

PROMISSORY NOTE

May 17, 2005
Vannatta [REDACTED]

\$1,350,000.00 City of Murfreesboro, County of Rutherford, State of Tennessee.

FOR VALUE RECEIVED, I, Robert W. McLean, promise to pay to the order of Ron C. Vannatta the principal sum of one million three hundred and fifty thousand and no/100 dollars in lawful money of the United States on May 17, 2006, together with accrued interest at the annual rate of twenty percent (20%).

The indebtedness evidenced by this Note may be prepaid in whole or in part without penalty and without prior written consent of the holder(s) hereof.

In the event that this Note is placed in the hands of any attorney for collection, Maker agrees to pay all costs of collection, whether suit be brought or not, including, but not limited to, court costs, reasonable attorney fees and disbursements.

This Note and all terms and conditions herein shall be governed by and construed in accordance with the laws of the State of Tennessee.

THIS NOTE IS NOT A NEGOTIABLE INSTRUMENT, AND MAY NOT BE PLEDGED, ASSIGNED, DISCOUNTED, NEGOTIATED OR OTHERWISE DEALT WITH BY THE HOLDER WITHOUT CONSENT OF THE UNDERSIGNED.

Repayment is payable at the following address:

Ron C. Vannatta
[REDACTED]

Robert W. McLean
Robert W. McLean

EXHIBIT
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