of such child then held in trust to such persons and in such proportions as they would inherit the same from me had I died intestate, unmarried and a resident of the State of Tennessee.

SIXTH

A. I appoint my husband, JAMES EDWARD MADDUX, as Executor (hereinafter Executor) of my Last Will and Testament. I direct that my Executor shall not be required to furnish a bond for the faithful performance of its duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. If JAMES EDWARD MADDUX is unable or unwilling to serve, then my sons, JAMES E. MADDUX, JR. and CARL RAYMOND MADDUX, shall serve as Co-Executors (individually and collectively referred to as "Executor") without bond. If either of my sons, JAMES E. MADDUX, JR. or CARL RAYMOND MADDUX is unable or unwilling to serve, then the other shall serve alone as Executor without bond. My Executor shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any of the residuary distributees or legatees of my estate. Further, my Executor shall also be excused from the statutory requirement of making and filing an accounting of the administration of my estate to such court.

B. Any Executor may voluntarily resign upon thirty (30) days written notice to the beneficiaries of my estate. In addition, my husband, if living, otherwise a majority of my adult children or their guardians, if minors, shall be empowered to request and obtain the resignation of any Executor if adequate cause for removal exists in the judgment of the person or persons

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exercising this power of removal. For purposes of this paragraph, adequate cause for removal shall include: (i) lack of attention to estate administration matters; (ii) residence of all beneficiaries of my estate outside the state in which the Trustee being removed maintains, in the case of a bank or trust company, its principal place of business, or resides in the case of an individual Executor; or (iii) any other grounds which, in the opinion of counsel retained by the person or persons possessing such power of removal, if alleged and proven, would justify court removal of the Executor. The power of removal granted in this paragraph shall be deemed to be a fiduciary power, exercisable only in the interests of all beneficiaries of my estate. This power of removal shall be exercised by the delivery of a written request of resignation, be duly signed and acknowledged by the person or persons exercising this power, and be accompanied by the written acceptance of the successor Executor. Unless otherwise excused by the successor Executor, the resigning Executor shall, at the expense of my estate, make an accounting of my estate and deliver all assets and muniments of title thereof to the successor Executor.

C. If it becomes necessary to appoint a successor Executor after the resignation or removal of the originally named Executor and successor Executor, my husband shall appoint either an individual or a corporate fiduciary which shall be a "disinterested Executor." For purposes of this Article, the term "disinterested Executor" shall mean any corporate Executor or any individual Executor (i) who is not, and whose spouse and issue are not, entitled, either of right or in the discretion of any Executor, to present or future distributions (including possible future distributions) of the estate property or any share thereof or any trust created herein, and (ii) who is not a "related or subordinate party" within the meaning of Section 672(c) of the Code, or the corresponding provision of any subsequent federal law; and as used herein "the Code" shall mean the Internal Revenue Code of 1986, as amended. After the death of my husband, the above granted powers to appoint and remove my Executor may be exercised by the unanimous consent of my adult children, provided that the successor fiduciary shall be a "disinterested Executor" as defined above.

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SEVENTH

My Executor and Trustee (hereinafter referred to as "fiduciary") shall have the following powers, duties and discretions in addition to those now or hereafter conferred by law:

A. I incorporate by reference all of the fiduciary powers contained in Section 35-50-110, Tennessee Code Annotated as fully as if set out verbatim herein.

B. Whenever my fiduciary is required to divide the estate or trust property into separate shares, or to make distribution thereof, it is authorized in its sole discretion to make division or distribution wholly or partly in cash or kind, or assign undivided interests in any property or shares, and to make joint investment of funds belonging to the estate. The judgment of my fiduciary as to the values for such purposes shall be binding and conclusive on everyone.

C. When required to make a distribution or transfer of all or part of the assets of my estate, my Executor may retain therefrom assets sufficient in its judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

D. Whenever my Executor shall have the right to elect: (a) whether any item of expense connected with the administration of my estate shall be claimed as a deduction for federal income tax purposes, or whether the same shall be claimed instead as a deduction for federal estate tax purposes; or (b) the value of my gross estate as of the date that causes larger death taxes to be payable than would have been payable if my Executor had elected another date, I hereby authorize my Executor to exercise any such right of election in any such manner as it may in its absolute discretion determine to be advisable, even though the manner in which any such election is exercised may result in an advantage or disadvantage to any beneficiary or beneficiaries hereunder. I further direct that no compensating adjustments between income and principal shall be required or made as a result of any such action.

E. Any successor fiduciary shall be clothed and vested with all duties, rights and powers, whether discretionary or otherwise, as if originally named as such fiduciary. No successor fiduciary shall be liable or responsible in any way for any acts or defaults of any predecessor fiduciary, nor for any loss or expense from or occasioned by anything done or elected to be done by any predecessor fiduciary, but such successor fiduciary shall be liable for

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his, her or its own acts or default in respect to property actually received by such successor fiduciary. The successor fiduciary may accept the accounts rendered and the assets and property delivered to such successor fiduciary by the predecessor fiduciary as a full and complete discharge to the predecessor fiduciary, and shall incur no liability by reason of so doing.

F. My fiduciary shall be charged with the duty of good faith and reasonable care in the management of the estate or trust, but shall not be responsible for losses, if any, resulting from honest mistakes of judgment.

G. My Trustee in exercising its discretion as to whether to make distributions of income or principal of any trust to or for the benefit of any beneficiary, may take into consideration the standard of living to which such beneficiary is then accustomed, and all other income and resources available to such beneficiary, together with any other factors which my Trustee may deem pertinent. I further limit the general discretionary powers of the Trustee so that no Trustee may use income or principal to discharge the legal obligation of any person to support or educate any beneficiary of any trust created hereunder.

H. If my fiduciary determines that any income or principal shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of my fiduciary, unable properly to administer such funds, then such funds may be paid out by my fiduciary in any of the following ways as it deems best: (1) directly to such beneficiary; (2) to the legally appointed guardian or conservator of such beneficiary; (3) by my fiduciary using such amounts directly for the benefit of such beneficiary; or (4) to some relative or friend for the care, support, education and welfare of such beneficiary. The receipt of any such person shall discharge my fiduciary from any further responsibility with respect to any such funds. No recipient shall be required to furnish bond with respect to any such funds, nor make report as to the disposition of the same.

I. My Executor may begin making payment to the beneficiaries of my estate after beginning the administration of my estate and without waiting for the formal establishments of the trusts created herein. My Executor shall be given credit on its settlement for all disbursements made to the beneficiaries under the provisions of this power.

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J. Any power granted to my fiduciary shall be void to the extent that its exercise shall cause my estate to lose all or any part of the tax benefit afforded by the marital deduction under federal or state laws. In distributing assets to the beneficiaries hereof, my fiduciary is forbidden to use any basis for evaluation which, according to applicable law and regulations, would adversely affect the marital deduction status of the bequest for my husband hereunder, anything to the contrary in this Will notwithstanding.

K. My fiduciary is authorized to take the following actions in its sole and absolute discretion: to consent, as a shareholder, to any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations; to join with my husband in the filing of any joint federal or state income tax returns for any period or periods for which I have not filed such return or returns prior to my death and to pay such ratable share or all of any taxes due thereon, or due upon any joint income tax return filed with respect to any period prior to my death, as it shall deem proper; to exercise such elections or options as may be available, as it may deem proper, in the preparation and submission of any federal or other estate or inheritance tax returns, or of any income tax returns for myself, my estate or any trusts hereunder; to consent that any gifts made by my husband shall be considered as made one-half (1/2) by me for federal or other gift purposes; and to impose such terms or conditions for the exercise of such consents, elections or options as it deems fit, and to determine in its sole discretion whether any person or persons shall be charged or otherwise compelled to account to any other person for any difference in estate or income or gift taxes resulting from the exercise of such authorities and powers, except that no compensating adjustments between income and principal or in the amount of the marital deduction gift shall be required or made as a result of such action.

L. The Trustee shall render to the income beneficiaries of all trusts created hereunder statements of account of receipts and disbursements at least annually. Statements to minor beneficiaries shall be sent to the legal guardian, if any; otherwise, to the parent or any other person with whom the beneficiary may be residing. However, the Trustee shall not be required to make an accounting to any Court with respect to the performance of its duties.

M. The Trustee shall have the power to purchase with the assets of the Family Trust life insurance on the life or lives of any beneficiary of this trust, or on the life or lives of anyone

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the beneficiaries would have an insurable interest in; provided, however, that the proceeds of such policies are made payable to the Trustee to be used in the manner provided for in this Will.

N. If at any time the Trustee determines that the principal of any trust created, or to be created hereunder, is of an insufficient amount to justify establishment or continuance of said trust, or if there arise any unforeseen changes affecting property rights, taxation or political or economic conditions, or if for any other good reasons, which in the opinion of the Trustee makes it advisable and to the best interest of the beneficiaries that the trust not be established or continued, the Trustee is authorized and empowered not to establish or continue the trust, and to distribute the funds which would be used to establish the trust, or distribute the principal and accumulated income of the trust, to the income beneficiaries thereof in proportion to their interests, or if their interests are indeterminate, equally. No beneficiary shall have the right to question the Trustee's decision as to distribution, and no personal liability shall be imposed upon the Trustee for the decisions; provided, however, any beneficiary who is also a Trustee shall not participate in any decision as to distribution to her as beneficiary. Further, any Trustee may, in its discretion, merge a trust with one or more other trusts that shall be substantially identical with respect to beneficiaries and disposition, and the trusts shall be held and administered as one trust.

O. 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, attorneys' fees, the Trustee's compensation, 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 partially from each, may be exercised not only in the interest of the trust but for the benefit of any beneficiary.

P. I hereby authorize the Trustee, in its sole and absolute discretion, to elect, or not elect, to treat all or any portion of estimated tax paid by any trust created hereunder as a payment by a beneficiary of such trust, which election may be made pro rata among the beneficiaries or otherwise in the discretion of the Trustee, whose decision shall be conclusive and binding upon all parties in interest.

Q. I leave to the discretion of the fiduciary hereunder the retention, continuance, sale, liquidation or other disposition of any business or business interests, corporate or otherwise. The fiduciary is specifically empowered to take all steps which it may deem necessary or advisable in

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connection with any such business or business interests and is to be exempt from any liability for any loss whatsoever for its acts or decisions in good faith relative thereto. The fiduciary is authorized to loan or borrow money to or for such business or business interests or to or for any corporation representing the same and to vote the shares of stock in any such corporation in such manner as the fiduciary may deem advisable, including the power to select or vote for the appointment or election of persons as managers, officers or employees of the fiduciary.

R. My fiduciary shall be empowered to invest, in its discretion, in certificates of deposit, money market and liquid asset funds, bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, currencies, partnership interests (whether general, special or limited), or other securities or property, real or personal. In addition, my fiduciary is empowered to retain assets conveyed to the estate or any trust even though retention of such assets results in an overconcentration in one or more similar investments, lack of diversification or lack of current income and though the fiduciary could not properly purchase the property as a trust investment. In addition, my fiduciary shall be empowered to make investments in unproductive property, if such investments will enure to the benefit of one or more beneficiaries of the estate or any trust created herein.

EIGHTH

A. Neither the income nor the principal of the Trusts created hereunder shall be alienable by any beneficiary thereof either by assignment or by any other method and the same shall not be subject to be taken by his or his creditors by any process whatsoever.

B. Notwithstanding anything herein to the contrary, the Trusts created hereunder shall be terminated not later than any such time after which their continued existence would violate the rule against perpetuities, the rule against suspension of the power of alienation or any other rule of law. At such time, and unless previously terminated, the Trustee shall distribute the entire principal and accumulated income to the respective income beneficiaries thereof.

C. No bond shall ever be required of the Trustee or any successor Trustee serving hereunder. If any bond is required by law, no surety shall be required on such bond.

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D. As used herein, the neuter gender shall be deemed to include the feminine and masculine wherever necessary or appropriate and without distinction, the singular shall include the plural and the masculine shall include the feminine.

NINTH

A. Any Trustee may voluntarily resign upon thirty (30) days written notice to the beneficiaries to whom the Trust income may or must then be paid. In addition, my husband, if living, otherwise a majority of the beneficiaries to whom the Trust income may or must then be paid, shall be empowered to request and obtain the resignation of any Trustee if adequate cause for removal exists in the judgment of the person or persons exercising this power of removal. For purposes of this paragraph, adequate cause for removal shall be limited to: (i) lack of attention to trust administration matters; (ii) residence of all current income beneficiaries of the Trust outside the state in which the Trustee being removed maintains, in the case of a bank or trust company, its principal place of business, or resides in the case of an individual trustee; (iii) irreconcilable differences of opinion between the trustees on matters relating to trust administration, fees for trust management or trust investments, or return on trust investments; or (iv) any other grounds which, in the opinion of counsel retained by the person or persons possessing such power of removal, if alleged and proven, would justify court removal of the Trustee. The power of removal granted in this paragraph shall be deemed to be a fiduciary power, exercisable only in the interests of all trust beneficiaries. This power of removal shall be exercised by the delivery of a written request of resignation, be duly signed and acknowledged by the person or persons exercising this power, and be accompanied by the written acceptance of the successor Trustee. Unless otherwise excused by the successor Trustee, the resigning Trustee shall, at the expense of the Trust, make an accounting of the Trust and deliver all assets and muniments of title thereof to the successor Trustee.

B. If it becomes necessary to appoint a successor Trustee after the resignation or removal of the originally named Trustee and successor Trustee, my husband shall appoint either an individual or a corporate fiduciary which shall be a "disinterested Trustee." For purposes of this Article, the term "disinterested Trustee" shall mean any corporate Trustee or any individual Trustee

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(i) who is not, and whose spouse and issue are not, entitled, either of right or in the discretion of any Trustee, to present or future distributions (including possible future distributions) of income or principal of the trust property or any share thereof, and (ii) who is not a "related or subordinate party" within the meaning of Section 672(c) of the Code, or the corresponding provision of any subsequent federal law; and as used herein "the Code" shall mean the Internal Revenue Code of 1986, as amended. After the death of my said husband, the above granted power to appoint a successor Trustee may be exercised by the unanimous consent of my adult children, provided that the successor fiduciary shall be a "disinterested Trustee" as defined above.

C. For purposes of this Article, the vote of any minor child may be exercised only by a guardian who has no legal obligation to support such minor child.

TENTH

If my husband and I shall die simultaneously, or under such circumstances as to render it impossible to determine who predeceased the other, it shall be conclusively presumed for all purposes of my Will, and all its provisions, that I survived my husband.

ELEVENTH

Although my husband and I are executing our Wills at or about the same time, I desire to make it clear that there has been no contract between my husband and me to make a mutual testamentary disposition of our property. It is my intention that, in the event my husband survives me, he shall have full power and authority to execute a later Will or Wills, making such disposition of his estate as he may desire in his sole discretion, including any or all of the property passing to him under the provisions of this Will.

TWELFTH

Except where otherwise specifically stated, this Will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

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IN WITNESS WHEREOF, I have hereunto subscribed my name to this the fourteenth (14th) page of my Last Will and Testament, consisting of fourteen (14) typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this 24th day of November, 1997, at Nashville, Tennessee.

Louise L. Maddux
LOUISE L. MADDUX

SIGNED, PUBLISHED AND DECLARED by the above-named Testatrix, LOUISE L. MADDUX, as and for her Last Will and Testament, in the presence of us, who at her request, in her presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the Testatrix to be of sound and disposing mind and memory.

WITNESS

Address 809 Blackberry Hill
Nashville, TN 37221

WITNESS

Address 109 WOODFIELD COVE
NASHVILLE, TN 37211

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AFFIDAVIT BY WITNESSES TO WILL

Sam H. Poteet, Jr. and Jeff Bridges
WITNESS WITNESS

after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by LOUISE L. MADDUX as and for, and at that time acknowledged, published and declared by her to be her Last Will and Testament, in the sight and presence of us, the undersigned, who at her request and in her sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 21st day of November, 1997; and we further make oath or affirm that the Testatrix was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person, and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

WITNESS

WITNESS

Sworn to and subscribed to before me, Wanda Johnson Binkley, this 24th day of November, 1997.

Notary Public

My Commission Expires: 1/24/98

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FIRST CODICIL TO

THE LAST WILL AND TESTAMENT

OF

LOUISE L. MADDUX

I, LOUISE L. MADDUX, currently a resident of Nashville, Davidson County, Tennessee, do make, publish and declare this to be the First Codicil to the Last Will and Testament executed by me on the 24th day of November, 1997.

ITEM I

I hereby amend my said Will by deleting therefrom the last sentence of the first paragraph of Article SECOND.

ITEM II

I hereby amend my said Will by deleting therefrom Article FIFTH in its entirety and substituting the following new Article FIFTH:

FIFTH

A. All the rest, residue and remainder of my property shall be divided into as many separate equal in value trusts as I have children then living and deceased children with issue then living. One trust shall be named for, and held for the benefit of, each such living child, and one trust shall be named for each such deceased child and held in separate shares for the benefit of such deceased child's then living issue, *per stirpes*. The Trustee of each trust created in this paragraph A shall be JEFFREY WARREN BRIDGES, currently a resident of Nashville, Tennessee. Each separate trust created in this paragraph A shall be held, administered and distributed according to the terms and conditions of this Article FIFTH. If I am not survived by issue, then the property otherwise divided under this paragraph A shall instead be distributed as provided in paragraph I of this Article FIFTH.

B. With respect to each trust benefitting my issue that is created in this Article, the Trustee is authorized to distribute so much, if any, of the trust net income and principal (including the entire amount in the trust or share thereof) to or for the use or benefit of the beneficiary of the trust or share thereof, as the Trustee

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determines to be advisable from time to time, considering resources otherwise available to such beneficiary, in order to adequately provide for his or her health, maintenance, education and support in reasonable comfort. Any net income not so distributed shall be added to principal at least annually by the end of each calendar year. In exercising his discretion over distributions of income and principal, the Trustee shall consider such circumstances and factors as he believes are relevant, including other income and assets known to the Trustee to be available to the beneficiary, the beneficiary's financial and marital situation, including the possibility that distributions of income and/or principal would be attached or claimed by, or otherwise paid to, a beneficiary's creditor or ex-spouse, and the tax consequences of any such distribution, including income, gift, estate and generation-skipping transfer taxes.

C. With respect to each trust created in this Article FIFTH, upon the death of the income beneficiary of the trust or share thereof, he or she may appoint all or any portion of the then remaining principal and undistributed income of the trust or share thereof held for his or her benefit to (i) any or all of my then living issue (excluding such beneficiary); (ii) his or her surviving spouse; and (iii) one or more organizations then described in Code sections 170(c), 2055(a) and 2522(a). If a beneficiary exercises his or her limited power of appointment under this paragraph C, I encourage such beneficiary to consider the transfer tax consequences of such appointment, including the imposition, then or in the future, of the Federal transfer tax laws as a result of the termination of my Federal generation-skipping transfer exemption that I allocated to such trust. To the extent the beneficiary does not validly exercise the limited power of appointment granted in this paragraph C, the property otherwise subject to such power shall be distributed as provided in paragraph D, E, G or H of this Article FIFTH, as applicable.

D. If a child of mine dies before receiving all of the property in his trust, but leaves issue surviving, such child's trust (to the extent such child does not make a valid appointment of the trust property pursuant to paragraph C of this Article FIFTH) shall be divided and held in separate shares for the benefit of his issue then living, *per stirpes*. The trust net income and principal shall be distributed as provided in paragraph B of this Item.

E. If a child of mine dies, without issue surviving, before receiving all of the property in his trust, such child's trust (to the extent such child does not make a valid appointment of the trust property pursuant to paragraph C of this Article FIFTH) shall be divided among my then living issue, *per stirpes*, and contributed to

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the trust (or shares) then being held under this Item for such persons. Provided, however, if any said person is not then a beneficiary of a trust or share thereof under this Article, then the property to be contributed to such person's trust or share shall be distributed outright to such person.

F. With respect to each trust (or share thereof) created herein held for the benefit of my issue (other than a child of mine), the following distributions shall be made:

1. Two (2) years following the division of the trust into separate shares, the Trustee shall distribute forty percent (40%) of the then remaining trust principal to the beneficiary thereof; and

2. Five (5) years following the division of the trust into separate shares, the Trustee shall distribute all of the then remaining principal and undistributed income to the beneficiary thereof and the trust shall terminate.

G. If a beneficiary (other than a child of mine) dies before receiving all of the property in his or her trust (or share thereof), but leaves issue surviving, such beneficiary's trust or share thereof (to the extent such beneficiary does not make a valid appointment of the trust property pursuant to paragraph C of this Article FIFTH) shall be divided and held in separate shares for the benefit of his or her issue then living, *per stirpes*. The trust net income and principal shall be distributed as provided in paragraph B of this Item.

H. If a beneficiary (other than a child of mine) dies, without issue surviving, before receiving all of the property in his or her trust (or share thereof), such beneficiary's trust (to the extent such beneficiary does not make a valid appointment of the trust property pursuant to paragraph C of this Article FIFTH) shall be divided among the then living issue, *per stirpes*, of such beneficiary's lineal ancestor of the most proximate generation to such beneficiary who is me or one of my issue, and contributed to the trust (or shares) then being held under this Article FIFTH for such persons. Provided, however, if any said person is not then a beneficiary of a trust or share thereof under this Article, then the property to be contributed to such person's trust or share shall be distributed outright to such person.

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I. If I have no issue living before a trust terminates, then at such time any property remaining in the trust shall be distributed to the Inglewood United Methodist Church, Inglewood, Tennessee.

J. Except to the extent validly appointed pursuant to paragraph C of this Article FIFTH, (i) any net income of any trust created herein that is undistributed on the date of the death of the income beneficiary of such trust or share thereof shall not be paid to the estate of such beneficiary, but may be distributed to the next income beneficiary of the trust or share thereof, and (ii) no apportionment or accounting shall be made to the estate of any deceased beneficiary of the trust for any amount of income undistributed on the date of such beneficiary's death.

K. Notwithstanding anything in this Will to the contrary, no distributions of trust income or principal shall be made for the purpose of discharging any legal obligation (including obligations of support) of a then serving Trustee to any beneficiary of such trust. If a Co-Trustee has a legal obligation (including obligations of support) with respect to any beneficiary of a trust created herein, then the other Co-Trustee shall make any and all decisions with respect to distributions of income and principal to be made to such beneficiary for so long as such Co-Trustee has any legal obligations with regard to said beneficiary. If a sole Trustee is then serving, then a Co-Trustee, whose sole responsibility shall be to make any and all decisions with respect to distributions of income or principal to be made to such beneficiary, shall be appointed as provided in paragraph B of Article NINTH. A successor (meeting the qualifications of said paragraph B) to any such Co-Trustee who resigns, becomes disabled, dies or is removed shall be appointed as provided in said paragraph B of Article NINTH.

L. Whenever income or principal may be distributed to or for the benefit of a beneficiary, such distribution may be paid directly to such beneficiary or to others for the use or benefit of such beneficiary, as the Trustee deems proper. The receipt of the person to whom paid shall be a sufficient acquittance for the Trustee. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

M. No part of any trust estate herein created, nor the income thereon, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise.

LLM

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ITEM III

I hereby republish and reaffirm my said Last Will and Testament dated November 24th, 1997, as herein modified, amended and supplemented by this First Codicil as if the same were set out herein in full and do incorporate the same by this reference thereto, and do hereby republish and declare my said Last Will and Testament as hereby amended, modified and supplemented as my Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto set my hand to this my First Codicil to my Last Will and Testament, this 7th day of January, 2002.

Louise L. Maddux
LOUISE L. MADDUX

The foregoing instrument was signed, published and declared by the said LOUISE L. MADDUX as and for her First Codicil to her Last Will and Testament as executed on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 7th day of January, 2002.

Kat A. Neff
WITNESS

2945 Promise Circle
ADDRESS

Nashville TN 37212
CITY STATE

M E Cham
WITNESS

1203 Goshentown Rd.
ADDRESS

Hendersonville TN 37075
CITY STATE

8082-01001-3

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AFFIDAVIT BY WITNESSES TO THE
FIRST CODICIL TO THE
LAST WILL AND TESTAMENT OF
LOUISE L. MADDUX

Each of the aforesaid witnesses, being Donna A. Huffaker and MARY JANE ISHAM, subscribed to the foregoing First Codicil to the Last Will and Testament of LOUISE L. MADDUX, executed on the 7th day of January, 2002, having been requested by the testatrix to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the said LOUISE L. MADDUX was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be the First Codicil to her Last Will and Testament executed on the 24th day of November, 1997, published and executed it by signing it in the presence of all of us who were all present at the same time and we, in her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the said 7th day of January, 2002.

Sworn to and subscribed to before me,
this 7th day of January, 2002.

Notary Public

My Commission Expires:

3/15/05

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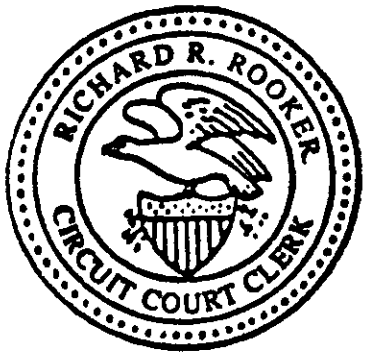
STATE OF TENNESSEE

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 26 day of APRIL , 2010 , in Case Number 10P661 between MADDUX, CARL RAYMOND Petitioner, and MADDUX, LOUISE L. 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 27 day of APRIL 2010

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk