

Pursuant to a partial distribution of trust dated December 27, 1983, Capital Bank & Trust Co., as Trustee of the Barbara S. Womack Testamentary Trust for Barbara Womack, conveyed to Barbara Womack, the principal beneficiary, an undivided one-third interest of an undivided one-eighth interest in and to Womack's interest in the Partnership, subject to the usufruct of Womack.

Pursuant to a partial distribution of trust dated April 2, 1984, Capital Bank & Trust Co., as Trustee of the Barbara S. Womack Testamentary Trust for Anne Sevier Womack, conveyed to Anne Sevier Womack Carville, the principal beneficiary, an undivided one-third interest of an undivided one-eighth interest in and to Womack's interest in the Partnership, subject to the usufruct of Womack.

Womack and Norton wish to recognize the interests of the Trusts, Sherrill Womack Palmer, Barbara Womack, and Anne Sevier Womack Carville, which interest is subject to the usufruct of Womack, and to admit them as partners in the Partnership;

ACCORDINGLY, it is hereby agreed as follows:

1. Paragraph 4 of the Partnership Agreement, Ownership, is hereby amended to read in its entirety as follows:

"4. OWNERSHIP: The partners shall own the following interests in the Partnership, and all profits and losses shall be shared by the partners as follows:

Charles H. Norton	50.0000%
Milton J. Womack	25.0000%
Sherrill Womack Palmer	4.1667%
Barbara Womack	2.0833%
Anne Sevier Womack Carville	2.0833%
Capital Bank & Trust Co., as Trustee of the Barbara S. Womack Testamentary Trust for Sherrill Womack Palmer	2.0833%
Capital Bank & Trust Co., as Trustee of the Barbara S. Womack Testamentary Trust for Barbara Womack	4.1667%