Davidson County WILL
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WILL

OF

WILLIAM STEPHEN HARPER, SR.

I, **William Stephen Harper, Sr.** of Nashville, Tennessee, declare this to be my Will and I revoke all prior Wills and codicils that I have made. My spouse is **Imogene Bratton Harper**, and my son is **William Stephen Harper, Jr.** of Franklin, Tennessee.

DEBTS, EXPENSES, AND TAXES

ARTICLE I

All my debts, expenses of my final illness, and expenses of administration shall be paid out of the residue of my estate. Furthermore, estate tax, inheritance tax, and income tax, due to either the state or federal government shall also be payable out of the residue of my estate.

I waive any right of reimbursement for, recovery of, or contribution toward the payment of those taxes and administration expenses, except my personal representative shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of federal or state estate or inheritance tax attributable to property over which I have a general power of appointment, or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as from time to time amended ("Code"), and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. Furthermore, I waive the right of recovery accorded under Section 2207A of the Code.

William S Harper

TANGIBLE PERSONAL PROPERTY

ARTICLE II

A. I give all the tangible personal property that I own at my death, including any household furniture and furnishings, automobiles, books, pictures, jewelry, art objects, hobby equipment and collections, wearing apparel, and other articles of household or personal use or ornament, to my spouse, **Imogene Bratton Harper** ("my spouse"), or, if my spouse is not then living, to my son **William Stephen Harper, Jr.**, or, if not then living, my tangible personal property shall pass as a part of my residue.

If disagreement persists six (6) months after my death I direct that the items subject to disagreement be sold and the proceeds distributed as directed hereinabove.

SPECIFIC BEQUEST

ARTICLE III

A. If my spouse survives me by six (6) months (and for all purposes of this Will if the actual sequence of our deaths cannot readily be determined, my spouse shall be presumed to have survived me), I give to my spouse, the smallest pecuniary amount necessary to produce the least federal estate tax payable by reason of my death, and consideration of the federal credit for state death taxes shall be limited to the extent the state death taxes paid are not thereby increased.

B. I recognize that under some circumstances no property may be allocated to the specific bequest to my spouse pursuant to the formula specified above.

C. For purposes of determining the pecuniary amount specifically bequeathed to my spouse, I direct that:

1. Adjustments shall not be made between income and principal or in determining the pecuniary amount to compensate for the effects of certain tax elections made by my personal representative;

2. None of the provisions of this Article, including for example the use of the term "smallest", shall be construed as requiring any particular exercise or non exercise of tax elections, regardless of their effect on determination of the pecuniary amount; and

3. The pecuniary amount shall be determined assuming a federal estate tax marital deduction is allowed for property funding this specific bequest to my spouse; provided, however, the bequest shall be diminished if, and to the extent, it is not possible to fund this bequest with property which qualifies for the federal estate tax marital deduction.

4. This specific bequest may only be funded with property qualifying for the federal estate tax marital deduction.

5. This specific bequest shall be funded based upon the value, as finally determined for federal estate tax purposes, with property funding this bequest fairly representative of appreciation and depreciation of assets in the general estate.

6. Except to the extent other available assets are inadequate, property which represents the right to income in respect of a decedent under Section 691 of the Code shall not be allocated to this bequest.

RESIDUE

ARTICLE IV

A. I give, devise, and bequeath the rest, residue, and remainder of my estate to the Trustee named in Paragraph A of Article VI hereof to be held, as of the date of my death, in a separate Trust named the Family Trust. The Family Trust shall be administered as follows:

B. If my spouse survives me, then commencing as of the date of my death and during the life of my spouse the Trustee may distribute to my spouse net income and principal of the Family Trust, even to the extent of exhausting principal for the health, support, and maintenance of my spouse.

1. Any undistributed net income shall be accumulated and added to the principal of the Family Trust, as from time to time determined by the Trustee;

C. If my spouse survives me, then upon the death of my spouse, the Trustee shall distribute outright the balance remaining to my son.

D. If the foregoing predecease the outright distribution hereof, one-half in value of the remaining Trust principal and income shall be distributed outright to those persons who would have been entitled to receive my personal property under the laws of the State of Tennessee, in effect on the date of this instrument, had I died intestate, domiciled in the State of Tennessee, immediately after the death of the last to die of my spouse and all my descendants, and in the proportions determined under those laws, and the remaining one-half in value of the Trust principal and income shall be distributed outright to those persons who would have been entitled to receive the personal property of my spouse under the laws of the State of Tennessee, in effect on the date of this instrument, had my

spouse died intestate, domiciled in the State of Tennessee immediately after the death of the last to die of myself and all my descendants, and in proportions determined under those laws.

ADMINISTRATIVE POWERS

ARTICLE V

A. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability, or in the opinion of the Trustee is incapable of properly managing his or her financial affairs, then the Trustee may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary, or to a custodian selected by the Trustee for the beneficiary under a Uniform Transfers to Minors Act or similar applicable law, or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustee considers advisable, provided however, no distributions may be made in satisfaction of the Trustee's or other fiduciary's obligation of support or otherwise. As used throughout this instrument, the term "lawful guardian" shall mean successively in the order named (i) the court-appointed guardian of the estate, (ii) either parent, or (iii) the individual having personal custody (whether or not a court-appointed guardian) where no guardian of the estate has been appointed.

B. In all circumstances, despite any provision of law to the contrary, no power of appointment or power of withdrawal shall be subject to involuntary exercise, and no interest of any beneficiary shall be subject to anticipation, to claims for alimony or support, to voluntary transfer without the written consent of the Trustee, or to involuntary transfer in any event.

C. Any Trust principal or net income as to which a power of appointment is exercised shall be distributed to the appointee or appointees upon such conditions and estates, in such manner (in Trust or otherwise), with such powers, in such amounts or proportions, and at such time or times (but not beyond the period permitted by any applicable rule of law relating to perpetuities) as the holder of the power may specify in the instrument exercising the power. In determining whether a testamentary power of appointment has been exercised, the Trustee may rely on a Will admitted to probate in any jurisdiction as the Will of the holder of the power or may assume the holder left no Will in the absence of actual knowledge of one within three months after the holder's death.

D. If at any time the Trustee shall determine that the Trust is of a size that is no longer economical to administer, the Trustee, without further responsibility, may (but need not) distribute the Trust to the beneficiaries thereof in proportions based upon the actuarial value of the respective beneficial interests.

E. The Trustee and personal representative hereunder shall have all powers enumerated in T.C.A. Tennessee Code Annotated Section 35-50-110 as if copied verbatim herein and which are incorporated herein by reference with the intent of conferring on the aforesaid full authority to exercise all powers listed therein, as currently provided, and as amended from time to time.

F. The powers granted in this Article shall be in addition to those granted by law and may be exercised even after termination of all trusts hereunder until actual distribution of all Trust principal, but not beyond the period permitted by any applicable rule of law relating to perpetuities.

G. To the extent that such requirements can legally be waived, no Trustee or personal representative shall ever be required to give bond or security, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court with respect to the exercise of any power or discretion granted in this instrument.

H. This instrument and all dispositions hereunder shall be governed by and interpreted in accordance with the laws of the State of Tennessee.

I. No person who shall be serving as a Trustee or Co-Trustee of any Trust created hereunder may participate in any discretionary decision of the Trustee to: (1) allocate corpus to themselves as a beneficiary of such Trust except as such power of the Trustee is limited by an ascertainable standard relating to the health, education, support, or maintenance of himself or herself; or (2) allocate corpus to other beneficiaries for whom such Trustee has a legal obligation of support at the time such decision is made. In addition, should such Trust at any time be the owner of a policy of insurance insuring the life of any Trustee thereunder, the Trustee insured thereby shall have no authority, notwithstanding any other provision of this Trust instrument, to exercise or participate in the exercise of any incident of ownership respecting such policy. Furthermore, except as hereafter provided, a special Trustee shall be appointed by the majority of beneficiaries (other than the insured) who shall perform the sole task of exercising incidents of ownership as it deems in the best interest of the beneficiaries as a class. The prohibitions set forth above shall, however, not be applicable to my surviving spouse with respect to any Trust or share for which a marital deduction is claimed and allowed in my estate for federal estate tax purposes. The holder of any non-general power of appointment hereunder shall not be authorized to exercise such power with

respect to any policy of life insurance under which such power holder is an insured person within the meaning of IRC Section 2042.

APPOINTMENT OF FIDUCIARIES

ARTICLE VI

A. On my death, I name my spouse, **Imogene Bratton Harper** of Nashville, Tennessee and **William Stephen Harper, Jr.** of Franklin, Tennessee as Co-Trustees of each Trust hereunder.

B. I nominate and appoint my son, **William Stephen Harper, Jr.**, as personal representative of this Will. If my son predeceases me, or otherwise declines to serve, I appoint **Third National Bank** of Nashville, Tennessee as my personal representative.

C. In addition to all powers granted by law, my personal representative shall have the power to sell real or personal property at public or private sales for any purpose and to hold title to property in the name of a nominee all of which are to be exercised without court order.

I signed this my Last Will And Testament this 17th day of April, 1995.

William Stephen Harper Sr

William Stephen Harper, Sr.

On the date last above written, we saw **William Stephen Harper, Sr.**, in our presence, sign the foregoing instrument at its end. He then declared it to be his Will, and requested us to act as witnesses to it. We then, in the presence of each other, signed our names as attesting witnesses, believing him at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

William S Harper

C. Christopher Allen

1026 Norfleet Drive
Residing at
Nashville, TN 37220

Lori Allen

1026 Norfleet Drive
Residing at
Nashville, TN 37220

STATE OF TENNESSEE)
) SS
COUNTY OF DAVIDSON)

Christopher Allen and Lori K. Allen, being severally duly sworn, depose and say that :

We are acquainted with **William Stephen Harper, Sr.,** who executed this annexed Will, consisting of ten (10) typewritten pages, dated April 17, 1995 on that date at Nashville, Tennessee, by subscribing his name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, **William Stephen Harper, Sr.** declared the instrument so subscribed by his to be his Will, and we thereupon signed our names as witnesses at the end of said instrument at

William S Harper

his request and in his presence and sight, and in the presence and sight of each other.

At the time of executing said Will, **William Stephen Harper, Sr.** was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any restraint or in any respect incompetent to make a Will.

This affidavit is made at the request of said **William Stephen Harper, Sr.**

The annexed Will was examined by the undersigned at the time this affidavit was made.

C Christopher Allen

Lori Allen

SWORN TO AND SUBSCRIBED before me, this 17th day of April, 1995.

Danny Dunham

NOTARY PUBLIC

My Commission Expires: 3-27-99

FIRST CODICIL TO THE WILL

OF

WILLIAM STEPHEN HARPER, SR.

I, **William Stephen Harper, Sr.**, of Nashville, Davidson County, Tennessee, declare this to be a first codicil to my Last Will and Testament dated April 17, 1995.

FIRST: I delete Article IV of my will and substitute therefor the following:

RESIDUE

ARTICLE IV

A. If my spouse survives me, I give all the rest, residue and remainder of my property, of every kind and nature and wheresoever situated, whether real or personal, but excluding any property over which I have power of appointment (my "residuary estate"), to the trustee designated in Paragraph A. of Article VI of this Will to be held as a separate trust named the Family Trust, to be administered and distributed as follows:

1. Commencing as of the date of my death and during the life of my spouse, the trustee shall distribute to my spouse as much of the net income and principal of the trust, even to the extent of exhausting principal, as the trustee determines from time to time to be required for my spouse's health, support and maintenance. The trustee shall add any undistributed net income to the principal of the trust from time to time, as the trustee determines.

William Stephen Harper, Sr.

2. Upon the death of my spouse, the trustee shall distribute, outright and free of trust, to my son, **William Stephen Harper, Jr.**, if he is then living, the remaining trust principal and any accrued or undistributed net income.

3. Upon the death of my spouse, if my son is not then living, the trustee shall distribute to such one or more persons or organizations such part or all of the remaining trust principal and any accrued or undistributed net income as my spouse may appoint by will specifically referring to this power of appointment, except that this power shall not be exercisable in favor of my spouse, the estate of my spouse, or the creditors of either.

4. Upon the death of my spouse, if my son is not then living, the trustee shall distribute the remaining trust principal and any accrued or undistributed net income, if any, not effectively appointed by my spouse under the power of appointment created in subparagraph 3 of this Paragraph A, as follows:

(a) First, the sum of Fifty Thousand and no/100 ($50,000) Dollars to my granddaughter, **Allison Simpson Harper**, if she is then living, outright and free of trust; and

(b) Second, the remaining balance shall be distributed outright and free of trust to my daughter-in-law, **Mary C. Harper**, if she is then living; and if she is not then living, to her then living descendants, per stirpes.

B. If my spouse does not survive me, I give my entire residuary estate, outright and free of trust, to my son, **William Stephen Harper, Jr.**, is he survives me; and if he fails to survive me then I give my residuary estate as follows:

1. First, I give the sum of Fifty Thousand and no/100 ($50,000) Dollars to my granddaughter, **Allison Simpson Harper**, if she survives me, outright and free of trust; and

William Stephen Harper, Sr.

2. Second, I give the remainder of my residuary estate, outright and free of trust, to my daughter-in-law, **Mary C. Harper**, if she survives me, and if she fails to survive me, to her then living descendants, per stirpes.

SECOND: I delete Paragraph D. of Article V of my will.

THIRD: I delete Paragraph B of Article VI of my will and substitute therefor the following:

B. I nominate and appoint my son, **William Stephen Harper, Jr.**, as personal representative of this Will. If my son predeceases me, or otherwise declines to serve, I appoint my spouse's nephew, **Scott Williams**, as my personal representative. I hereby expressly excuse my personal representative from filing an inventory or an accounting of my estate as would otherwise be required pursuant to applicable law unless such inventory or accounting is specifically requested by any beneficiary of my residuary estate.

FOURTH: In all other respects, I confirm and republish my Last Will and Testament dated April 17, 1995.

I sign this first codicil on my Last Will and Testament on this the 11 day of November, 1998.

William Stephen Harper, Sr.

On the date last above written, we saw **William Stephen Harper, Sr.**, in our presence, sign the foregoing instrument at its end. He then declared it to be a First Codicil to his Last Will and Testament dated April 17, 1995, and requested us to act as witnesses to it. We then, in his presence and in the presence of each other, signed our names as attesting witnesses, believing him at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

David A. Chilton residing at Nashville TN

James H Crowell, Jr.
JAMES H. CROWELL, JR residing at NASHVILLE, TN.

AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

David R. Childress and James H. Crowell, Jr.
being severally duly sworn, depose and say that:

We are acquainted with **William Stephen Harper, Sr.**, who executed this annexed First Codicil to his Last Will and Testament dated April 17, 1995, consisting of four (4) typewritten pages, dated the 11 day of November, 1998, on that date at Nashville, Tennessee, by subscribing his name at the end thereof in the presence and sight of each of us.

At the time of subscribing said First Codicil, **William Stephen Harper, Sr.** declared the instrument so subscribed by him to be his First Codicil to the aforesaid Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at his request and in his presence and sight, and in the presence and sight of each other.

At the time of executing said First Codicil, **William Stephen Harper, Sr.** was over the age of eighteen years and in our opinion was of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Codicil to his Will.

This affidavit is made at the request of said **William Stephen Harper, Sr.**

The annexed First Codicil to his Last Will and Testament was examined by the undersigned at the time this affidavit was made.

David R. Childress

James H. Crowell, Jr.

SWORN TO AND SUBSCRIBED before me, this 11th day of November, 1998.

Candace H. Holloway

My Commission Expires:

11-27-99

STATE OF TENNESSEE, DAVIDSON COUNTY

I, Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 225 Page 39

Given under my hand and official seal, at office in Nashville, this 9 of March 2001

RICHARD R. ROOKER, CLERK

Deputy Clerk