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STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL & TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **16P1780**.

ESTATE OF HUNTER MCDONALD JR.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 10th day of November in the year Two Thousand and Sixteen.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

16p 1780

FILED
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RICHARD R. ROOKER, Clerk
By

LAST WILL AND TESTAMENT

OF

HUNTER MCDONALD, JR.

I, Hunter McDonald, Jr., a resident of and being domiciled in Davidson County, Tennessee, and being of sound mind and disposing memory, do hereby make, declare, and publish this to be my last will and testament and I do hereby revoke all wills and codicils made by me at any time heretofore.

ARTICLE I

I nominate and appoint my wife, Emmie Jackson McDonald, and Sovran Bank/Central South to serve as Co-Executors of this will and of my estate. If my said wife shall not survive me or if she shall fail to qualify as Co-Executor hereunder for any reason or having qualified shall die or resign, then I nominate and appoint my son, Hunter McDonald III, as alternate or successor Co-Executor, as the case may be, of this will and my estate. If my son, Hunter McDonald, III, is unable or unwilling to serve as Co-Executor for any reason or having qualified shall die or resign, then Sovran Bank/Central South shall serve as sole Executor of this will and of my estate. Any reference herein to Executor or Executrix shall be deemed to be a reference to whichever of the above and their duly appointed successors shall be serving in such capacity.

ARTICLE II

1. I direct my Executrix to pay all of my just debts, funeral expenses, expenses of administration, and any and all inheritance and estate taxes imposed by any taxing authority, including taxes assessed on account of any property included in my gross estate for tax purposes, whether or not same shall be included in my estate for any other purpose and whether or not such expenses and taxes shall

arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death.

2. I direct that all such debts and expenses be paid from my residuary estate, all without apportionment and without contribution by any recipient of any such property; provided, however, that all such inheritance and estate taxes, including interest and penalties thereon, and all charges to principal that are not deducted in computing my Federal estate tax shall not be charged against that portion of my estate qualifying for the marital deduction.

3. In the event that any property or interest in property passing under this will, by operation of law, or otherwise by reason of my death shall be encumbered by lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of a payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate; but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in such property shall take such property subject to all encumbrances existing at the time of my death.

4. I direct that the proceeds of all life insurance which may be or become payable to my estate or Executrix shall be deemed and treated in all respects as a part of my general estate and, as such, same shall be available for the satisfaction of the obligations of my estate.

5. Should any part of the property owned by me at the time of my death consist of property or business interests the transfer of which is restricted under the terms of business agreements, then I intend that my Executrix and the beneficiaries hereof shall honor and

abide by the terms and provisions of all such agreements existing and in force at the time of my death.

6. I direct that no bond shall be required of my Executrix for the faithful performance of duties in such capacity.

7. In accordance with and subject to the provisions of Tennessee Code Annotated Sections 30-2-301 and 30-2-601, I expressly relieve my Executrix from any requirement to file an inventory and/or an accounting with the probate court with respect to the administration of this will and of my estate; provided, however, that my Executrix shall obtain such statements as may be required of the beneficiaries of my estate acknowledging that the estate has been properly distributed.

ARTICLE III

1. I authorize and empower my Executrix to make distribution in cash or in kind, or partly in each, to settle, compromise, adjust, release, and discharge all debts and claims which may be presented against my estate or which may be due to me, and to retain or sell at public or private sale or otherwise dispose of in such manner and at such prices and upon such terms and conditions, including credit, all or any part of my real or personal estate without order of any court or other authority and to execute, acknowledge, and deliver deeds or other proper instruments of conveyance or assignment to the purchaser or purchasers thereof, which purchasers shall be under no obligation to see to the proper application of the proceeds of any such disposition, and to do any and all things necessary and/or convenient to the proper and legal management and administration of my estate, all as my Executrix, in the exercise of her sole and absolute discretion, shall deem advisable.

2. Further, I expressly relieve my Executrix of any duty to convert any assets of my estate into cash and I expressly empower my

Executrix to retain any or all of the assets of my estate, real or personal and specifically including, but not limited to, any stock, bonds, or other investment property which I may own at the time of my death, without incurring any liability by reason of such retention, to borrow money upon the security of any assets of my estate, to invest in all forms of property, including, but not limited to, common and preferred stocks, without restriction as to legal investments for fiduciaries, to purchase investments at a premium or discount, to give proxies, to join in any recapitalization, merger, reorganization, or voting trust or plan affecting investments, to deposit securities under agreements and to pay assessments, to subscribe for stock and bond privileges, and, generally, to exercise all rights of security holders, to carry investments in the name of a nominee or in bearer form, and to continue indefinitely the operation of any business in which I may have an interest at the time of my death, either individually, as a partner, or stockholder, and my Executrix may deliver to the legatees and beneficiaries of my estate any such business or interest therein.

3. Without in any way limiting the generality of the preceeding paragraphs, I authorize and empower my Executrix, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming a part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule"; provided, however, that the power and authority set out in paragraph 19, Section 35-50-110 of the Tennessee Code Annotated, is restricted and limited to such amounts and such periods of time as may be reasonably required in the best interest of the beneficiaries hereof.

4. Subject only to the express provisions and limitations set out in this will, I authorize my Executrix to make such tax elections, whether for Federal or other tax purposes, as my Executrix may determine to be appropriate under the circumstances, and I specifically authorize my Executrix to allocate any available exemption from the Federal generation-skipping tax to which I or my estate may be entitled to any property or among various assets as my Executrix may deem appropriate, notwithstanding that such action may be advantageous to one or more of the beneficiaries hereunder and/or disadvantageous to other beneficiaries. My Executrix shall have no liability arising out of or in connection with the exercise of this discretion.

ARTICLE IV

1. My wife, Emmie Jackson McDonald, owns all tangible personal property, including household items and furniture, located in my and my wife's personal residence with the exception of my clothes and other personal effects. If my wife, Emmie Jackson McDonald, shall survive me, then I give and bequeath any tangible personal property, including my personal effects and any automobiles owned by me at the time of my death, to my said wife in fee.

2. If my said wife shall not survive me, then I give and bequeath all of my said tangible personal property in equal shares to such of my children who shall be living at the time of my death, to be divided among them as they see fit. In the event my children are unable to agree as to the division of such property, then my Executrix shall have full and absolute discretion and authority as to the division of such property among them. The receipt of the distributee shall constitute a complete acquittance to my Executrix for the property so distributed and my Executrix shall not be responsible for the proper application thereof.

ARTICLE V

1. If my wife, Emmie Jackson McDonald, shall survive me, then all of the rest, residue, and remainder of the property which I may own at the time of my death, real, personal, and mixed, tangible and intangible, of whatsoever nature and wheresoever situate, including all property which I may acquire or become entitled to after the execution of this will, I give, devise, and bequeath to the following persons in the following order of priority:

a. First, to my Trustee, hereinafter named, and their successors in trust, the same to be held and administered in accordance with the provisions of ARTICLE VII of this will as the principal of a trust estate designated and called the McDONALD FAMILY TRUST, I give, devise, and bequeath such an amount of the said rest and residue of my estate as equals the Exemption Equivalent, as hereinafter defined, reduced by the value of all other items which are included in my gross estate and which pass or have passed under other provisions of this will, by operation of law, or otherwise and which do not qualify for either the marital or the charitable deduction; provided, however, should my wife elect to disclaim any property passing to her, either under the terms of this will or otherwise, such disclaimed property shall not be taken into consideration in determining the amount of this deduction from the Exemption Equivalent.

b. Second, I give, devise, and bequeath all the remainder of the said rest and residue of my estate to my said wife.

2. If my wife, Emmie Jackson McDonald, shall not survive me, then all of the rest, residue, and remainder of the property which I may own at the time of my death, real, personal, and mixed, tangible

and intangible, of whatsoever nature and wheresoever situate, including all property which I may acquire or become entitled to after the execution of this will, I give, devise, and bequeath to my Trustee, hereinafter named, and their successors in trust, the same to be held and administered in accordance with the provisions of ARTICLE VII of this will as the principal of a trust estate designated and called the McDONALD FAMILY TRUST;

3. If my said wife shall properly disclaim any part or all of her interest in the bequest to her under Paragraph 1 of this ARTICLE, then my Executrix shall promptly pay and distribute such part or all of such bequest as she shall have properly disclaimed to the Trustee of the McDONALD FAMILY TRUST, the same to be held and administered as an addition to the principal of such trust.

4. My Executrix is authorized to satisfy and fund these bequests in money or in kind or partly in each.

a. Only assets which qualify for the marital deduction shall be used to satisfy the foregoing bequests to my said wife.

b. Any assets transferred in kind to satisfy the bequests hereunder shall be valued for that purpose at the fair market value determined as of the dates of their respective transfers.

c. Subject to the foregoing limitations, the decision of my Executrix as to which assets shall be distributed in satisfaction of the above bequests, as to whether my estate shall be valued under any optional provisions of the federal estate tax law, as to what tax elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of any tax shall be conclusive and binding upon all persons.

d. Notwithstanding any other provisions of this will, it is my express intent that the above bequest to my wife shall fully qualify for the marital deduction provided under the Federal Internal Revenue Code and my Executrix shall have no power to take any action which would preclude such qualification.

ARTICLE VI

1. I nominate and appoint my wife, Emmie Jackson McDonald and Sovran Bank/Central South as Co-Trustees of the McDONALD FAMILY TRUST, to have the powers and duties set forth herein with respect to this trust estate. If my wife is unable or unwilling to serve as Co-Trustee for any reason, or having qualified shall die or resign, then I nominate and appoint my son, Hunter McDonald III to serve as Co-Trustee. If my son Hunter McDonald III is unable or unwilling to serve as Co-Trustee for any reason, or having qualified shall die or resign, then the Co-Trustee designated or appointed shall serve as sole Trustee, as the case may be, of this trust estate. Any reference in this will to Trustee or Co-Trustee shall be deemed to be a reference to whichever of the above shall be serving in such capacity.

2. Any Trustee shall have the right to resign its duties hereunder at any time by giving thirty (30) days written notice of its intent to resign, specifying an effective resignation date which is at least thirty (30) days after such notice, to my said wife if living, and, from and after the death of my said wife, to the then current income beneficiaries of the trust estate who have attained the age of eighteen (18) years.

3. With respect to the McDONALD FAMILY TRUST, I grant to my said wife, for so long as she shall live, and, from and after the death of my said wife, or from and after my death if she shall not survive me, I grant to a majority of the then current income

beneficiaries thereof who have attained the age of eighteen (18) years, the absolute power and authority to remove any Trustee thereof and, in the event of any such removal or resignation of Trustee, to appoint, as a successor trustee of the said trust, any bank or trust company qualified to act in a fiduciary capacity in the State of Tennessee then having trust assets of at least One Hundred Million ($100,000,000) Dollars under management, as she or they, as the case may be, may designate. Any such successor trustee shall have all the powers, authority, and duties set forth herein for Trustee, and any reference herein to Trustee shall be deemed to include any such successor trustee.

4. Said powers to remove any Trustee and to appoint a successor trustee with respect to said trusts shall be absolute and no person shall question the reasons for such removal or the appointment of a successor trustee under these provisions. Said powers to remove Trustee shall be exercised by notice in writing to the Trustee, which notice shall name a successor trustee qualified under the provisions of this ARTICLE.

5. The Trustee who is resigning or being removed, as the case may be, shall settle its accounts and deliver all assets and properties then held to the successor trustee upon the effective date of said resignation or removal.

6. I grant and confer upon the Trustee of the McDONALD FAMILY TRUST the powers and duties set forth in paragraphs 5 through 32, inclusive of Section 35-50-110 of the Tennessee Code Annotated to the extent applicable, which powers and duties are hereby incorporated by reference, including the specific incorporation by reference of the "Prudent Man Rule"; provided, however, that the power set forth in paragraph 19 of Section 35-50-110 of the Tennessee Code Annotated is restricted and limited to such amounts and periods of time as may be reasonably required in the best interest of the beneficiaries of said

trust. I further grant and confer upon my said Trustee all of the powers herein granted to my Executrix.

7. Subject only to the express provisions and limitations set out in this will, I authorize my Trustee to make such tax elections, whether for Federal or other tax purposes, as my Trustee may determine to be appropriate under the circumstances, notwithstanding that such action or election may be advantageous to one or more of the beneficiaries and/or disadvantageous to other beneficiaries. My Trustee is authorized, but not directed, to divide any trust created herein into two separate trusts in order that the Federal generation-skipping tax inclusion ratio for each such separate trust shall be either zero or one, as my Trustee may deem appropriate. My Trustee shall have no liability arising out of or in connection with the exercise of this discretion.

8. I expressly excuse and relieve my Trustee and its successors in trust appointed as provided herein from the giving of any bond or surety to secure the faithful performance of duties in such capacity.

ARTICLE VII

1. For so long as my wife, Emmie Jackson McDonald, shall survive me:

a. Trustee shall collect the income and profits from the property comprising the principal of the McDONALD FAMILY TRUST and shall accumulate or distribute, at any time and from time to time, so much of the net income therefrom, in such amounts and proportions as Trustee in the exercise of Trustee's sole and absolute discretion and without regard to equality of distribution, may deem advisable to provide for the health, maintenance, education, and support of any one or more or all of the following persons:

(i) My wife, Emmie Jackson McDonald.

(ii) My living children; and

(iii) The living children of any deceased child of mine.

b. Trustee shall incorporate such net income as is accumulated into the principal of the McDONALD FAMILY TRUST at least annually.

c. Trustee is authorized and empowered to pay to any one or more or all of those persons set forth in paragraph 1a of this ARTICLE such amount or amounts of the principal of the McDONALD FAMILY TRUST as Trustee, at any time and from time to time in the exercise of Trustee's sole and absolute discretion and without regard to equality of distribution, may deem advisable to provide for their respective health, maintenance, education, and support. In making any distributions of principal hereunder to my said wife, Trustee shall take into account any other resources available to him before exercising such discretion. All distributions made under this provision shall be charged against the trust estate as a whole and not against any individual beneficiary or share of the trust estate.

2. Upon the subsequent death of my said wife, or upon my death if she shall not survive me, Trustee shall divide the then remaining principal of the McDONALD FAMILY TRUST into as many separate and equal shares as there are children of mine then living and deceased children of mine leaving issue then surviving. Trustee shall, subject to the provisions of paragraph 3 of this ARTICLE, distribute one such equal share to each of my children then living and one such equal share to the living issue, per stirpes, of any deceased

child of mine. The trust estate expressed herein shall thereupon cease and terminate.

3. If any beneficiary hereof shall not have attained the age of twenty-one (21) years at the time the principal of the McDONALD FAMILY TRUST, or any part thereof, is directed to be distributed to him, then the share of such beneficiary shall be retained in trust by Trustee until she shall have attained such age. During such interim, Trustee shall pay to such beneficiary, or expend on his behalf, so much of the net income therefrom, in such amounts and proportions as Trustee in the exercise of Trustee's sole and absolute discretion may deem advisable to provide for the health, maintenance, education and support of such beneficiary. When such beneficiary shall have attained the age of twenty-one (21) years or upon his death prior thereto, the trust shall terminate with respect to such share or fund and Trustee shall distribute the entire principal and undistributed income, if any, of such share to such beneficiary in fee or to the estate of such beneficiary if he should die before attaining the age of twenty-one (21) years.

ARTICLE VIII

1. No beneficiary of any trust created herein shall pledge, assign, transfer, sell, or in any manner whatsoever accelerate, anticipate, or encumber any interest in the principal or the income of the trust estate; nor shall any of such principal or income be or become, in any manner whatsoever, subject or liable for the debts, contracts, or engagements of any beneficiary; nor shall such principal or income be or become, in any manner whatsoever, subject to any assignment, or any other alienation or disposition, whether voluntary or involuntary.

2. During the minority or incapacity of any beneficiary of any trust created herein, Trustee may pay to such beneficiary such

amounts as are authorized herein to be paid in any one of the following manners:

a. Directly to such beneficiary;

b. To the guardian, conservator, parent, or spouse of such beneficiary;

c. By expending such amounts directly for the purposes set out herein.

3. Notwithstanding any other provisions hereof, no trust created herein shall continue beyond twenty-one (21) years after the later of my death or the death of the last to die of my wife, Emmie Jackson McDonald, and such of my issue as are living at the time of my death. If not sooner terminated under any other provision hereof, upon the expiration of such period, all trusts created herein shall terminate and the assets thereof shall be distributed to the then current income beneficiaries hereof in proportion to their relative interests in such income, outright and free of all restrictions.

4. As used in this will, the words "marital deduction", "charitable deduction", "gross estate", "taxable estate", and "pass" shall have the same meaning as said words have in the provisions of the Federal Internal Revenue Code applicable to my estate.

5. As used in this will, the term "Exemption Equivalent" shall mean an amount equal to the largest amount which would, after allowing for the unified credit against the Federal estate tax and the credit for state death taxes, to the extent the use of such credit does not increase the death tax payable to any state, but no other credit, result in no Federal estate tax being payable by my estate.

6. As used in this will, the term "net income" shall mean the income or return on the principal of the trust estate reduced by the ordinary and necessary expenses, including a reasonable allowance

for depreciation and obsolescence, incident thereto. Net income shall not include the amount of any gain from the sale, exchange, or other disposition of any asset comprised in the principal of the trust estate, notwithstanding the fact that such gain may be denominated as income for tax purposes by any taxing authority.

7. As used in this will, the terms "child", "children", and "issue" include persons adopted before their having attained the age of eighteen (18) years.

8. All references herein to the Code, Internal Revenue Code, and Federal Internal Revenue Code are references to the Federal Internal Revenue Code of 1986, as amended.

9. The use of the masculine gender herein shall be deemed to include the feminine and the use of the singular or plural shall be deemed to include the other, wherever the context so requires.

ARTICLE IX

If my wife, Emmie Jackson McDonald, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me, and my estate shall be administered and distributed in all respects in accordance with this presumption that I predeceased her.

ARTICLE X

If the terms, conditions, and beneficiaries of any trust established by me in this will are the same or substantially the same as that of any trust established by my wife, Emmie Jackson McDonald, in her will, then my Trustee may, in its discretion, merge the trusts and thereafter hold and administer the principal of the trust estates in a single trust in accordance with the terms and conditions of the trust of the first to die of my wife and me.

ARTICLE XI

Although my said wife and I are executing our wills at or about the same time, there is and there has been no contract between us to make a mutual testamentary disposition of any property and it is my intention that no such contract be inferred from the execution of wills which are similar in content. In the event that my said wife survives me, or otherwise, she shall have full power to execute codicils to her will and to revoke her will and any codicils and to execute a later will or wills and codicil or codicils, making such disposition of her property as she may desire in her sole discretion, including any or all of the property passing to her under the provisions of this will.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament consisting of this and the fifteen (15) preceding 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 the 14 day of March, 1990.

HUNTER MCDONALD, JR.

The said Hunter McDonald, Jr. being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for his last will and testament, and signified and declared to us that same was his last will and testament; and we, the undersigned, at his request, and in his presence and sight, and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Address: 201 Haverford Drive
Nashville, TN.

Address: 5129 Bocaft Pl
Nashville Tn 37205

AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, Joseph N. Barker, and William N. Dearborn, being first duly sworn, make oath as follows:

The said Hunter McDonald, Jr. being of sound mind and disposing memory, signed the foregoing instrument in our presence, as and for his last will and testament, and signified and declared to us that same was his last will and testament; and we, the undersigned, at his request and in his presence and sight, and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

Joseph N. Barker

William N. Dearborn

Sworn to and subscribed before me
this 14th day of March, 1990.

Sue B. Harding
Notary Public

My Commission Expires: 11-10-91

FIRST CODICIL TO THE WILL AND TESTAMENT OF

HUNTER MCDONALD, JR.

I, HUNTER MCDONALD, JR., a resident of 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 14th day of March, 1990. I hereby void and revoke that certain Codicil to the Last Will and Testament of Hunter McDonald, Jr. executed by me on March 14, 1990.

I.

I hereby delete Article I in its entirety and in lieu thereof substitute the following:

> I appoint my wife as Executrix ("Executor") of my Last Will and Testament. If EMMIE JACKSON MCDONALD is unable or unwilling to serve, then my son, HUNTER MCDONALD, III, and my son-in-law, JOHN DAVID BERRY, shall serve as Co-Executors without bond. If HUNTER MCDONALD, III or JOHN DAVID BERRY is unable or unwilling to serve, then the remaining named individual shall serve as sole Executor without bond.
>
> My wife shall be empowered to request and obtain the resignation of any Executor. This power of removal shall be exercised by the delivery of a written request of resignation, duly signed and acknowledged by my wife, accompanied by the written acceptance of the successor Executor. Unless otherwise excused by the successor Executor, the resigning Executor shall, at the expense of the estate, make an accounting of the estate, and deliver all assets and muniments of title thereof to the successor Executor.
>
> If it becomes necessary to appoint a successor Executor after the resignation or removal of the originally named Executor and successor Executor, my wife 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. After the death of my wife, the above granted powers to appoint and remove my Executor may be exercised by the majority consent of my children, provided that the successor fiduciary shall be a "disinterested Executor" as defined above.

II.

I hereby delete Paragraph 4 of Article III in its entirety and in lieu thereof substitute the following Paragraphs 4-7:

> 4. 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.

5. Any power granted to my Executor 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 Executor 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 wife, anything to the contrary in this Will notwithstanding.

6. My Executor or any Trustee 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 wife 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 wife 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.

7. My Executor or any Trustee shall have the following powers and discretion to reduce or eliminate the GST tax:

(a) My Executor is authorized to allocate any of my exemption from the GST tax which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death. Property may be subject to elections and allocations under this paragraph whether or not it is included in my probate estate. All elections and allocations under this paragraph shall be in the sole discretion of my Executor, and my Executor shall have the power to omit any such property from any such election or allocation.

(b) My Executor may in its discretion elect under Section 2652(a)(3) of the Code, to treat me as the transferor of any qualified terminable interest property with respect to which my estate is allowed a deduction by reason of Section 2056(b)(7) of the Code.

(c) If a trust created hereunder would otherwise be partially exempt from GST tax after the intended allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of the Code, with respect to such allocation, the Trustee may in its discretion create instead two or more separate trusts of equal or unequal value which shall be identical in all other respects to the original trust, so that the allocation of GST exemption can be made to one or more trusts which will be entirely exempt from GST tax. The trusts created under this subparagraph shall (i) have the same name as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST Exempt" added to its name, and (ii) be separate and distinct trusts under Tennessee law but with identical provisions.

(d) If property which is held in, or is to be added or allocated to, a trust pursuant to this will is subject to different treatment for any reason for purposes of the GST tax under Chapter 13 of the Code, than

other property being added or allocated to, or also held in, that trust, then the Trustee may in its discretion hold such property instead as a separate trust that is appropriately designated to distinguish it from the trust to which the property otherwise would have been allocated, but that is identical in all other respects to that trust.

(e) It is my intent that the Trustee shall not be required to create or administer a trust hereunder that is only partially exempt from GST tax, or to commingle property subject to different treatment for GST tax purposes because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph are intended to enable the Trustee to avoid such situations by empowering the Trustee to segregate trust property (a) that is entirely exempt from GST tax from trust property that is not exempt, or (b) that is otherwise treated differently from other trust property for purposes of GST tax, and the provisions of this paragraph should be applied in a manner consistent with this intention.

(f) To the extent it is consistent with the Trustee's fiduciary obligations, the Trustee, in making discretionary distributions of net income and principal from the trusts referred to in this paragraph, shall take advantage of the opportunities provided by the creation of such trusts to avoid or delay GST tax when making discretionary distributions, and to maximize the amount of trust property that eventually may be distributed to my issue without transfer tax of any kind at the termination of any trust created under this Will.

III.

I hereby delete Paragraphs 1, 2, and 3 of Article VI in their entirety and in lieu thereof substitute the following:

1. I nominate and appoint my wife EMMIE JACKSON MCDONALD, and my son, HUNTER MCDONALD, III, as Co-Trustees of THE MCDONALD FAMILY TRUST, to have the powers and duties set forth herein with respect to this Trust Estate. In the event EMMIE JACKSON MCDONALD or HUNTER MCDONALD, III is unable or unwilling to serve as Co-Trustee, then my son-in-law, JOHN DAVID BARRY, will serve as Co-Trustee with the remaining named Trustee.

2. 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 wife, otherwise a majority of my children, 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 include: (i) lack of attention to trust administration matters; (ii) 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; (iii) 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; 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.

3. If it becomes necessary to appoint a successor Trustee after the resignation or removal of the originally named Trustee and successor Trustee, my wife 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 (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. After the death of my said wife, the above granted power to appoint a successor Trustee may be exercised by the majority consent of my children, provided that the successor fiduciary shall be a "disinterested Trustee" as defined above.

IV.

I hereby add the following Paragraphs 9, 10, and 11 to Article VI:

9. 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 (other than my spouse) 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 himself herself 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.

10. 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.

11. No Co-Trustee who is also a permissible beneficiary of the Family Trust shall participate in any decision to pay income or principal to himself or to satisfy any obligation of support of such Co-Trustee. Decisions to pay income or principal to any beneficiary who is Co-Trustee or to satisfy any obligation of support of such Co-Trustee shall be made solely by the remaining Co-Trustee. In the event there shall be more than one party acting as Trustee, the following provisions shall apply:

(a) If there shall be an odd number of Trustees, the decision of a majority shall control in discretionary matters;

(b) if there should be an even number of Trustees, the decision of a majority shall likewise control in discretionary matters, unless there are only two Trustees, in which case the concurrence of both Trustees shall be required in deciding discretionary matters; and

(c) Trustees may designate any one or more of themselves to sign checks on behalf of the trust.

V.

I hereby insert the following Article XI:

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.

VI.

In all other respects, I ratify and confirm all the provisions of said Last Will and Testament executed by me on the 1st day of February, 1990.

IN WITNESS WHEREOF, I have hereunto set my hand on this the fifth (5th) page of this First Codicil to my Last Will and Testament, consisting of five (5) 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 31 day of December, 1997, at Nashville, Tennessee.

HUNTER MCDONALD, JR.

SIGNED, PUBLISHED AND DECLARED by the above-named Testator, HUNTER MCDONALD, JR., as and for the First Codicil to his Last Will and Testament, in the presence of us, who at his request, in his 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 Testator to be of sound and disposing mind and memory.

WITNESS

ADDRESS 1 NationsBank Plaza
Nashville, TN

WITNESS

ADDRESS 1 NATIONSBANK PLAZA
NASHVILLE, TN

AFFIDAVIT BY WITNESSES TO CODICIL

Charles D. McDonald and J. Blaine Reeve

after first being duly sworn or affirming, make oath or affirm that the foregoing First Codicil to the Last Will and Testament was signed by HUNTER MCDONALD, JR. as and for, and at that time acknowledged published and declared by him to be the First Codicil to his Last Will and Testament, in the sight and presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 31st day of December, 1997; and we further make oath or affirm that the Testator 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.

Charles D. McDonald
WITNESS

J. Blaine Reeve
WITNESS

Sworn to and subscribed before me, Annette Dotson this 31st day of December, 1997.

Annette Dotson
Notary Public

My Commission Expires: 3/21/98

SCRIVENER'S AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned authority, personally appeared Mary Paty Lynn LeVan, who after being duly sworn, on oath, deposes and sayeth as follows:

1. Our firm was retained by Hunter McDonald, Jr. and Emmie Jackson McDonald to prepare Codicils to each of their Last Will and Testament.

2. A copy of the First Codicil to the Last Will and Testament of Hunter McDonald, Jr. that I prepared for Mr. McDonald is attached to this Affidavit as Exhibit A.

3. There is a Scrivener's error in said First Codicil to the Last Will and Testament of Hunter McDonald, Jr.

4. Said First Codicil correctly refers to the date of the Last Will and Testament of Hunter McDonald, Jr. as being March 14, 1990, in the first paragraph of said First Codicil.

5. The reference to the date of the Last Will and Testament of Hunter McDonald, Jr. is incorrect in Article VI of the said First Codicil. (This Article VI incorrectly refers to the date of the Last Will and Testament of his wife, Emmie Jackson McDonald.)

6. This Scrivener's Affidavit is being delivered for the purpose of correcting the incorrect date referred to in Article VI of the said First Codicil.

7. Article VI of the said First Codicil should have read as following: "In all other respects, I ratify and confirm all the provisions of said Last Will and Testament executed by me on the 14th day of March, 1990.

Further, Affiant sayeth not.

Mary ~~Paty~~ Lynn ~~LeV~~an, Affiant

1139517

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Patricia Robson Wair, a Notary Public of said state and county, the within named Affiant, MARY PATY LYNN LEVAN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 15th day of September, 2016.

Patricia Robson Wair
NOTARY PUBLIC
My Commission Expires: October 18, 2016

PATRICIA ROBSON WAIR
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires OCT. 18, 2016