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LAST WILL AND TESTAMENT
OF
ELIZABETH JUNE DAVENPORT

I, Elizabeth June Davenport, presently residing at 1908 Normerle Drive, Goodlettsville, Davidson County, Tennessee, being of sound mind and disposing memory, do make, declare and publish this my Last Will and Testament, hereby revoking all former wills and codicils to wills heretofore made by me.

ITEM I
REFERENCES

A. *Marital Status.* I am married to Carl R. Davenport, and he is referred to in this Will as my husband.

B. *Children.* I have three (3) children, whose names are Susan Dian Douglas, Carla Robin Hood and Elizabeth Jane Uldrich. These children and any other child hereafter born to or adopted by me are referred to in this Will individually by their respective first names and collectively as my children.

C. *Executor.* For convenience, the Executor (including any alternates) hereinafter appointed is sometimes referred to as the Executor, regardless of the gender or the number of the parties serving in such capacity.

ITEM II
DEBT, ADMINISTRATIVE EXPENSES AND TAXES

A. *Payment of Debts, Administrative Expenses and Taxes.* All of my legally enforceable debts (except secured debts, which may be paid or retained in the discretion of the Executor, and if paid shall be without right of contribution from my husband), my funeral expenses and the expenses of administration of my estate, both domiciliary and ancillary, shall be paid by my Executor as soon as practicable after my death. My Executor shall pay out of my residuary estate all estate, inheritance and other death taxes which shall become payable by reason of my death, whether in

respect of property passing under this Will or otherwise, as an expense of administration without apportionment. Notwithstanding any provision herein to the contrary, the following taxes shall not be paid by my estate and shall instead be charges against the applicable property or persons in possession thereof or benefited thereby in the manner provided by applicable law; any generation skipping tax; any additional tax imposed by Section 2032A of the Internal Revenue Code; and any tax attributable to the inclusion of property in my gross estate pursuant to Section 2044 of the Internal Revenue Code. My Executor may claim each administration expense as a deduction on any income or death tax return, as the Executor sees fit, and no compensating adjustments between income and principal are to be made because of any such decision.

B. *Life Insurance*. The proceeds of any life insurance payable to my estate are to be free from the claims of creditors, and are to be held and distributed as provided by the terms of this Will. My Executor may use any portion of such proceeds as my Executor deems advisable for the payment of debts, expenses and taxes, but only if my Executor thinks such use of the proceeds is in the best interests of my beneficiaries hereunder.

C. *Casualty Insurance*. Each insurance policy covering an item of property passing under this will passes with such property. The recipient of such property is not to be charged for any unearned premium already paid. If any insured item of property passing under this Will has been destroyed or damaged, the insurance proceeds recovered or recoverable therefrom are to be paid to the recipient of such damaged or destroyed item in place of any destroyed item and in addition to any damaged item.

ITEM III
DISPOSITION TO SPOUSE

I give, devise and bequeath to my husband, if he survives me, all the property, real, personal or mixed and wherever located, of which I die seized and possessed.

ITEM IV
ALTERNATE DISPOSITION

In the event my husband does not survive me, or if he and I die at the same time, or in a common disaster, I give, devise and bequeath all my property, real, personal or mixed to my children, Susan Dian Douglas, Carla Robin Hood and Elizabeth Jane Uldrich, equally, share and share alike. The children of a deceased child shall take their parent's share per stirpes.

ITEM V
FIDUCIARY

A. *Executor.* I appoint my husband, Carl R. Davenport, as the executor of this my Last Will and Testament. If he is unable to serve as the executor for any reason, then I appoint my daughter, Susan Dian Douglas, as the alternate executrix. I direct that no bond be required of my fiduciaries for the faithful performance of their duties and that they shall not be required to file any inventory or accountings.

B. *Powers.* The Executor, including any substitute or successor personal representative, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate, may exercise any and all of the powers set forth in Tennessee Code Annotated § 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference (as set out in said statute on the date of the execution of this will), even if said statute be amended or repealed hereafter and even if my estate be administered in a state other than Tennessee.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and the preceding three typewritten pages, and for the purpose of identification, I have initialed each such page at the bottom thereof, all in the presence of the persons witnessing it, at my request, on this the 5th day of ~~March~~ April 2000, at Nashville, Tennessee.

Elizabeth June Davenport
ELIZABETH JUNE DAVENPORT

Signed, sealed, published and declared by the Testatrix, Elizabeth June Davenport, to be her Last Will and Testament in the presence of all of us at one and the same time and we at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of said Testatrix and to the performance of the aforesaid act of execution at the place and on the date hereinabove set out.

WITNESSES:

Dana J. Howell _____

Bonnie Bodkin _____

NAMES **ADDRESS**

A F F I D A V I T

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned, after being first duly sworn according to law, depose and say:

1. That they are adult citizens of the State of Tennessee.

2. That they witnessed the execution of the Last Will and Testament of Elizabeth June Davenport dated the 5 day of ~~March~~ April 2000, to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix and in accordance with Tennessee Code Annotated § 32-2-110.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testatrix and in his presence and in the presence of each other at the place and on the date recited in said Last Will and Testament.

4. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Last Will and Testament Testatrix was, in their opinion, of sound mind.

Dana J. Howell
WITNESS

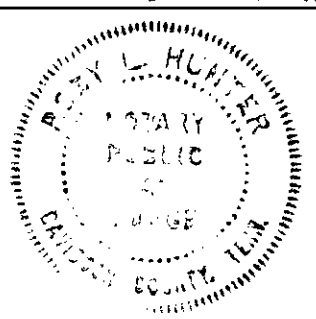
Deanna Badakum
WITNESS

Sworn to and subscribed before me this 5th of ~~March~~ April 2000.

Roby L. Hunter
NOTARY PUBLIC

My commission expires:

My Commission Expires JAN. 26, 2002



EJD