BOOK 9881 PG 881

LAW OFFICES
MARTIN & COCHRAN
FOURTH FLOOR
226 THIRD AVENUE NORTH
NASHVILLE, TENNESSEE 37201

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

# LAST WILL AND TESTAMENT OF LOUISE ODOM

I, Louise Odom, a citizen and resident of Davidson County, Tennessee, and domiciled therein, being of sound mind and disposing memory, do make and publish this instrument as my last will and testament, hereby revoking all prior wills and codicils by me made.

## ITEM I

(a) I hereby nominate and appoint my sons Douglas G. Odom, Jr. and Richard A. Odom as co-executors of this my last will and testament. If one of my sons declines or fails to qualify, or after qualifying ceases or becomes unable to serve as such, I direct that the other son shall serve as sole executor. If neither of my sons so serves or continues to serve, I direct that Commerce Union Bank, a state banking corporation with its principal office and place of business in Nashville, Davidson County, Tennessee, shall serve as sole executor. The word "executor," and where appropriate a singular neuter pronoun in its stead, have been used hereinafter and shall be construed throughout my will to refer to the personal representative of my estate, without regard to the fact that my sons may serve as co-executors or that one of them or the said bank may serve as sole executor.

(b) As set forth hereinafter, I have made Commerce Union Bank the sole trustee of the trust estates which may be created under my will, and have referred hereinafter to it in that capacity as "Trustee."

(c) I direct that no fiduciary bond for the faithful performance of duties as such shall be required of either Executor or Trustee.

## ITEM II

(a) All estate, inheritance, succession, legacy, transfer

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and other taxes of a similar nature which are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this will and whether such taxes are payable by my estate or any recipient or beneficiary of such property, shall be paid entirely out of my general and residuary estate as part of the expense of administration thereof with no right of reimbursement from any recipient or any beneficiary of any such property, in such manner and over such period of time as Executor may determine.

(b) Under paragraph 7 of the will of my deceased husband Douglas G. Odom, I was granted a general power of appointment with respect to the corpus of the marital trust created for me. I do hereby exercise the said power of appointment and direct that all property subject thereto shall be paid over and transferred as soon as practicable after my death to Executor, to be held and administered as a part of my general probate estate.

ITEM III

I give and bequeath to each of my grandchildren living at the time of my death the sum of Five Thousand Dollars ($5,000.00). The word "grandchildren" shall mean and include the children, natural or adopted, of my children and shall not include more remote descendants. The issue of a grandchild who predeceases me shall not be entitled to represent or have any interest in the legacy of such predeceased grandchild under this provision. If any grandchild is a minor, Executor may satisfy the bequest to such minor by paying or transferring it to the parent or person having custody of such minor or by establishing a savings account at a bank located in Nashville, Tennessee, in the name of Executor or some other person or entity designated by it, as trustee for said minor. If a trust account is established the person named as trustee shall be under no duty other than to hold the account, together with such interest thereon as is not distributed to or for the use

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and benefit of such minor, and to pay over the account to the minor at his or her majority or to the personal representative of such minor who dies before attaining majority. Executor shall have absolute discretion in determining how the bequest for a minor shall be satisfied pursuant to the foregoing instructions, and the receipt of the person to whom the bequest is paid or distributed or the establishment of the trust account shall be full acquittance to Executor.

ITEM IV

(a) I give and bequeath all of my personal effects, including but not being limited to, wearing apparel and all items of personal use or adornment, automobiles, furniture, furnishings, fixtures and equipment of a household or personal use or nature that may belong to me at my death, including the unexpired insurance policies covering losses of such property, equally to my daughters Judith O. Wilkerson and June O. England, provided that if a daughter predeceases me the interest of such daughter shall lapse and the survivor shall take the whole.

(b) If both my said daughters predecease me, I direct that Executor may dispose of such personal effects in such manner as it deems proper, including sale, distribution to one or more members of my family and/or donations to charitable or religious organizations, provided that Executor shall not distribute to itself any of said personal effects or the proceeds thereof. For purposes of this subparagraph, "members of my family" includes my sons-in-law, my daughters-in-law, lineal descendants (other than my said two sons), and spouses of such descendants. While Executor may consult with members of my family as to the disposition of such personal effects and may make distribution according to each one's preference, I direct that it shall not be bound to do so, and that its exercise of discretion shall be final and binding on all parties in interest, regardless of how that discretion may be exercised. The proceeds of sale, however, of any such items shall be treated as a part

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of my general probate estate.

ITEM V

All the rest and residue of my property, of whatever kind and nature, real, personal or mixed, wherever situated, I give, bequeath and devise, as follows:

(a) My said residuary estate shall be divided into two (2) equal shares, one for each of my daughters, that is, Judith O. Wilkerson and June O. England, provided that if either predeceases me and leaves no issue her surviving at the time of my death, no division into shares shall be made, and the entire residuary estate shall be held or distributed as hereinafter provided for my surviving daughter, or if she predeceases me, her issue who are living at my death.

(b) Executor shall pay over and distribute to a daughter, or the personal representative of her estate, as the case may be, the residuary share to which she would be entitled, if she so requests in writing within a period of six (6) months after my death or if she dies after my death and prior to distribution of her share to Trustee as hereinafter provided.

(c) A share which is not distributed to a daughter pursuant to the foregoing subparagraph shall be paid over and distributed to Commerce Union Bank, as Trustee, subject to the following terms and conditions:

(i) A separate trust estate, bearing such daughter's name, shall be established from the share to which a daughter or the surviving issue representing her is entitled.

(ii) During a daughter's life, Trustee shall pay to or for her use and benefit the net income (that is, the income paid to or collected by Trustee less expenses, reasonable reserves and taxes charged or allocated by Trustee against such income) arising from her trust estate, said payments to be made at least quarterly. Trustee may further pay to or for the benefit of such daughter such amount or amounts of the principal of her trust estate, even to the exhaustion thereof, as it deems

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necessary or advisable for her comfort, maintenance and support.

(iii) A daughter may at any time and from time to time withdraw all or any part of the principal of the trust estate bearing her name, by written direction to Trustee; and at her death, any part of the principal remaining in Trustee's hands shall be paid over and distributed to the personal representative of her estate.

(iv) If a trust estate is established for the surviving issue of a predeceased daughter, Trustee shall pay the net income as hereinabove defined to or for the use and benefit of the issue of the daughter whose name the trust bears, without being bound to observe equality among such issue, such payments to be made at least quarterly. Further, Trustee may, in its sole discretion, pay to or for the benefit of such issue, without being required to observe equality among them, such amount or amounts of the principal of the trust estate, even to the exhaustion thereof, as it deems necessary or advisable for the comfort, maintenance and support or reasonable educational needs of any such issue. Such trust shall terminate twenty-one (21) years after the death of the daughter whose name the trust bears, and at such time Trustee shall pay over and distribute such estate per stirpes to such daughter's issue; provided that if all such issue die prior to the termination of the trust as aforesaid, the trust shall terminate at the last death of such issue and the estate shall be distributed to my other daughter if living or if not to her then surviving issue per stirpes.

(d) Neither the principal nor the income of any trust estate created hereunder shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated, or encumbered by any beneficiary, nor shall any income or any principal of any trust estate be in any manner subject to or liable in the hands of Trustee for the debts, contracts, liabilities, obligations or encroachments of any beneficiary or be

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subject to any assignment or any other voluntary or involuntary alienation of disposition whatsoever, except to the extent that a daughter may withdraw principal pursuant to Item V(c)(iii).

ITEM VI

In the administration of my estate and of the trust estates herein created, I direct that Executor and Trustee shall have and may exercise those fiduciary powers set forth in Section 3, Chapter 110 of the Tennessee Public Acts of 1963, the same being Section 35-618, Tennessee Code Annotated, including the introductory paragraph thereof and subparagraphs 1 through 32 thereof, and for such purpose I do hereby incorporate the language of said section herein with the same effect as though such language were set forth verbatim in this will and I further direct that Executor and/or Trustee shall in addition thereto have the following powers:

(a) In the exercise of the fiduciary's sole discretion to make payments or distributions to or for the beneficiaries in any one or more of the following ways: (i) directly to such beneficiary; (ii) directly in payment of the expense of support, maintenance, schooling, medical, surgical, hospital or the institutional care of such beneficiary; (iii) to the legal or natural guardian of such beneficiary; (iv) to any other person, whether or not appointed guardian of the person, who shall have the care and custody of the person of such beneficiary. The fiduciary shall not be under any duty to see to the application of the funds so paid, provided that it exercises due care in the selection of the person to whom such funds are paid and the receipt of such person shall be full acquittance to fiduciary.

(b) As to Executor only, to elect whether any item of expense incurred in the administration of my estate shall be claimed as a deduction on the income or estate tax return of my estate, as in its sole discretion it deems advisable. No compensating adjustments between income and principal shall be required or made as a result of Executor's election, and no beneficiary shall have any claim against Executor or my estate

by reason thereof. BOOK 9884 PG 887

(c) As to Executor only, to treat real property as a part of my probate estate for administration purposes, it being my intent that no distinction be made between real and personal property although real property shall not be considered as personal effects under Item IV.

ITEM VII

To the extent that I may legally do so, I excuse Executor and Trustee from making reports to any court while acting in either capacity. Trustee shall make a separate report from time to time, at least as often as annually, to the adult income beneficiary or beneficiaries of a trust estate and to the guardian or person having custody of a minor or incompetent income beneficiary, showing in reasonable detail the condition of the trust estate, the amount of its principal, its income, expenses and distributions, and such other information as Trustee deems needful or desirable.

ITEM VIII

All questions pertaining to the validity, construction and administration of this my last will and testament, or of any trust created hereunder, shall be determined in accordance with the laws of the State of Tennessee.

IN WITNESS WHEREOF, I have executed this instrument as and for my last will and testament at Nashville, Davidson County, Tennessee, on this 20 day of December, 1978.

Louise Odom

Louise Odom

Testatrix

ATTESTING WITNESSES:

E. Allen Bunch

M. Taylor Harris, Jr.

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STATE OF TENNESSEE]
]
COUNTY OF DAVIDSON] AFFIDAVIT

The undersigned, the foregoing attesting witnesses, being first duly sworn, severally make oath and swear that at the request of the testatrix this affidavit has been made and given, that the testatrix Louise Odom, declared the foregoing instrument to be her last will and testament and thereupon signed the same and initialed each page thereof in the sight and presence of the undersigned, the foregoing attesting witnesses, who at her request and in her sight and presence and in the sight and presence of each other subscribed their names thereto as attesting witnesses, that the signatures of the testatrix and attesting witnesses are genuine, and that the testatrix, being questioned, was, in the opinion of the undersigned, of sound mind and over the age of 18 years.

IN WITNESS WHEREOF, the undersigned have severally subscribed their names on this 20th day of December, 1978.

E. Neva Berry

M. Taylor Harris, Jr.

Sworn to and subscribed before me
this 20 day of December, 1978.

Mrs Dure Pulliam
Notary Public

My Commission expires April 28, 1981.

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IDENTIF. & REFERENCE

95 DEC 11 PM 12:39
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

7066 12/11 0101 03CHECK 40.00

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# CODICIL NO. 1

# TO THE LAST WILL AND TESTAMENT

# OF

# LOUISE ODOM

I, Louise Odom, a resident of Davidson County, Tennessee, having heretofore made and published my last will and testament executed December 20, 1978, and witnessed by G. Rhea Bucy and M. Taylor Harris, Jr., do make and declare this as Codicil No. 1 thereto, to-wit:

1. In Items I and V of my said will I referred to Commerce Union Bank as successor or substitute Executor and as Trustee of any trust estate which might be created under my will. NationsBank of Tennessee, N.A., a national banking association with its principal office in Davidson County, Tennessee, has succeeded to the interests of Commerce Union Bank. Accordingly I hereby substitute NationsBank of Tennessee, N.A., in lieu of Commerce Union Bank in the capacities specified in my will. Further for clarity in Item VI, I authorized the exercise of certain fiduciary powers and made reference to Section 35-618, Tennessee Code Annotated, which section has now been renumbered as Section 35-50-110.

2. I hereby delete Item III of my said will in its entirety.

3. In Item VII of my said will, I undertook to excuse Executor and Trustee from making reports. I do hereby amend said Item and specifically provide that Executor is hereby excused from making and filing any inventory of the estate and that the requirement for Executor to make court accountings of the estate is hereby waived.

I hereby ratify, republish and reaffirm my said last will and testament in all respects except as modified by this Codicil No. 1.

IN WITNESS WHEREOF, I have executed this Codicil No. 1 to my last will and testament at Nashville, Tennessee, on this the 4th/94 day of April, 1994.

Louise Odom
Louise Odom, Testatrix

Signed, sealed, published and declared by the Testatrix, Louise Odom, to be Codicil No. 1 to 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:

| Names | Addresses |
|---|---|
| Jeanette Eledge | Madison, Tn |
| Betty Lou Link | Madison TN |

THIS CODICIL PREPARED BY:

GULLETT, SANFORD, ROBINSON & MARTIN
230 Fourth Avenue North, Third Floor
P. O. Box 198888
Nashville, TN 37219-8888

I Richard R. Rooker, [illegible] of Davidson County, State of [illegible] the foregoing is a full, true and [illegible] of record in my office. Will Book [illegible] 94
Given under my hand and [illegible] office, in Nashville, this 4th day of April 19 95

RICHARD R. ROOKER, CLERK

By Lynn Rundell

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# AFFIDAVIT

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

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

1. That they are adult citizens and residents of the state listed beside their respective signatures on the Codicil No. 1 to the last will and testament described hereinbelow.

2. That they witnessed the execution of the Codicil No. 1 to last will and testament of Louise Odom, dated the 7 day of April, 1994, to which this Affidavit is attached, and that this Affidavit is being made at the request of the Testatrix and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

3. That their signatures are affixed to the said Codicil No. 1 to the last will and testament, that they signed or affixed the same at the instance and request of the Testatrix, and in her presence, and in the presence of each other, at the place and on the date recited in said Codicil No. 1 to the last will and testament.

4. That the Testatrix signed said paper writing as and for her Codicil No. 1 to her last will and testament in their sight and presence.

5. That at the time they witnessed said Codicil No. 1 to the last will and testament, the Testatrix was, in their opinion, of sound mind.

Juanita Hoetker
WITNESS

Betty Lou Winkler
WITNESS

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 7th day of April, 1994.

Teresa A. Sims
Notary Public

My Commission Expires: 1-22-95

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