BOOK 11227 PAGE 578

This instrument prepared by
John J, Archer, Atty., 300 Jas. Robertson Pky., 3rd Floor, Nashville, TN 37201

ADDRESS NEW OWNER	SEND TAX BILLS TO	MAP/ PARCEL ID
Pamela Boleyjack White, Tr. 12404 Thompkins Dr. Austin, TX 78753	Pamela Boleyjack White, Tr. 1301 Neely's Bend Rd., K-85 Madison, TN 37115	52-16-A-85

STATEMENT OF SUCCESSOR TRUSTEE
REGARDING REAL ESTATE HELD IN TRUST

Whereas, by a written Declaration of Trust dated the 6th day of September, 1995, Veeda L. Boleyjack established the VEEDA L. BOLEYJACK TRUST, naming Veeda L. Boleyjack as Trustee, and appointing Pamela Boleyjack White as Trustee upon the death or resignation of Veeda L. Boleyjack, a true copy of said Declaration of Trust being attached hereto as Exhibit One;

And whereas, by Special Warranty Deed of record in Book 9786, page 231, Register's Office for Davidson County, Tennessee, Veeda L. Boleyjack conveyed to Veeda L. Boleyjack, Trustee of the Veeda L. Boleyjack Trust, that certain tract or parcel of land in Davidson County, Tennessee, described as follows:

> Being Unit No. K-85 on the Plan of Neely's Bend Condominium, according to the Master Deed of record in Book 5483, page 86, in the Register's Office of Davidson County, Tennessee, and more particularly described in Plat Book 5200, page 200, said Register's Office, to which Plat reference is here made.
> Same being improved property at 1301 Neely's Bend Road, K-85, Madison, TN 37115

And whereas, the said Veeda L. Boleyjack died intestate in Davidson County, Tennessee, on June 11, 1998, then seized and possessed of said real property as Trustee aforesaid; and I, the undersigned Pamela Boleyjack White, have accepted appointment as Successor Trustee under the said Declaration of Trust and do now offer this instrument for recording pursuant to the provisions of T.C.A. § 35-1-111.

Witness my hand, this 24 day of November, 1998

341998/01 0101 03CHECK 30.00

Pamela B. White

PAMELA BOLEYJACK WHITE, TRUSTEE
VEEDA L. BOLEYJACK TRUST
12404 Thompkins Dr.
Austin, TX 78753

98 DEC -1 PM 2:35
ALL DAVIDSON COUNTY REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

05118602
IDENTIF. # REFERENCE

STATE OF TEXAS
COUNTY OF TRAVIS

On this 24th day of November, 1998, before me personally appeared PAMELA BOLEYJACK WHITE, to me known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, and acknowledged that she, as Trustee of the Veeda L. Boleyjack Trust, executed the same as her free act and deed. I certify that I am a Notary Public authorized to act and now acting within and for the State and County above mentioned; and I have signed my name and imprinted my official seal hereon, the day and year above written.

My commission expires _____

Dolores J. Jones
Notary Public

NOTARY PUBLIC STATE OF TEXAS
DOLORES J. JONES
Notary Public, State of Texas
My Commission Expires
NOV. 19, 2001

DECLARATION OF TRUST

I, Veeda L. Boleyjack, of Nashville, Davidson County, Tennessee, as Grantor, have transferred, conveyed and assigned to myself, as Trustee, the property described in Schedule A attached hereto. I hereby declare that I and my successors as Trustee shall hold and administer such property and all other property at any time or times hereafter transferred to the Trustee (including any property transferred by reason of my death), together with the proceeds of all such property and all investments and reinvestments thereof, in trust and as a trust estate, as follows:

FIRST: This Declaration and the trust estate hereby created, as at any time amended prior to my death, shall be known as the **VEEDA L. BOLEYJACK TRUST.**

SECOND: (a) During my lifetime I shall have the right to receive all benefits of, and the exclusive right to use, occupy and possess, all real property held in the trust estate, and the Trustee shall permit and allow all such real property to be used, occupied and possessed in such manner and by such persons as I may from time to time direct. And during my lifetime the Trustee shall pay to me such part or all of the net income and principal of the trust estate as I shall at any time or times direct in writing. Any net income not paid to me in any taxable year shall be added to the principal of the trust estate.

(b) If at any time during my lifetime I am not acting as Trustee and the then acting Trustee shall determine that I am incapable, by reason of physical or mental disability, of giving prompt and intelligent consideration to business matters, the Trustee shall pay to me or apply for my benefit such part or all of the net income and principal of the trust estate as the Trustee shall deem desirable to provide for my comfortable support, medical care and best interests. Any net income not so paid or applied in any taxable year shall be added to the principal of the trust estate.

THIRD: Upon the event of my death my mother, Gloria M. Boleyjack, during her lifetime, shall have the right to receive all benefits of, and the exclusive right to use, occupy and possess (without payment of rent or other charge therefor) all real property held in the trust estate, and the Trustee shall permit and allow my mother the full use, occupancy and possession of said property; provided, however, that my mother shall be responsible for the payment of taxes, insurance premiums, repairs, maintenance, and other charges against the real property during the period of her use, occupancy and possession of said property. And upon my death the Trustee shall pay all of the net income of the trust estate to my mother. Such payments of income shall be made annually, or more frequently if the Trustee so elects. If the net income from this trust estate, together with all other income and resources of every nature available to my mother, are not sufficient to provide adequate medical care for her, the Trustee is authorized to expend at any time or times (after my death) such amount or amounts from the principal of the trust

This instrument was prepared by John J. Archer, Attorney
300 James Robertson Parkway, Nashville, Tennessee 37201

estate as may be reasonably necessary to provide adequate medical care for my mother. The term "medical care" as used herein includes hospitalization and other institutional care, the services of physicians and other medical practitioners, nursing assistance, medically related custodial care, special treatment or training, medications, and medical apparatus and equipment. Provided, however, and in all events, the Trustee is prohibited from making any such expenditure of principal if same would cause my mother to lose the benefit of any private or governmental insurance or assistance program or would prevent her from receiving any benefit from any such private or governmental insurance or assistance program.

FOURTH: (a) Upon the death of my mother (or upon my death if my mother does not survive me), if there is any child of mine then living who is less than 21 years of age, the Trustee shall expend such amounts of the income and principal of the trust estate as the Trustee shall, from time to time and in the sole discretion of the Trustee, deem necessary to provide adequately for the care, maintenance and education of my child or children under 21 years of age. Should there be more than one such child of mine, the relative needs of the children shall be considered and the expenditures by the Trustee need not be equal as to all children. Any net income not so expended in any taxable year shall be added to the principal of the trust estate. When the youngest of my surviving children attains 21 years of age, this trust shall terminate and the entire remaining trust estate, both principal and accrued income, shall be distributed to my surviving child or children, in equal shares if there be more than one such child. In making distribution the Trustee shall not take into account any previous expenditures for the benefit of my children, whether same were equal or unequal. If at the time of my mother's death (or at the time of my death if my mother does not survive me), there shall be a child or children of mine then living, but no such child is less than 21 years of age, then and in such event this trust estate shall be distributed in equal shares to my then surviving children. And should I have a child or children who become current income beneficiaries of this trust, but no such child shall live to attain 21 years of age, then and in such event and upon the death of the survivor of my children, this trust shall thereafter be held and administered for the use and benefit of my niece, Amelia Barbee, upon the terms set out in the immediately following section.

(b) If at the time of my mother's death (or at the time of my death if my mother does not survive me), there is no child of mine then living, then and in such event the Trustee shall expend such amounts of the income and prihcipal of the trust estate as the Trustee shall, from time to time and in the sole discretion of the Trustee, deem necessary to provide adequately for the care, maintenance and education of my niece, Amelia Barbee. Any net income not so expended shall be added to the principal of the trust estate. When my said niece attains 21 years of age (or at the time she would become a current income beneficiary of this trust if she is then 21 years of age), this trust for her benefit shall terminate and the entire trust estate shall be distributed to her, outright and in fee. The provisions herein made for the benefit of my said niece are alternate provisions and shall be effective only in the event that there is no surviving child of mine to receive the benefits set out in the immediately preceding section.

FIFTH: During the incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid hereunder, the Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as the Trustee may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the care, comfort, support or education of such beneficiary. The Trustee shall have uncontrolled discretion to determine whether a beneficiary is incapacitated, and the Trustee's determination shall be conclusive.

SIXTH: No interest in the income or principal of the trust estate (except my interests as a beneficiary) shall be alienated, encumbered, assigned or pledged by any beneficiary of this trust, nor be subject to attachment or to any claims of creditors while in the possession and control of the Trustee.

SEVENTH: As to the Trustee, including any successor Trustee, I provide as follows:

(a) Upon my death, resignation (without appointment of another as Trustee), or inability to act (as that term is herein defined) as the Trustee, I appoint my sister, Pamela Boleyjack-White, as the Trustee hereunder.

(b) Any determination of my inability to act as the Trustee hereunder shall be made (1) by an adjudication of my incompetency by a court of competent jurisdiction or, in the absence of such adjudication, (2) by the delivery to my successor Trustee, as hereinabove provided, of a written certificate stating that by reason of my mental or physical incapacity I am incapable of properly managing my business affairs, such certificate to be executed by a licensed physician then attending me. My successor named as the Trustee may rely conclusively upon any such certificate. Notwithstanding the foregoing, if at any time thereafter another written certificate similarly executed shall be delivered to the then acting Trustee, which certificate shall state that my capacity has been restored and that I am capable of properly managing my business affairs, in each such case I shall again become the Trustee upon filing my written acceptance of trusteeship with the then acting Trustee, whereupon the accounts of the then acting Trustee shall stand approved, and such Trustee shall be fully discharged upon delivery of the trust assets then comprising the trust estate to me as the Trustee.

(c) Any Trustee may resign by giving thirty (30) days' written notice to the successor as Trustee and to the current income beneficiary of the trust. With the written consent of such income beneficiary, each such successor Trustee may accept without liability the accounts rendered and the assets delivered to the successor by the predecessor Trustee. No successor Trustee shall have any duty to inquire into or be in any manner responsbile for any act or failure to act of any predecessor Trustee.

(d) Each successor Trustee shall have all of the powers, duties and discretions of such Trustee's predecessor.

(e) The Trustee shall render a statement of receipts, disbursements and inventory at least annually to the current income beneficiary of the trust, who may approve any such statement with the same effect as its approval by a court of competent jurisdiction.

(f) No Trustee shall be required to obtain the approval of any court in the exercise of any power or discretion herein conferred upon the Trustee, unless such authority or approval shall be specifically required by law and may not be hereby waived. No Trustee shall be required, in the absence of overriding statute or order, to make any report or accounting to any court, or to furnish any bond or security thereon for the proper performance of the Trustee's duties.

(g) No person dealing with any Trustee shall be required to see to the application of any money or property paid or delivered to the Trustee.

(h) Any Trustee shall have the power and authority to pay all expenses incurred in the administration of the trust, including reasonable compensation to the Trustee (but not compensation to me while acting as Trustee).

(i) Any Trustee shall have the power and authority to accept additional property from any source and administer it as a part of the trust.

(j) Subject to all other provisions of this Declaration and to the extent not in conflict therewith, I authorize the Trustee (including any successor Trustee) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of the trust estate, to exercise any or all of the powers set forth in Section 3 of Chapter 110 of the Tennessee General Assembly of 1963, T.C.A. § 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Declaration) are granted, notwithstanding that said statute hereafter may be amended or repealed.

EIGHTH: The validity and construction of this Declaration and matters relating to the administration of the trust created hereunder shall be governed by the law of the State of Tennessee.

NINTH: At any time or times during my lifetime I shall have the right and power to amend or revoke this Declaration, in whole or in part, by delivery of a written instrument to the then acting Trustee, and to remove any then acting Trustee and to appoint one or more persons (or corporations qualified to do trust business) as his, her, its or their successor Trustees. If I shall revoke this Declaration in whole or in part, all assets of the trust estate made subject to my

revocation shall be transferred, conveyed and delivered to me or upon my order. The foregoing powers are personal to me and may not be exercised by my legal representatives or others.

In witness whereof, I have signed this Declaration of Trust this 6th day of September, 1995.

Veeda L. Boleyjack
VEEDA L. BOLEYJACK, GRANTOR
SSN [redacted] 3903

Veeda L. Boleyjack, Trustee
VEEDA L. BOLEYJACK, TRUSTEE

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this 6 day of September, 1995, before me personally appeared VEEDA L. BOLEYJACK, with whom I am personally acquainted, who acknowledged that she, in the capacities of Grantor and Trustee as therein stated, did execute the foregoing Declaration of Trust for the purposes therein contained. I certify that I am a Notary Public authorized to act and now acting within and for the State and County aforementioned; and I have signed my name and have imprinted my official seal hereon, the day and year above written.

My commission expires: 11-22-97

Notary Public

THIS INSTRUMENT PREPARED BY:
John J. Archer, Atty., 300 Court Square Bldg., Nashville, TN 37201

Pursuant to the provisions of T.C.A. § 67-4-409(a)(3)(F), this transfer is exempt from recordation tax.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Veeda L. Boleyjack, Trustee
Grantee or Grantee's Agent

Sworn to and subscribed before me this 6 day of September, 1995.

My commission expires: 11-22-97

Notary Public

ADDRESS NEW OWNER	SEND TAX BILLS TO	MAP/PARCEL ID
Veeda L. Boleyjack, Trustee 1301 Neely's Bend Rd., K-85 Madison, TN 37115	Same	52-16-A-85

SPECIAL WARRANTY DEED

For good and adequate consideration, the Grantor, VEEDA L. BOLEYJACK, unmarried, hereby transfers and conveys unto the Grantee, VEEDA L. BOLEYJACK, TRUSTEE of the Veeda L. Boleyjack Trust, with full power to mortgage, sell, transfer and convey without the joinder of any beneficiary, that certain tract or parcel of land in Davidson County, Tennessee, described as follows:

> Being Unit No. K-85, on the Plan of Neely's Bend Condominium, according to the Master Deed of record in Book 5483, page 86, in the Register's Office of Davidson County, Tennessee, and more particularly described in Plat Book 5200, page 200, said Register's Office, to which Plat reference is here made.
>
> Being the same property as described and conveyed in the deed from Walter F. Duke and wife, Linda B. Duke, to Veeda L. Boleyjack, unmarried, of record in Book 8179, page 850, said Register's Office.

This is improved property known as 1301 Neely's Bend Road, K-85, Madison, TN 37115.

I covenant that I am lawfully seized and possessed of the said land in fee simple and have a good right to convey it, and I warrant the title against all persons claiming under me; but this conveyance is made subject to any and all restrictions, servitudes, easements, liens and encumbrances as may now affect the said property.

Witness my hand, at Nashville, Tennessee, this 6th day of September, 1995.

Veeda L. Boleyjack
VEEDA L. BOLEYJACK

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this 6 day of September, 1995, before me personally appeared VEEDA L. BOLEYJACK, to me known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed. I certify that I am a Notary Public authorized to act and now acting within and for the State and County above mentioned; and I have signed my name and have imprinted my official seal hereon, the day and year above written.

My commission expires: 11-22-97

Notary Public

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

9507/JJA
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