APPOINTMENT OF SUCCESSOR TRUSTEE

WHEREAS, by unrecorded instrument dated December 28, 1955, which is made Exhibit A hereto. Charles Nelson, Jr., William Nelson, II, Helen N. Payne, Polly N. Craig, Edward Gage Nelson, and Mary Elizabeth N. Burch, all of Nashville, Tennessee, herein called the "TRUSTORS", conveyed to Nashville Trust Company, now Nashville Bank and Trust Company, a banking and trust institution organized under the laws of Tennessee with its principal office in Davidson County, Tennessee, herein called "TRUSTEE", eight tracts or parcels of land in Davidson County, Tennessee to be held in trust for the benefit of Mrs. Polly Prentiss Nelson, the mother of the Trustors, herein called the "BENEFICIARY"; and

WHEREAS, the Trustee still holds said parcels of real estate and, by reason of additional transfers, also holds cash and certain securities, a statement and schedule of which is made Exhibit B hereto; and

WHEREAS, the Trustee now desires to resign and the Trustors and the Beneficiary desire that the entire trust estate be transferred to Commerce Union Bank, a banking corporation organized under the laws of Tennessee with its principal office in Davidson County, Tennessee, as successor Trustee:

NOW, THEREFORE, in consideration of the premises and of $1.00, the receipt of which is acknowledged, Nashville Bank and Trust Company, Trustee as aforesaid, has transferred and delivered to Commerce Union Bank, Trustee, all of the cash and securities held by it in said trust estate as set out on said Exhibit B, and has further bargained and sold and does hereby transfer and convey unto Commerce Union Bank, Trustee, all of the right, title and interest of the Trustors, which was conveyed by said Exhibit A to Nashville Trust Company, Trustee, in and to the following tracts and parcels of real estate in Davidson County, Tennessee, more particularly described as follows:

TRACT ONE: Being part of the Elliston Property, as of record in book 21, page 141, Register's Office for said County, described according to a survey made by James A. Hamilton, Jr., Surveyor, April 15, 1954, as follows: Beginning on the northerly margin of West End Avenue as widened, 180 feet west of the westerly margin of 24th. Avenue, North, formerly Farrell Street; thence with the northerly margin of said Avenue westwardly 100 feet; thence at right angles said Avenue northwardly 174.41 feet to the southeasterly margin of Elliston Place; thence with same northeastwardly 103 feet, more or less, to the northwest corner of the property conveyed to William Nelson by deed from Frances Ferguson Deeds and husband, of record in book 444, page 522, said Register's Office; thence with said Nelson's westerly line southwardly 200 feet, more or less, to the beginning.

TRACT TWO: Being part of the Elliston Property, as of record in book 21, page 141, Register's office for said County, described according to a survey made by James A. Hamilton, Jr., Surveyor, April 15, 1954 as follows: Beginning on the northerly margin of West End Avenue, as widened, 125 feet west of the westerly margin of 24th. Avenue, North, formerly Farrell Street; thence at right angles with said Avenue northwardly 214.65 feet to the southeasterly margin of Elliston Place; thence with same southwestwardly 57 feet, more or less, to the northeast corner of the property conveyed to Mrs. Nellie T. Nelson by deed from Robert J. Hopkins and wife, of record in book 312, page 101, said Register's Office; thence with said Nelson's easterly line southwardly 200 feet, more or less, to the northerly margin of said West End Avenue, as widened; thence with same eastwardly 55 feet to the beginning.

TRACT THREE: Being part of lot No. 64 on the plan of the Original Town of Nashville, described thus: Beginning in the western margin of Cherry Street at the S. E. corner of said lot, and running Northwardly with said Street 26 feet and 8 inches, more or less to the S. E. corner of a part of said lot No. 64 conveyed to Mrs. Julia N. More by William Nichol by deed in Book No. 58, page 303, R.O.D.C.; thence at right angles to said Street westwardly 170 feet more or less to Overton alley; thence Southwardly with said alley 26 feet and 8 inches, more or less to the Southern line of said lot No. 64; and thence eastwardly 170 feet, more or less, with the dividing line between lots 64 and 65 to the beginning corner; being the same property conveyed to Mrs. Louisa Nelson by deed from Abram L. Demoss and wife, Emma Demoss bearing date November 10, 1892 of record in Book No. 172, page 453, R. O. D. C.

TRACT FOUR: The northerly 25 feet in width of lot No. 65 of the Original Town of Nashville, lying easterly of Overton Alley and otherwise known and described as follows: Beginning on the east line of Cherry Street at the Southeast corner of a lot now owned by Mrs. Louisa Nelson thence southerly along Cherry Street, 25 feet to the Northeast corner of a lot now owned by Eleanor Spofford; thence westerly along said Spofford's line and at right angles to Cherry Street, 170 feet, more or less, to a 20 foot alley, now or formerly known as Overton alley; thence northerly along said alley 25 feet to the southwest corner of the Nelson lot above mentioned; thence easterly along the line of the last mentioned lot

the place of original plan of Nashville conveyed to A. B. Beech by William Williams and others by deed of record in Book 44, page 442, R. O. D. C.; being the same property conveyed to Mrs. Louisa Nelson by deed from Mrs. Sarah S. Long and husband, Daniel Albright Long bearing date of December 24, 1903 of record in Book No. 290, page 228, R. O. D. C.

TRACT FIVE: The same being part of lot No. 14 in the Original plan of Nashville and being described as follows, to wit: Beginning on Front Street at the lower corner (as respects the corner of the river) of what used to be W. H. Gordon's part of said lot; thence running along Front Street northwardly at right angles 35 feet 10 inches to the center of the wall of formerly Ralph Marlin's (now Louis Lanier's) house; thence through the center of said wall and the whole depth of said lot 210 feet, more or less to Market Street; thence along the line of Market Street, Southwardly 36 feet 3 inches to a point; thence at right angles towards Front Street 162 feet 8 inches; thence to a point at right angles northwardly 5 inches; thence at right angles 47 feet 4 inches more or less to the beginning on Front Street --- being the same property conveyed to Henry Metz by deed in Book 50, page 446 R. O. D. C. Also the following piece of property to-wit: the same commencing at the beginning point of the lot above described on Front Street; thence at right angles, southwardly along Front Street 9 inches; thence at right angles towards Market Street until the line strikes a distance of 162 feet 8 inches from Market Street; thence at right angles Southwardly 5 inches to Louis Lanier's present line; thence at right angles to Market Street 162 feet 8 inches; thence at right angles along Market Street Northwardly 9 inches; thence at right angles towards Front Street 162 feet 8 inches; thence at right angles Northwardly 5 inches; thence at right angles to Front Street at the beginning point; being the same property conveyed to Charles Nelson by deed from Henry and Gertrude Elizabeth Metz dated December 31, 1887 of record in Book No. 110, page 163, R. O. D. C.

TRACT SIX: A tract or piece of land in Davidson County, State of Tennessee as follows: Beginning at the Southern corner of Store House No. 7 South Market Street, formerly owned and occupied by the firm of Hart McCrea & Company; thence North with Market Street 33 feet 6 inches more or less to the center of brick division wall between the house hereby conveyed and W. S. Eakin; thence east with the center of said division wall to Front Street; thence south 33 feet 6 inches; more or less with the line of said Street to the southeast corner of the brick wall of building herein conveyed; thence west with the south edge of said brick wall to the beginning; being the same property conveyed to Charles Nelson by deed from G. H. Wessell and Mary Wessell, his wife, of record in Book No. 132, page 175 R. O. D. C.

TRACT SEVEN: Parcel of land in the city of Nashville, County of Davidson, State of Tennessee, to-wit: 28½ feet, commencing on the east side of South Market Street at G. Wessell's S.W. corner; running thence southwardly along Market Street 28½ feet, and running back the width of 28½ feet eastwardly with Wessell's line and between it and the line on the south parallel to it, 106 feet, more or less, half way to Water or Front Street; being the same property conveyed by Paul and Hill to J. Lumsden and Company by

deed recorded in Book 28, page 436 and subsequently conveyed by J. Lumsden and Company to Pearce, Hopkins and Lawrence in Book 69, page 436 with the power in said Pearce, Hopkins and Lawrence to build and to use the north wall of the house of Lumsden next to the aforesaid lot of ground, as a party wall and to raise said wall in height, Pearce, Hopkins and Lawrence conveyed to John T. Wilson by deed in Book 74, page 422, to which and to the deed from Lumsden and Company to Pearce, Hopkins and Lawrence and to deed of John T. Wilson and wife, Annie Wilson, to William A. Goodwyn as recorded in Book 75, page 433, reference is hereby made; being the same property conveyed to Louisa Nelson by deed from N. M. Goodbar, J. R. Pepper and W. J. Crawford, Commissioners of Goodwyn Institute bearing date March 26, 1917 of record in Book No. 497, page 271, R. O. D. C.

TRACT EIGHT: Land in Davidson County, Tennessee, to-wit: First: A tract of land on Front Street in Nashville beginning at the S. E. corner of Brick Wall of Store house conveyed to John S. Hart, Henry Hart and B. W. Macrae, Jr., by deed dated September 4, 1865, to G. W. Wessell; thence South 5 feet more or less, with the line of Front Street, to the corner of a brick house standing in 1865, said to be the property of Cameron's heirs at that time; thence westerly with said Cameron's line halfway to Market Street to the east line of lot sold by the said John S. Hart, Henry Hart and B. W. Macrae, Jr., to Lumsden & Company; thence North with said Lumsden's line 5 feet, more or less, to the edge of South brick wall of building conveyed on the aforesaid September 4, 1865, to the said G. W. Wessell; thence eastwardly with the wall of said building to the beginning; embracing part of a lot bought by the said John S. Hart, Henry Hart and B. W. Macrae, Jr., from A. L. P. Green and M. A. E. Green by deed dated February 15, 1856 and being the same lot of land conveyed by William W. Scovel to William A. Goodwyn by deed dated May 24, 1886 and recorded in Book No. 94, page 639, R. O. D. C.

Second: Part of lot No. 12 in the original plan of Nashville, beginning on the western margin of Front, or Water Street at the N. E. corner of a 44 foot lot once owned by Jonathan Douglas and William Dickinson, as tenants in common (see deeds, R. O. D. C. Book "R" page 259, and "Y", page 412), being the S. E. corner of 5 feet conveyed to H. G. Scovel by deed Book 35, page 72, said R. O. D. C.; and running westwardly with the line of said Scovel's lot halfway to Market Street; thence Southwardly parallel with Front Street 22 feet to a point; thence at right angles eastwardly to Front Street and thence northwardly with said street to the beginning being the northern half of said 44 foot lot once owned as aforesaid by Jonathan Douglass and William Dickerson as joint tenants, and being the same property conveyed to William A. Goodwyn by deed of Thomas Wrenne, C. & M. of Chancery Court at Nashville, Tennessee; recorded in Book No. 92, page 427, R. O. D. C.; being the same property conveyed to Mrs. Louisa Nelson from Joseph H. Thompson and Miss Myra McGavock, Executors of record in Book No. 294, page 163, R. O. D. C.

TO HAVE AND TO HOLD all of said personal property and said interests in said real property to the said Commerce Union Bank, Trustee, and its successors in trust and assigns forever.

The Trustee warrants that it is lawfully seized and possessed of all of said personal property and said interests in said real property as Trustee, that it has a right to convey the same to the successor Trustee and that said property is unencumbered except by a lien to secure taxes for 1964. It further covenants that it will warrant and defend the title to all of said property against the lawful claims of all persons claiming by or through it as Trustee. The Trustee conveys, covenants and warrants in its capacity as Trustee only, and not further or otherwise.

All of said real estate, cash and securities shall be held, managed and administered in conformity with the terms of the instrument made Exhibit A hereto, and all of the provisions of said Exhibit A are by reference incorporated in and made a part of this instrument.

The Trustors and Beneficiary join herein to ratify and approve in all respects the administration of said trust estate by the Nashville Bank and Trust Company as Trustee and also to evidence their approval of the transfer of said trust estate to the said Commerce Union Bank as successor Trustee.

And, Commerce Union Bank joins herein to acknowledge receipt of said trust estate, including the cash and securities described in Exhibit B, and to evidence its willingness to serve as Trustee under the terms of said prior instrument.

IN WITNESS WHEREOF, the parties have executed this instrument at Nashville, Tennessee this June 26, 1964, 1964.

NASHVILLE BANK & TRUST COMPANY, TRUSTEE

By _____

VICE PRESIDENT & TRUST OFFICER

Attest: _____

Secretary

COMMERCE UNION BANK

By _____
Senior Vice President & Trust Officer

Attest:

_____
Assistant Trust Officer

_____
Charles Nelson, Jr.

_____
William Nelson, II

_____
Helen N. Payne

_____
Polly N. Craig

_____
Edward Gage Nelson

_____
Mary Elizabeth N. Burch

_____
Polly Prentiss Nelson

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, _____, a Notary Public in and for the aforesaid State and County, F. S. Parker and _____, with whom I am personally acquainted, and who upon oath acknowledged themselves to be the Vice President and Trust Officer and _____, respectively of the Nashville Bank and Trust Company, a banking corporation, and that they as such Vice President and Trust Officer and _____, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by F. S. Parker and _____ as Vice President and Trust Officer and _____, respectively, and affixing the corporate seal thereto.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 26 day of June, 1964.

Lonnie Rogers
Notary Public

My commission expires: 2/3/68

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Myrtle S. Hines, a Notary Public in and for the aforesaid State and County, C. D. Rippy and Harlen W. Cragon, with whom I am personally acquainted, and who upon oath acknowledged themselves to be the Senior Vice President and Trust Officer and Assistant Trust Officer, respectively of the Commerce Union Bank, a banking corporation, and that they as such Senior Vice President and Trust Officer and Assistant Trust Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by C. D. Rippy and Harlen W. Cragon as such Senior Vice President and Trust Officer and Assistant Trust Officer, respectively and affixing the corporate seal thereto.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 20th day of July, 1964.

Myrtle S. Hines
Notary Public

My commission expires: 7-23-66

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Martha A. Partlow, a Notary Public in and for said State and County, the within

named Charles Nelson, Jr., William Nelson, II, Helen N. Payne, Polly N. Craig, Edward Gage Nelson, Mary Elizabeth N. Burch and Mrs. Polly Prentiss Nelson, the bargainors, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 26th day of June, 1964.

Martha A. Cartwright
Notary Public

MARTHA CARTWRIGHT NOTARY PUBLIC DAVIDSON CO. TENN.

My commission expires: 10-21-64

EXHIBIT "A"



# TRUST AGREEMENT

This Agreement made and entered into this 21 day of December, 1955 by and between Charles Nelson, Jr., William Nelson III, Helen N. Payne, Polly N. Craig and Edward Gage Nelson of Nashville, Davidson County, Tennessee and Mary Elizabeth N. Burch of Louisville, Kentucky, herein referred to as the Grantors and the Nashville Trust Company a banking and trust institution organized and existing under the laws of the state of Tennessee, herein after referred to as the Trustee,

WITNESS:

Whereas the Grantors have acquired through inheritance fractional interests in certain tracts of land and

Whereas it is now their desire to consolidate their interests and hold such interests for the benefit of their mother, POLLY PRENTISS NELSON,

NOW THEREFORE, in consideration of the premises and of the love and affection which they bear their said mother and in consideration of the agreement of the TRUSTEE to perform the duties hereinafter imposed upon it the GRANTORS do hereby sell, transfer and convey unto the TRUSTEE and its successors in trust all our right title and interest in and to the following described real estate in the state of Tennessee, Davidson County:

> TRACT ONE: Being part of the Elliston Property, as of record in book 21, page 141, Register's Office for said County, described according to a survey made by James A. Hamilton, Jr., Surveyor, April 15, 1954, as follows: Beginning on the northerly margin of West End Avenue as widened, 180 feet west of the westerly margin of 24th. Avenue, North, formerly Farrell Street; thence with the northerly margin of said Avenue westwardly 100 feet; thence at right angles said Avenue northwardly 174.41 feet to the southeasterly margin of Elliston Place; thence with same northeastwardly 103 feet, more or less, to the northwest corner of the property conveyed to William Nelson by deed from Frances Ferguson Deeds and husband, of record in book 444, page 522, said Register's Office; thence with said Nelson's westerly line southwardly 200 feet, more or less, to the beginning.

TRACT TWO: Being part of the Elliston Property, as of record in book 21, page 141, Register's office for said County, described according to a survey made by James A. Hamilton, Jr., Surveyor, April 15, 1954, as follows: Beginning on the northerly margin of West End Avenue, as widened, 125 feet west of the westerly margin of 24th. Avenue, North, formerly Farrell Street; thence at right angles with said Avenue northwardly 214.65 feet to the southeasterly margin of Elliston Place; thence with same southwestwardly 57 feet, more or less, to the northeast corner of the property conveyed to Mrs. Nellie T. Nelson by deed from Robert J. Hopkins and wife, of record in book 312, page 101, said Register's Office; thence with said Nelson's easterly line southwardly 200 feet, more or less, to the northerly margin of said West End Avenue, as widened; thence with same eastwardly 55 feet to the beginning.

TRACT THREE: Being part of lot No. 64 on the plan of the Original Town of Nashville, described thus: Beginning in the western margin of Cherry Street at the S. E. corner of said lot, and running Northwardly with said Street 26 feet and 8 inches, more or less to the S. E. corner of a part of said lot No. 64 conveyed to Mrs. Julia N. More by William Nichol by deed in Book No. 58, page 303, R. O. D. C.; thence at right angles to said Street westwardly 170 feet more or less to Overton alley; thence Southwardly with said alley 26 feet and 8 inches, more or less to the Southern line of said lot No. 64; and thence eastwardly 170 feet, more or less, with the dividing line between lots 64 and 65 to the beginning corner; being the same property conveyed to Mrs. Louisa Nelson by deed from Abram L. Demoss and wife, Emma Demoss bearing date November 10, 1892 of record in Book No. 172, page 453, R. O. D. C.

TRACT FOUR: The northerly 25 feet in width of lot No. 65 of the Original Town of Nashville, lying easterly of Overton Alley and otherwise known and described as follows: Beginning on the west line of Cherry Street at the Southeast corner of a lot now owned by Mrs. Louisa Nelson thence southerly along Cherry Street, 25 feet to the Northeast corner of a lot now owned by Eleanor Spofford; thence westerly along said Spofford's line and at right angles to Cherry Street, 170 feet, more or less, to a 20 foot alley, now or formerly known as Overton alley; thence northerly along said alley 25 feet to the southwest corner of the Nelson lot above mentioned; thence easterly along the line of the last mentioned lot the place of original plan of Nashville conveyed to A. B. Beech by William Williams and others by deed of record in Book 44, page 442, R. O. D. C.; being the same property conveyed to Mrs. Louisa Nelson by deed from Mrs. Sarah S. Long and husband, Daniel Albright Long bearing date of December 24, 1903 of record in Book No. 290, page 228, R. O. D. C.

TRACT FIVE: The same being part of lot No. 14 in the Original plan of Nashvilleand being described as follows, to wit: Beginning on Front Street at the lower corner (as respects the corner of the river) of what used to be W. H. Gordon's part of said lot; thence running along Front Street Northwardly at right angles 35 feet 10 inches to the center of the wall of formerly Ralph Marlin's (now Louis Lanier's) house; thence

through the center of said wall and the whole depth of said lot 210 feet, more or less to Market Street; thence along the line of Market Street, Southwardly 36 feet 3 inches to a point; thence at right angles towards Front Street 162 feet 8 inches; thence to a point at right angles northwardly 5 inches; thence at right angles 47 feet 4 inches more or less to the beginning on Front Street - - - being the same property conveyed to Henry Metz by deed in Book 50, page 446 R. O. D. C. Also the following piece of property to-wit: the same commencing at the beginning point of the lot above described on Front Street; thence at right angles, southwardly along Front Street 9 inches; thence at right angles towards Market Street until the line strikes a distance of 162 feet 8 inches from Market Street; thence at right angles Southwardly 5 inches to Louis Lanier's present line; thence at right angles to Market Street 162 feet 8 inches; thence at right angles along Market Street Northwardly 9 inches; thence at right angles towards Front Street 162 feet 8 inches; thence at right angles Northwardly 5 inches; thence at right angles to Front Street at the beginning point; being the same property conveyed to Charles Nelson by deed from Henry and Gertrude Elizabeth Metz dated December 31, 1887 of record in Book No. 110, page 163, R. O. D. C.

TRACT SIX: A tract or piece of land in Davidson County, State of Tennessee as follows: Beginning at the Southern corner of Store House No. 7 South Market Street, formerly owned and occupied by the firm of Hart McCrea & Company; thence North with Market Street 33 feet 6 inches more or less to the center of brick division wall between the house hereby conveyed and W. S. Eakin; thence east with the center of said division wall to Front Street; thence south 33 feet 6 inches; more or less with the line of said Street to the southeast corner of the brick wall of building herein conveyed; thence west with the south edge of said brick wall to the beginning; being the same property conveyed to Charles Nelson by deed from G. H. Wessell and Mary Wessell, his wife, ofrecord in Book No. 132, page 175 R. O. D. C.

TRACT SEVEN: Parcel of land in the city of Nashville, County of Davidson, State of Tennessee, to-wit: 28½ feet, commencing on the east side of South Market Street at G. Wessell's S. W. corner; running thence southwardly along Market Street 28½ feet, and running back the width of 28½ feet eastwardly, with Wessel's line and between it and the line on the south parallel to it, 106 feet, more or less, half way to Water or Front Street; being the same property conveyed by Paul and Hill to J. Lumsden and Company, by deed recorded in Book 28, page 436 and subsequently conveyed by J. Lumsden and Company to Pearce, Hopkins and Lawrence in Book 69, page 436 with the power in said Pearce, Hopkins and Lawrence to build and to use the north wall of the house of Lumsden next to the aforesaid lot of ground, as a party wall and to raise said wall in height, Pearce, Hopkins and Lawrence conveyed to John T. Wilson by deed in Book 74, page 422, to which and to the deed from Lumsden and Company to Pearce, Hopkins and Lawrence and to deed of John T. Wilson and wife, Annie Wilson, to William A. Goodwyn as recorded in Book 75, page 433, reference is hereby made; being the same property conveyed to Louisa Nelson by deed from H. M. Goodbar, J. R. Pepper and W. J. Crawford, Commissioners of Goodwyn Institute bearing date March 26, 1917 of record in Book No. 497, page 271, R. O. D. C.

TRACT EIGHT: Land in Davidson County, Tennessee, to-wit:
First: A tract of land on Front Street in Nashville beginning at the S. E. corner of Brick Wall of Store house conveyed to John S. Hart, Henry Hart and B. W. Macrae, Jr., by deed dated September 4, 1865, to G. W. Wessell; thence South 5 feet more or less, with the line of Front Street, to the corner of a brick house standing in 1865, said to be the property of Cameron's heirs at that time; thence westerly with said Cameron's line halfway to Market Street to the east line of lot sold by the said John S. Hart, Henry Hart and B. W. Macrae, Jr., to Lumsden & Company; thence North with said Lumsden's line 5 feet, more or less, to the edge of South brick wall of building conveyed on the aforesaid September 4, 1865, to the said G. W. Wessell; thence eastwardly with the wall of said building to the beginning; embracing part of a lot bought by the said John S. Hart, Henry Hart and B. W. Macrae, Jr., from A. L. P. Green and M. A. E. Green by deed dated February 15, 1856 and being the same lot of land conveyed by William W. Scovel to William A. Goodwyn by deed dated May 24, 1886 and recorded in Book No. 94, page 639, R. O. D. C.
Second: Part of lot No. 12 in the original plan of Nashville, beginning on the western margin of Front, or Water Street at the N. E. corner of a 44 foot lot once owned by Jonathan Douglas and William Dickinson, as tenants in common (see deeds, R. O. D. C. Book "R" page 259, and "Y", page 412), being the S. E. corner of 5 feet conveyed to H. G. Scovel by deed Book 35, page 72, said R. O. D. C.; and running westwardly with the line of said Scovel's lot halfway to Market Street; thence Southwardly parallel with Front Street 22 feet to a point; thence at right angles eastwardly to Front Street and thence northwardly with said street to the beginning being the northern half of said 44 foot lot once owned as aforesaid by Jonathan Douglass and William Dickerson as joint tenants, and being the same property conveyed to William A. Goodwyn by deed of Thomas Wrenne, C. & M. of Chancery Court at Nashville, Tennessee; recorded in Book No. 92, page 427, R. O. D. C.; being the same property conveyed to Mrs. Louisa Nelson from Joseph H. Thompson and Miss Myra McGavock, Executors of record in Book No. 294, page 163, R. O. D. C.

The said properties are now under lease and they are hereby transferred to the Trustee as a part of the corpus of this trust estate, that is all the leasehold interest of the GRANTORS in and to said leases on the above described properties.

To have and to hold all the properties above described to the TRUSTEE its successors and assigns forever. The Grantors covenant that they are lawfully seized and possessed of said property and have a good right to convey the same and that it is unencumbered.

That this conveyance is made in trust for the following uses and purposes to-wit:

The net income from this property shall be paid over and delivered to Mrs. Polly Prentiss Nelson of Nashville, Tennessee, for and during her natural life.

Upon the death of the said Mrs. Polly Prentiss Nelson this trust shall terminate and the balance of the trust property then remaining shall be paid over and delivered to the Grantors in equal shares; provided, however, that the share of any deceased Grantor shall go as provided in his will, and if no will, according to the laws of decent and distribution in the state of Tennessee; and provided further that the share of any minor shall be held in trust until age 21 during which time the income maybe used for his maintenance, education and support.

The following general provisions shall apply to the administration of the trust hereinabove created:

It shall be the duty of the TRUSTEE to keep the principal of the trust properly invested and for this purpose is fully authorized to invest, sell, reinvest or exchange any property in its hands without regard to legal restrictions upon the investment of trust funds; to exercise voting rights directly or by proxy and to participate in corporate re-organizations, mergers etc; to buy and sell real estate and to make leases on the same which shall be valid though extending beyond the termination of the trust as to the leased property; and to exercise all rights, privileges and options in connection with investments as fully and freely as an individual owner.

No beneficiary shall have the right or power under any circumstances to assign, anticipate or mortgage or in any way alienate either the income or principal of his or her share nor shall the same be subject to his or her debts or bankruptcy or any kind of legall process.

At any time during the continuation of the trust hereinabove created the TRUSTEE is authorized and directed, whenever and as often as it may be necessary to encroach upon and use so much of the corpus of this trust for any beneficiary, from which such beneficiary is then entitled to receive the income, as in its judgment it may deem necessary to meet any emergency needs of the said beneficiary arising from illness or any other unusual circumstance and also in order to educate and maintain said beneficiary in a manner suitable to his or her station in life, the said TRUSTEE to be the sole judge of the occasion and extent of said encroachment and its judgment in respect thereto be absolutely conclusive and final.

The TRUSTEE is fully authorized to determine within its discretion all questions which may arise involving allocation of expenses, profits, losses, premiums and discounts from securities and other charges and credits to income or principal as in its opinion may best carry out the spirit of this trust.

The TRUSTEE is authorized to carry corporate stock or other registered securities in the name of its nominee.



In any case where the TRUSTEE is called upon to make a division of any part of the trust property among various beneficiaries the same maybe divided in cash or in kind or partly in cash and partly in kind and the valuation placed by the TRUSTEE upon the property to be divided shall be final and binding upon all parties concerned.

The GRANTORS herein reserve the right to add other properties, real or personal to the principal of this trust estate all of which properties shall become subject to the conditions and limitations herein set out.

It is understood and agreed, however, that this trust is completely irrevocable, effective upon the signing of this instrument by all of the GRANTORS and its acceptance by the TRUSTEE.

IN WITNESS WHEREOF the GRANTORS have hereunto signed their names and the spouses of each have also signed for the sole purpose of releasing any right or rights they might have in the properties herein conveyed and the TRUSTEE does cause its corporate name to be hereunto signed and its corporate seal attached by the proper officials this 28 day of December, 1955.

ATTEST:

K.O. PRIMM, ASS'T SEC.

Charles Nelson Jr
CHARLES NELSON, JR.

Jean C Nelson
JEAN C. NELSON

William N Elson II
WILLIAM NELSON, III II

Ella S. Nelson
ELLA S. NELSON

Helen N. Payne
HELEN N. PAYNE

George G Payne Jr.
GEORGE G. PAYNE, JR.

Polly N. Craig
POLLY N. CRAIG

Wade M. Craig Jr
WADE M. CRAIG, JR.

Edward Gage Nelson
EDWARD GAGE NELSON

Mary Elizabeth N Burch
MARY ELIZABETH N. BURCH

John R. Burch
JOHN R. BURCH

NASHVILLE TRUST COMPANY

BY

DAVIDSON)



Personally appeared before me, [illegible], a Notary Public in and for said State and County, the within named Charles Nelson, Jr., William Nelson, III, Helen N. Payne, Polly N. Craig, and Edward G. Nelson, the Grantors, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 28 day of December 1955.

[illegible]
Notary Public

My commission expires: Apl 23-1957

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

Personally appeared before me, [illegible], a Notary Public in and for said State and County, the within named Mary Elizabeth N. Burch, one of the Grantors, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 28 day of December 1955.

[illegible]
Notary Public

My commission expires: Apl 23-1957

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, [illegible], a Notary Public in and for the aforesaid State and County, [illegible] and [illegible], with whom I am personally acquainted, and who upon oath acknowledged themselves to be the [illegible] and [illegible], respectively of the Nashville Trust Company, a banking corporation, and that they as such [illegible] and [illegible], being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by [illegible] and [illegible] as [illegible] and [illegible] respectively, and affixing the corporate seal thereto.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 28 day of Dec, 1955.

[illegible]

EXHIBIT "B"

| | | |
|---|---|---|
| $7,000. | City of Columbia, Tenn. 3.40% Sewer Bonds due 3/1/77/67 Acquired April, 1957 | 7,000.00 |
| | BOOK 3792 PAGE 981 | |
| 6,000. | County of Dickson 3 1/2% School Bonds due 2/1/75 Acquired 2/6/58 | 6,076.93 |
| 5,000. | County of Marshall 3 1/4% School Improvement Bonds due 3/1/75, acquired 3/1957 | 5,000.00 |
| 5,000. | City of Maryville 3% Water and Sewer Revenue and Tax Bonds due 1/1/73, acquired Jan., 1958 | 4,600.70 |
| 6,000. | City of Memphis 4.40% Electric Light Plant Revenue Bonds Series A due 1/1/92/67, acquired March, 1958 | 6,495.00 |
| 5,000. | City of Oklahoma Municipal Improvement Authority Water Systems Bonds due July 1, 1992, acquired March, 1963 | 5,084.50 |
| 100 shs. | The Borden Company capital stock, acquired date Jan. 1963 | 5,932.54 |
| 200 shs. | Champlin Oil and Refining Company common stock acquired March, 1961 | 5,389.77 |
| 100 shs. | Chemical Bank New York Trust Company capital stock acquired Jan., 1963 | 8,497.60 |
| 100 shs. | Ford Motor Company common stock acquired July, 1961 | 4,025.00 |
| 206 shs. | Frito-Lay, Inc. common stock acquired Oct., 1961 | 3,645.57 |
| 100 shs. | General Electric Company common stock acquired June, 1960 | 9,423.88 |
| 150 shs. | General Motors Corporation common stock acquired Feb., 1964 | 11,756.25 |
| 50 shs. | Investors Diversified Services Class A common stock acquired Dec., 1961 | 680.00 |
| 336 shs. | Life and Casualty Insurance Company capital stock acquired Dec., 1956, Dec., 1958, Dec.,1961 | 296.09 |
| 100 shs. | R. H. Macy and Company common stock acquired April, 1963 | 6,220.33 |
| 179 shs. | National Life and Accident Insurance Company capital acquired Dec., 1958, Dec., 1961, Jan, 1962 | 1,279.24 |
| 200 shs. | Winn-Dixie Stores, Inc. common stock acquired Dec., 1960 | 5,500.00 |

Nashville Bank & Trust Co., Trustee et al
To Deed

Common Wealth Bank, Successor Trustee

42826

FELIX R. WILSON II REGISTER
DAVIDSON COUNTY
STATE OF TENN

Received Jul 22 11 50 AM '64
Book 109 Page 554
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NO STATE TAX DUE

JUL 22 1964

R. E. WORRALL
COUNTY COURT CLERK
DAVIDSON COUNTY TENN.