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LAST WILL AND TESTAMENT

OF

KYMBERLY LYNN ANNE HATTAWAY HAAS

Dated: January 5, 2003

LAST WILL AND TESTAMENT

OF

KYMBERLY LYNN ANNE HATTAWAY HAAS

I, Kymberly Lynn Anne Hattaway Haas, a resident of the State of Tennessee, make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me. I am in the military service of the United States.

FIRST: I direct that the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid out of my residuary estate, without apportionment and with no right of reimbursement from any recipient of any such property.

SECOND: It is my desire that, upon my death, my body be cremated with full military honors. It is further my desire that my ashes be comingled with the ashes of Alycia Victoria Haas prior to interment.

THIRD: I hereby express my infinite love for my daughter Erin Taylor Cross, who has given me the greatest amount of happiness and peace which I have ever experienced. I shall be forever grateful for having been given the honor of being her mother. It is in recognition of the deep and true love which I shall forever hold for her that I give all tangible personal property owned by me at the time of my death, including without limitation personal effects, clothing, jewelry, furniture, furnishings, household goods, automobiles and other vehicles, together with all insurance policies relating thereto, to my daughter Erin Taylor Cross, if she survives me. If my daughter shall be under the age of eighteen (18) years at my death, my Executor may sell any property bequeathed to my daughter under this Article except for my antique powder jar collection. I request my Executor to confer with my daughter prior to selling any bequeathed property, and to consider my daughter's wishes regarding any such sale as the situation may permit. THIRD, as my Executor may deem appropriate, or my Executor may hold such property or any proceeds thereof, without bond, surety or other security, until my daughter attains said age or such earlier time as my Executor may deem proper to deliver any such property or proceeds to my daughter, or to my daughter's guardian or any person with whom my daughter resides for the use of my daughter, or, if there is a separate trust for the benefit of my daughter, to my Trustee to be administered as a part of said trust. All costs incurred by my Executor in connection with obtaining possession, appraising, safeguarding, delivering or selling such property shall be paid as expenses of administering my estate.

FOURTH: I give the sum of Twenty Thousand Dollars ($20,000.) to the Nashville Humane Association located in Nashville, Tennessee, for the exclusive purpose of providing low cost or no cost spaying and neutering of dogs (whether or not the dogs are in its care). This bequest is made in honor of my beloved daughter Erin Taylor Cross, and in loving memory of Alycia Victoria Haas .

FIFTH: I give all the rest, residue and remainder of my property and estate, both real and personal, of whatever kind and wherever located, that I own or to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate"), as follows:

(a) If my daughter survives me, to my daughter, or if she does not survive me to any then living issue of my daughter, per stirpes. If, however, my daughter then shall be under the age of thirty (30) years (my daughter being hereinafter referred to as the "Beneficiary"), the bequest to such Beneficiary shall not be paid or distributed to such Beneficiary but instead shall be given to my Trustee and held by my Trustee, **IN TRUST**, pursuant to the following provisions:

(i) My Trustee shall hold, manage, invest and reinvest this bequest and shall pay so much or all of the net income to or for the benefit of the Beneficiary, for the health, education, maintenance and support of the Beneficiary, to such extent

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and at such time or times and in such manner as may be determined in the absolute discretion of my Trustee. Any net income not so paid shall be accumulated and added to principal at least annually and thereafter shall be held, administered and disposed of as a part thereof.

(ii) In addition, my Trustee may pay to or for the benefit of the Beneficiary, for the health, education, maintenance and support of the Beneficiary, from the principal of the Beneficiary's trust, such amounts, including the whole thereof, as determined in the absolute discretion of my Trustee.

(iii) When the Beneficiary shall attain the age of eighteen (18) years, six (6) months years, one third of the principal of the Beneficiary's trust then remaining shall be paid and distributed to the Beneficiary. When the Beneficiary shall attain the age of twenty-five (25) years, one half of the principal of the Beneficiary's trust then remaining shall be paid and distributed to the Beneficiary. If the Beneficiary is eighteen (18) years, six (6) months years of age, but under twenty-five (25), upon the creation of the Beneficiary's trust, one third of the principal of the Beneficiary's trust then remaining shall be paid and distributed to the Beneficiary, discharged of trust. If the Beneficiary is twenty-five (25) years of age upon the creation of the trust, two thirds of the principal of the Beneficiary's trust then remaining shall be paid and distributed to the Beneficiary, discharged of trust.

(iv) When the Beneficiary shall attain the age of thirty (30) years, the trust for the Beneficiary shall terminate and any remaining principal and income shall be paid and distributed to the Beneficiary, discharged of trust. If the Beneficiary dies before said age, such principal and income shall be paid and distributed to, or held in further trust for the benefit of, such one or more persons, corporations or other entities (other than the Beneficiary, creditors of the Beneficiary, the estate of the Beneficiary, or creditors of the estate of the Beneficiary), to such extent, in such amounts and proportions and in such lawful interests or estates, whether absolute or in trust, as the Beneficiary may appoint by specific reference to this power of appointment in the last will and testament of the Beneficiary, executed after attaining majority and admitted to probate, or absent such appointment (or absent my Trustee receiving notice of the existence of such a will within 3 months after the death of the Beneficiary) such principal and income shall be paid and distributed to any then living issue of the Beneficiary, per stirpes, or if the Beneficiary has no issue to my then living issue, per stirpes. If any such issue is a beneficiary of a trust under this will, the same may be held in accordance with such trust. If there are no then living issue, the same shall be paid and distributed to the beneficiaries of my residuary estate then in being as provided in this will, or if there are none, to those who would take from me as if I were then to die without a will, unmarried and the absolute owner of the same, and a resident of the State of Tennessee.

(v) Under absolutely no circumstances shall Lloyd George Cross, Jr. be designated, appointed, or qualify as trustee of any trust containing funds provided herein which inure to the benefit of my daughter Erin Taylor Cross.

(b) If no issue of mine survives me, my residuary estate shall be paid and distributed to those of Kathleen Hattaway Bombach and Ann Cross Downes who survive me, in the following proportions: 80 percent to Kathleen Hattaway Bombach, and 20 percent to Ann Cross Downes.

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(c) If none of the beneficiaries described in clauses (a) and (b) above shall survive me, then I give my residuary estate to those who would take from me as if I were then to die without a will, unmarried and the absolute owner of my residuary estate, and a resident of the State of Tennessee.

SIXTH: The determination of my Trustee as to the amount or advisability of any discretionary payment shall be final and conclusive on all persons, whether or not then in being, having or claiming any interest in such trust.

No disposition, charge or encumbrance on any income or principal of any trust hereunder by any beneficiary thereof shall be valid or binding upon my Trustee. No beneficiary shall have the right to assign, transfer, encumber or otherwise dispose of any such income or principal until the same shall be paid to such beneficiary by my Trustee. No such income or principal shall be subject in any manner to any claim of any creditor of any beneficiary. The right of any beneficiary to any income or principal hereunder shall be subject to all charges or deductions which my Executor or Trustee may make under law or any provision of this will. Upon making any payment of income or principal from any trust hereunder, my Trustee shall be released fully from all further liability therefor.

SEVENTH: If any principal or income of my estate or any trust hereunder vests in absolute ownership (free of trust hereunder) in a minor or incompetent, my Executor or Trustee, at any time and without court authorization, may: distribute the whole or any part of such property to the beneficiary; or use the whole or any part for the health, education, maintenance and support of the beneficiary; or distribute the whole or any part to a guardian, committee or other legal representative of the beneficiary, or to a custodian for the beneficiary (including a custodian appointed by my Executor or Trustee without court order) under any gifts to minors or transfers to minors act, or to the person or persons with whom the beneficiary resides. Evidence of any such distribution or the receipt therefor executed by the person to whom the distribution is made shall be a full discharge of my Executor and Trustee from any liability with respect thereto, even though my Executor or Trustee may be such person.

If such beneficiary is a minor, my Executor or Trustee may defer the distribution of the whole or any part of such property until the beneficiary attains the age of eighteen (18) years, and may hold the same as a separate fund for the beneficiary with all of the powers described in Article EIGHTH hereof. If the beneficiary dies before attaining said age, any balance shall be paid and distributed to the estate of the beneficiary.

The word "minor", wherever used in this Article SEVENTH, shall mean any person who shall be under the age of eighteen (18) years.

EIGHTH: My Executor and Trustee shall have all of the powers provided in Tennessee Code Annotated Section 35-50-110, as amended, or any successor thereto, and the powers conferred by law upon fiduciaries in every jurisdiction in which my Executor and Trustee may act. In addition, the following powers are conferred upon both my Executor and Trustee, exercisable in the absolute discretion of my Executor and Trustee, as the case may be:

(a) To retain and hold any property for any period, whether or not the property is of the character permissible for investment by fiduciaries under any applicable law, and without regard to the effect the retention may have upon diversification of investments.

(b) To sell, exchange, grant options on, transfer or otherwise dispose of any property, at public or private sale, for cash or on credit, secured or unsecured, at such time or times, in such manner and upon such terms and conditions as my Executor or Trustee shall deem advisable.

(c) To invest and reinvest in common or preferred stocks, bonds, securities, mortgages or similar instruments, investment trusts, common trust funds, mutual funds, regulated investment companies, evidences of rights or interests, and other property, real or personal, domestic or foreign, whether or not the investments are permissible for fiduciaries under any applicable law and without regard to diversification.

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(d) To render liquid my estate or any trust in whole or in part, at any time and from time to time, and to hold cash or readily marketable securities of little or no yield for such periods as my Executor or Trustee shall deem advisable.

(e) To manage, maintain, repair, alter, improve, insure, partition, subdivide, lease for any term (whether or not beyond any period fixed by statute for leases made by fiduciaries or beyond the term of any trust created hereunder), mortgage, encumber, grant security interests in, or otherwise purchase, dispose of, or deal with any real or personal property, as my Executor or Trustee shall deem advisable.

(f) To abandon any property which my Executor or Trustee shall deem worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, assessments, repairs, maintenance or other upkeep therefor; to permit any property to be lost by tax sale or other proceedings or to convey any such property for no or a nominal consideration.

(g) To form one or more corporations, alone or with any person, in any jurisdiction, and to transfer assets of my estate or any trust to any new or existing corporation in exchange for stock; to form one or more partnerships with any person in any jurisdiction, to have my estate, any trust or a nominee be a general or limited partner, and to transfer assets of my estate or any trust to any new or existing partnership as a capital contribution; to enter into one or more joint ventures or associations with any person in any jurisdiction, and to commit assets of my estate or any trust to the purposes of those ventures or associations; and to retain as an investment for any period any securities, partnership interests or other assets resulting from any such actions.

(h) To enter into, modify or terminate agreements with any person regarding voting rights, management, operation, retention or disposition of interests in corporations, partnerships, joint ventures, associations or other businesses of my estate or any trust, regardless of whether any agreement is in effect when that business interest is received by my Executor or Trustee; to retain and continue to operate, or permit the operation of, any business, on the terms which governed when received by my Executor or Trustee or on different terms; to invest additional sums in any business, even to the extent that my estate or any trust may be invested entirely in any business, without liability for any loss resulting from lack of diversification; to act as or select other persons (including any beneficiary) to act as directors, officers, managers or employees of any business, with reasonable compensation without regard to their being a fiduciary or beneficiary and, in the case of my Executor or Trustee, without regard to the commissions allowed by law; to discontinue any business or sell or otherwise dispose of any interest therein on such terms and conditions as my Executor or Trustee shall deem advisable; and to make such other arrangements with respect to any business as my Executor or Trustee shall deem advisable. I exonerate my Executor and Trustee from any loss resulting from the retention or operation of any business or any depreciation in the value thereof, unless such loss shall result from the gross negligence or willful misconduct of my Executor or Trustee.

(i) To vote, in person or by general or limited proxy, any shares of stock or other securities; to exercise or dispose of any options, subscription or conversion rights, or other privileges or rights of any other nature; to become a party to, or deposit securities or other property under, or accept securities issued under any voting trust or similar agreement; to assent to or participate in any reorganization, readjustment, recapitalization, consolidation, merger, dissolution, liquidation, sale or purchase of assets, lease, mortgage or similar instrument, election, contract, agreement, or other action or proceeding by any corporation; to deposit securities or other property under, or become a party to, any agreement or plan for any such action or proceeding or for the protection of holders of securities; to subscribe to new securities or exchange property in connection with the foregoing; to delegate discretionary powers to any reorganization, creditors, stockholders or similar committee or protective group; and to pay any assessments or expenses in connection with the foregoing.

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(j) To pay, collect, adjust, compromise, settle or refer to arbitration any claim in favor of or against my estate or any trust, and to institute, prosecute or defend such legal proceedings as my Executor or Trustee shall deem advisable.

(k) To foreclose mortgages or similar instruments and bid for property under foreclosure or take title by conveyance in lieu of foreclosure; to continue investments after maturity; to modify, renew or extend any note, bond, mortgage or similar instrument, security agreement or similar instrument upon such terms and conditions as my Executor or Trustee shall deem advisable; to release obligors or guarantors or refrain from instituting suits or actions for deficiencies; and to expend any sums or use any property as my Executor or Trustee shall deem advisable for the protection of any property or interest therein.

(l) To borrow money or assets for any purpose, without personal liability therefor, from any person including my Executor or Trustee, and to secure repayment by mortgage or pledge of any property.

(m) To lend assets to any person, including a beneficiary, the estate of a deceased beneficiary, or an estate or other trust in which a beneficiary has an interest, upon any terms and conditions, with or without security, for any purpose which may or will benefit my estate, any trust or any beneficiary.

(n) To exercise, at such times and in such manner as my Executor or Trustee shall deem advisable, any right of election or other rights which from time to time may be available under the Internal Revenue Code or any other tax law, and to make such other decisions as my Executor or Trustee may deem appropriate with respect to expenses or deductions for estate or income tax purposes, the valuation of assets, the filing of any income, gift or other tax returns, and the payment of any tax or collection of any refund, regardless of the effect of any such action on the interest of any beneficiary of my estate and without the necessity of making adjustments or reimbursements between principal and income or among the beneficiaries of my estate.

(o) To employ and pay the compensation of accountants, attorneys, experts, investment counselors, custodians, agents and other persons or firms providing services or advice, irrespective of whether my Executor or Trustee may be associated therewith; to delegate discretionary powers to such persons or firms; and to rely upon information or advice furnished thereby or to ignore the same, as my Executor or Trustee shall deem advisable.

(p) To pay any and all costs, charges, fees, taxes, interest, penalties or other expenses of the administration of my estate, in installments with interest if desired, and except as expressly provided in Article FIRST hereof or elsewhere herein, to charge the same against the income or principal, or partly against each, of my estate or any trust.

(q) To hold property in their names as Executor or Trustee, or in their names without designation of any fiduciary capacity, or in the name of a nominee or nominees, or unregistered, or in bearer form; to deposit property with a custodian or depository; and to remove property from Tennessee and keep property in other jurisdictions, without bond, surety or other security.

(r) To pay any legacy or distribute, divide or partition property in cash or in kind, or partly in kind, and to allocate different kinds of property, disproportionate amounts of property and undivided interests in property among any trusts, parts, funds or shares, and to determine the fair valuation of the property so allocated, with or without regard to tax basis; to distribute directly from my estate to beneficiaries of any trust hereunder whether or not such trust has been funded; to hold the principal of separate trusts in a consolidated fund and to invest the same as a single fund; and to merge any trusts which have substantially identical terms and beneficiaries, and to hold them as a single trust. Notwithstanding anything to the contrary contained in this will, if the value of any trust under this will is less than Ten Thousand Dollars ($10,000.), as of the date on

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which it is to be fully funded or at any time thereafter, my Executor or Trustee may terminate the trust and distribute the trust assets to the income beneficiaries thereof.

(s) To act or refrain from acting in all respects as if financially uninvolved, regardless of any connection with or investment in any business or any conflict of interest between any fiduciary hereunder and my estate or any trust. No Executor or Trustee shall be disqualified or barred from exercising any power or discretion conferred by law or under this will because such fiduciary may be a shareholder, officer, director, member, partner or person in any way interested in a corporation, partnership or other person or entity affected by the exercise of such power or discretion. My Executor or Trustee may contract, in any manner that my Executor or Trustee shall deem advisable, with any such corporation, partnership, person or entity.

(t) To do all acts and execute and deliver all instruments as my Executor or Trustee may deem necessary or advisable to carry out any of the foregoing powers.

No fiduciary shall be liable for acts or omissions in administering my estate or any trust created under this will, except for that fiduciary's own actual fraud, gross negligence or willful misconduct. If any fiduciary becomes liable as fiduciary to any other person who is not a beneficiary in connection with any matter not within the fiduciary's control and not due to the fiduciary's actual fraud, gross negligence or willful misconduct, such fiduciary shall be fully indemnified and held harmless by my estate or by the trust created hereunder giving rise to such liability, as the case may be, from and against any liability, claim, loss, damage or expense, including reasonable attorneys' fees, that such fiduciary may sustain.

No person who deals with any fiduciary hereunder shall be bound to see to the application of any asset delivered to such fiduciary, or to inquire into the authority for, or propriety of, any action taken or not taken by such fiduciary.

NINTH: In addition to the other powers granted hereunder, my Executor and Trustee shall be entitled to determine the following:

(a) My Executor or Trustee may determine, when there is reasonable doubt or uncertainty as to the applicable law or the relevant facts, which receipts of money or other assets should be credited to income or principal, and which disbursements, commissions, assessments, fees, taxes (except as provided in Article FIRST hereof), and other expenses should be charged to income or principal.

(b) Any distributions or dividends payable in the stock of a corporation, and rights to subscribe to securities or rights other than cash declared or issued by a corporation, shall be dealt with as principal.

(c) The proceeds from the sale, redemption or other disposition, whether at a profit or loss, and regardless of the tax treatment thereof, of any property constituting principal, including mortgages or similar instruments and real estate acquired through foreclosure or otherwise, shall normally be dealt with as principal, but my Executor or Trustee may allocate a portion of any such proceeds to income if the property disposed of produced no income or substantially less than the current rate of return on trust investments, or if my Executor or Trustee shall deem such action advisable for any other reason.

(d) The preceding provisions of this Article NINTH shall not be deemed to authorize any act by my Executor or Trustee which may be a violation of any law prohibiting the accumulation of income.

TENTH: I direct that for purposes of this will a beneficiary shall be deemed to predecease me (or any other person upon whose death the interest of such beneficiary depends) unless such beneficiary survives me (or such other person) by more than thirty days.

Kimberly Lynn Anne Shaw

ELEVENTH: I appoint Joseph S. Daniel to be my Executor. If Joseph S. Daniel shall fail to qualify for any reason as my Executor, or having qualified shall die, resign or cease to act for any reason as my Executor, I appoint Kathleen Hattaway Bombach as my Executor.

I appoint Joseph S. Daniel to be my Trustee. If Joseph S. Daniel shall fail to qualify for any reason as my Trustee, or having qualified shall die, resign or cease to act for any reason as my Trustee, I appoint Kathleen Hattaway Bombach as my Trustee.

I direct that no Executor or Trustee shall be required to file or furnish any bond, surety or other security in any jurisdiction.

Any Executor or Trustee, subject to the judicial or non-judicial settlement of the accounts of such Executor or Trustee, may resign at any time by an instrument in writing, signed and acknowledged in duplicate, one counterpart of which shall be delivered to the court in which this will is admitted to probate and the other counterpart of which shall be delivered to the successor Executor or the successor Trustee, as the case may be.

The term "Executor" wherever used herein shall mean the executors, executor, executrix or administrator in office from time to time. The term "Trustee" wherever used herein shall mean the trustees or trustee in office from time to time. Each Executor and Trustee shall have the same rights, powers, duties, authority and privileges, whether or not discretionary, as if originally appointed hereunder.

The terms "child" and "children", wherever used in this will, include only the child and children of the person designated, but not any adopted child and children of such person. The term "issue" includes only the children and other issue of the person designated, but not any adopted children or issue of such person. The terms "child", "children" and "issue" of the Testatrix shall not include any stepchild of the Testatrix.

Any provision herein which refers to a statute, rule, regulation or other specific legal reference which is no longer in effect at the time said provision is to be applied shall be deemed to refer to the successor, replacement or amendment to such statute, rule, regulation or other reference, if any, and shall be interpreted in such a manner so as to carry out the original intent of said provision.

Wherever used in this will and the context so requires, the masculine includes the feminine and the singular includes the plural, and vice versa.

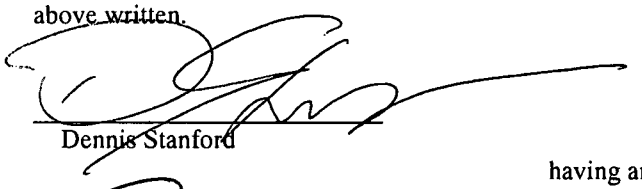
TWELFTH: I appoint Kathleen Hattaway Bombach to be the Guardian of the person and property of any child of mine who has not attained the age of majority. If Kathleen Hattaway Bombach shall fail or cease to act as Guardian, I appoint Kathleen Whetstone Wallace as Guardian. Said Guardian may act as Guardian of any property passing to my child under this will even if my child at any time may be living with my former husband. No Guardian shall be required to file or furnish any bond, surety or other security in any jurisdiction. If my Trustee or any trust hereunder is the beneficiary of any life insurance policy, my Trustee shall be entitled to the insurance proceeds rather than my Guardian.

THIRTEENTH: I have served in the Armed Forces of the United States. I therefore request that my Executor make appropriate inquiries to ascertain whether there are any benefits to which I, my dependents or my heirs may be entitled by virtue of any military affiliation. I specifically request that my Executor consult with a retired affairs officer at the nearest military installation, the Department of Veterans Affairs, and the Social Security Administration.

IN WITNESS WHEREOF, I, Kymberly Lynn Anne Hattaway Haas, sign my name and publish and declare this instrument as my last will and testament this 5th day of January, 2003. I also have affixed my signature on the bottom of each of the preceding pages hereof.

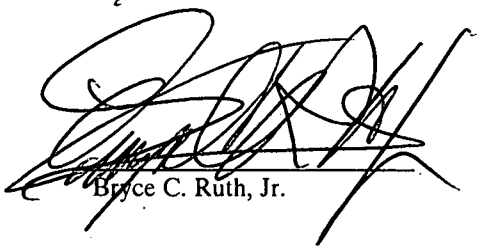
Kymberly Lynn Anne Hattaway Haas

The foregoing instrument was signed, published and declared by Kymberly Lynn Anne Hattaway Haas, the above-named Testatrix, to be her last will and testament in our presence, all being present at the same time, and we, at her request and in her presence and in the presence of each other, have subscribed our names as witnesses on the date above written.



Dennis Stanford

having an address at:
443 Donelson Pike
Nashville, TN 37214



Bryce C. Ruth, Jr.

having an address at:
443 Donelson Pike
Nashville, TN 37214

AFFIDAVIT

STATE OF TENNESSEE, COUNTY OF DAVIDSON, ss.

We, Dennis Stanford and Bryce C. Ruth, Jr., the undersigned, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix, Kymberly Lynn Anne Hattaway Haas, signed and executed said instrument as her last will and testament in the presence and hearing of the witnesses, and that she had signed willingly, and that she executed it as her free and voluntary act and deed for the purposes therein expressed, and that each of the witnesses at the request of the Testatrix, in the presence and hearing of the Testatrix and each other, signed the will as witness, and that to the best of his or her knowledge the Testatrix was at the time at least eighteen years of age, of sound mind and under no constraint, duress, fraud or undue influence.

Kymberly Lynn Anne Hattaway Haas
Testatrix

Dennis Stanford
Witness

Bryce C. Ruth, Jr.
Witness

Subscribed, sworn to and acknowledged before me by the said Kymberly Lynn Anne Hattaway Haas, Testatrix, and subscribed and sworn to before me by the said Dennis Stanford and Bryce C. Ruth, Jr. as witnesses, this 5th day of January, 2003.

Officer

I, the undersigned officer, do hereby certify that I am, on the date of this certificate, a person with the power described in Title 10 U.S.C. 1044a of the grade, branch of service, and organization stated below in the active service of the United States Armed Forces, and that by statute no seal is required on this certificate, under authority granted to me by Title 10 U.S.C. 1044a.

Name of Officer and Position: Jerome M. Converse

SSN, Grade and Branch of Service: Captain, USAR

Command or Organization: 139th LSO