Davidson County WILL
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LAST WILL AND TESTAMENT OF

JUDY D. HASTON

FILED
DATE: 4/17/08
TIME: 3:45 PM
Lynda K. McCoy
LYNDA K. MCCOY, CLERK & MASTER

I, JUDY D. HASTON, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

FIRST

Payments of Debts and Taxes

A. **Payment of Debts**. I direct that all my lawful debts (except debts secured by mortgages or other security instruments, which may be paid or retained in the discretion of my fiduciaries, and if paid shall be without right of contribution), my funeral expenses, the expenses of administration of my estate, and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, be paid by my Personal Representative as soon as practical after my death.

B. **Payment of Taxes**. All estate and inheritance taxes (including interest and penalties, if any), together with all administration expenses, payable in any jurisdiction by reason of my death (including those taxes and expenses payable with respect to assets which do not pass under this Will) shall be paid out of and charged generally against the principal of my residuary estate, without apportionment. 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 tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment or which is included in my gross estate by reason of Section 2036 of the Internal Revenue Code of 1986, as

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amended ("Code"), and which tax is not otherwise paid or payable. Any generation-skipping transfer (hereafter "GST") 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.

C. **Vesting of Title in Real Estate**. I direct pursuant to Section 31-2-103 of Tennessee Code Annotated ("T.C.A.") that any interests in real property which I may own at my death be administered as part of my estate subject to the control of my Personal Representative who shall have full power to grant, bargain, sell, convey, lease, encumber, manage, and otherwise deal in any lawful manner with said real property at any time during the administration of the estate, in the sole discretion of my Personal Representative, without the approval or joinder of any beneficiary and without the necessity of any person or entity looking to the application of any proceeds that may or might result from any acts of any Personal Representative with respect to the premises.

SECOND

Specific Bequests

A. **Gift to University of Tennessee**. I give and bequeath the sum of Fifty Thousand Dollars ($50,000.00) to the UNIVERSITY OF TENNESSEE in Knoxville to be used to fund a scholarship known as the "JUDY D. HASTON SCHOLARSHIP" for graduate students in communication disorders.

B. **Personal Effects and Household Goods**. I give and bequeath all of my effects of a strictly personal nature for household use, jewelry, automobiles and the like (and all policies of insurance on such property) which I own at the time of my death to my mother, MARGARET G. HASTON, if she survives me and if not, to my niece, SHERRI THURMAN CIMINO. I am not married and I have no children at the time of the execution of this Will. I may leave a memorandum (which is not to be a part of this Will) listing some of the items described in this paragraph which I wish certain persons to have

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and request (but do not require) that my wishes as set forth in this memorandum be observed.

C. **Expenses**. The reasonable cost of packing, shipping and storing all of my personal effects shall be charged against my estate as an expense of administration.

THIRD

Discretion to Pay Debts from Insurance

Any insurance on my life or other similar insurance payable to the Personal Representative of my estate, or to my estate, shall be free from the claims of creditors and shall be governed by the provisions of my Will; provided, however, that my Personal Representative may in its sole discretion pay my personal debts from the proceeds of such policies, but my Personal Representative shall, in its sole discretion, determine which, if any, of my debts shall be so paid.

FOURTH

Residuary Estate and Family Trust

A. **Creation of Family Trust; Distributions of Income and Principal**. I give, devise and bequeath the rest and residue of my estate of every kind and description to SHERRI THURMAN CIMINO as Trustee (hereinafter "Trustee") to be held by her IN TRUST pursuant to this Article as the JUDY D. HASTON FAMILY TRUST (hereafter the "Trust"). If any beneficiary makes a qualified disclaimer of any property or interest in this Trust, such disclaimed property or interest shall be transferred to a separate and distinct trust to be held by the Trustee pursuant to this Article for all beneficiaries other than the disclaimant, such separate trust to have the identical provisions as the original trust. The net income and principal of the Trust shall be used as the Trustee may from time to time deem necessary or advisable for the reasonable support, health, maintenance and education of my mother, MARGARET G. HASTON, and the Trustee may add to principal any income not so used.

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B. **Apportionment of Remainder of Trust**. Upon the death of the survivor of me and my mother, the Trustee shall make the following distributions:

1. The Trustee shall distribute in ten (10) equal annual installments without interest, beginning at the discretion of the Trustee within twelve (12) months of the date of death of the survivor of me and my mother and continuing on each anniversary thereafter, the lesser of one-third (1/3) of whatever remains of the Trust as of the date of death of the survivor of me and my mother or the sum of One Hundred Ten Thousand Dollars ($110,000.00) to my sister, SUE HASTON BANDY, if she is then living and if not, then the distributions shall cease. To illustrate my intent, if One Hundred Ten Thousand Dollars ($110,000.00) is the lesser amount, then the Trustee shall distribute Eleven Thousand Dollars ($11,000.00) each year for a maximum of ten (10) years to my sister, SUE HASTON BANDY. Although the Trustee is not required to do so, it is my suggestion that the Trustee set aside and transfer the sum of One Hundred Ten Thousand Dollars ($110,000.00) to a separate and distinct account to be used to fund these potential distributions to my sister. Any net income from the separate account shall be transferred and paid over to my niece, SHERRI THURMAN CIMINIO, at least annually. When the ten (10) annual installments have been paid or upon the death of my sister, whichever occurs earlier, the Trustee shall transfer any monies remaining in such separate account back to the account or accounts for the Trust to be used for the benefit of SHERRI THURMAN CIMINO and her issue pursuant to the remainder of this paragraph.

2. The Trustee shall distribute up to a maximum of Ten Thousand Dollars ($10,000.00) per "beneficiary" (as defined below) as reimbursement for "educational expenses" at an accredited college including, but not limited to, tuition, books, tutoring, miscellaneous school fees and supplies, housing, meals, health care, laboratory or other equipment or tools (including computer hardware and software), a reasonable allowance for clothing, spending money and other

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activities (but not transportation) of an educational benefit or value to a beneficiary, incurred by each beneficiary prior to such beneficiary attaining twenty-five (25) years of age. For purposes of this subparagraph 2, a "beneficiary" shall be defined as one of the following three (3) individuals: BLAKE THOMAS THURMAN, GRAYSON MICHAEL THURMAN and JOSEPH REED THURMAN. Although the Trustee is not required to do so, it is my suggestion that the Trustee set aside and transfer the sum of Thirty Thousand Dollars ($30,000.00) to a separate and distinct account to be used to fund these potential distributions for educational expenses for the beneficiaries. Any net income from the separate account shall be transferred and paid over to my niece, SHERRI THURMAN CIMINIO, at least annually. When there is no living beneficiary under twenty-five (25) years of age, the Trustee shall transfer any monies remaining in such separate account back to the account or accounts for the Trust to be used for the benefit of SHERRI THURMAN CIMINO and her issue pursuant to the remainder of this paragraph.

3. The Trustee shall distribute up to a maximum of Ten Thousand Dollars ($10,000.00) per "beneficiary" (as defined below) as reimbursement for "educational expenses" at an accredited college or vocational school including, but not limited to, tuition, books, tutoring, miscellaneous school fees and supplies, housing, meals, health care, laboratory or other equipment or tools (including computer hardware and software), a reasonable allowance for clothing, spending money and other activities (but not transportation) of an educational benefit or value to a beneficiary, incurred by each beneficiary prior to such beneficiary attaining twenty-five (25) years of age. For purposes of this subparagraph 3, a "beneficiary" shall be defined as one of the following two (2) individuals: DALTON HAMBY and DYLAN WHIDDON. Although the Trustee is not required to do so, it is my suggestion that the Trustee set aside and transfer the sum of Twenty Thousand Dollars ($20,000.00) to a separate and distinct account to be

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used to fund these potential distributions for educational expenses for the beneficiaries. Any net income from the separate account shall be transferred and paid over to my niece, SHERRI THURMAN CIMINIO, at least annually. When there is no living beneficiary under twenty-five (25) years of age, the Trustee shall transfer any monies remaining in such separate account back to the account or accounts for the Trust to be used for the benefit of SHERRI THURMAN CIMINO and her issue pursuant to the remainder of this paragraph.

After making the above distributions, the Trustee shall hold, administer and distribute whatever remains of this Trust and the income therefrom for either undergraduate or graduate "educational expenses" as defined above at an accredited college for the children of SHERRI THURMAN CIMINO and for the reasonable support, health maintenance and education of SHERRI THURMAN CIMINO. Any income not so used may be added to principal. The distribution of income and principal may be made unequally, without regard to equality. When there is no living child of SHERRI THURMAN CIMINO under thirty (30) yeas of age, the Trustee shall transfer and distribute whatever remains of the Trust to my niece, SHERRI THURMAN CIMINO, outright and free of trust, if she is then living, and if not, to the issue per stirpes of SHERRI THURMAN CIMINO.

C. **Distribution to Other Beneficiaries if No Surviving Issue**. In the event of default of issue of SHERRI THURMAN CIMINO at such time, the Trustee shall transfer and pay over, absolutely and in fee simple, whatever remains of the trust, to the issue per stirpes of my deceased sister, CAROLYN HASTON THURMAN BUTLER, or in the event of default of issue of my deceased sister, to such persons and in such proportions as they would inherit the same from me had I died intestate, unmarried and a resident of the State of Tennessee.

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FIFTH

Personal Representative

A. **Appointment of Personal Representative and Successor Personal Representative**. I appoint SHERRI THURMAN CIMINO as Personal Representative (hereinafter "Personal Representative") of my Last Will and Testament. I direct that my Personal Representative shall not be required to furnish a bond for the faithful performance of its duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. If SHERRI THURMAN CIMINO is unable or unwilling to serve, then HARRIS HASTON shall serve as Personal Representative without bond. My Personal Representative shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any of the residuary distributees or legatees of my estate. Further, my Personal Representative shall also be excused from the statutory requirement of making and filing an accounting of the administration of my estate to such court.

B. **Removal of Personal Representative**. My mother shall be empowered to request and obtain the resignation of any Personal Representative. This power of removal shall be exercised by the delivery of a written request of resignation, accompanied by the written acceptance of the successor Personal Representative. Unless otherwise excused by the successor Personal Representative, the resigning Personal Representative shall, at the expense of the estate, make an accounting of the estate, and deliver all assets and muniments of title thereof to the successor Personal Representative.

C. **Appointment of Successor Personal Representative**. If it becomes necessary to appoint a successor Personal Representative after the resignation or removal of the originally named Personal Representative and successor Personal Representative, my mother shall appoint either an individual or a corporate fiduciary which shall be a "disinterested Personal Representative." For purposes of this Article, the term "disinterested Personal Representative" shall mean any corporate Personal Representative

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or any individual Personal Representative (i) who is not, and whose spouse and issue are not, entitled, either of right or in the discretion of any Personal Representative, to present or future distributions (including possible future distributions) of the estate property or any share thereof or any trust created herein, and (ii) who is not a "related or subordinate party" within the meaning of Section 672(c) of the Code, or the corresponding provision of any subsequent federal law.

SIXTH

Personal Representative and Trustee Powers and Duties

My Personal Representative and Trustee (hereinafter referred to as "fiduciary") shall have the following powers, duties and discretions in addition to those now or hereafter conferred by law:

A. **Incorporation of Statutory Powers**. I incorporate by reference all of the fiduciary powers contained in Section 35-50-110, Tennessee Code Annotated as fully as if set out verbatim herein.

B. **Discretion to Divide and Distribute**. Whenever my fiduciary is required to divide the estate or trust property into separate shares, or to make distribution thereof, it is authorized in its sole discretion to make division or distribution wholly or partly in cash or kind, or assign undivided interests in any property or shares, and to make joint investment of funds belonging to the estate. The judgment of my fiduciary as to the values for such purposes shall be binding and conclusive on everyone.

C. **Discretion to Retain Assets**. When required to make a distribution or transfer of all or part of the assets of my estate or any trust, my fiduciary may retain therefrom assets sufficient in its judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

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D. **Tax Elections**. Whenever my Personal Representative shall have the right to elect (a) whether any item of expense connected with the administration of my estate shall be claimed as a deduction for federal income tax purposes, or whether the same shall be claimed instead as a deduction for federal estate tax purposes, or (b) the value of my gross estate as of the date that causes larger death taxes to be payable than would have been payable if my Personal Representative had elected another date, I hereby authorize my Personal Representative to exercise any such right of election in any such manner as it may in its absolute discretion determine to be advisable, even though the manner in which any such election is exercised may result in an advantage or disadvantage to any beneficiary or beneficiaries hereunder. I further direct that no compensating adjustments between income and principal shall be required or made as a result of any such action.

E. **Successor Fiduciaries**. Any successor fiduciary shall be clothed and vested with all duties, rights and powers, whether discretionary or otherwise, as if originally named as such fiduciary. No successor fiduciary shall be liable or responsible in any way for any acts or defaults of any predecessor fiduciary, nor for any loss or expense from or occasioned by anything done or elected to be done by any predecessor fiduciary, but such successor fiduciary shall be liable for his, her or its own acts or default in respect to property actually received by such successor fiduciary. The successor fiduciary may accept the accounts rendered and the assets and property delivered to such successor fiduciary by the predecessor fiduciary as a full and complete discharge to the predecessor fiduciary, and shall incur no liability by reason of so doing.

F. **Duty of Good Faith**. My fiduciary shall be charged with the duty of good faith and reasonable care in the management of the estate or trust, but shall not be responsible for losses, if any, resulting from honest mistakes of judgment.

G. **Discretion to Consider Other Resources**. My Trustee in exercising its discretion as to whether to make distributions of income or principal of any trust to or for the benefit of any beneficiary, may take into consideration the standard of living to which

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such beneficiary is then accustomed, and all other income and resources available to such beneficiary, together with any other factors which my Trustee may deem pertinent.

H. **Facility of Payment**. If my fiduciary determines that any income or principal shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of my fiduciary, unable properly to administer such funds, then such funds may be paid out by my fiduciary in any of the following ways as it deems best: (1) directly to such beneficiary; (2) to the legally appointed guardian or conservator of such beneficiary; (3) by my fiduciary using such amounts directly for the benefit of such beneficiary; (4) to some relative or friend for the care, support, education and welfare of such beneficiary; (5) to a custodian for the beneficiary under the Uniform Transfer to Minors Act (or some similar replacement Act); or (6) by naming the beneficiary as a designated beneficiary under a qualified tuition program under Section 529 of the Code. The receipt of any such person shall discharge my fiduciary from any further responsibility with respect to any such funds. No recipient shall be required to furnish bond with respect to any such funds, nor make report as to the disposition of the same.

I. **Early Distributions to Beneficiaries**. My Personal Representative may begin making payment to the beneficiaries of my estate after beginning the administration of my estate and without waiting for the formal establishments of the trusts created herein with the prior written consent of the Trustee. My Personal Representative shall be given credit on its settlement for all disbursements made to the beneficiaries under the provisions of this power.

J. **Discretion to File Tax Returns**. My fiduciary is authorized to take the following actions in its sole and absolute discretion: to consent, as a shareholder, to any election by any corporation pursuant to the provisions of any federal or state tax statutes or regulations; to exercise such elections or options as may be available, as it may deem proper, in the preparation and submission of any federal or other estate or inheritance tax returns, or of any income tax returns for myself, my estate or any trusts hereunder; and to

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impose such terms or conditions for the exercise of such consents, elections or options as it deems fit, and to determine in its sole discretion whether any person or persons shall be charged or otherwise compelled to account to any other person for any difference in estate or income or gift taxes resulting from the exercise of such authorities and powers, except that no compensating adjustments between income and principal or in the amount of the marital deduction gift shall be required or made as a result of such action.

K. **Accountings to Beneficiaries**. The Trustee shall render to the income beneficiaries of all trusts created hereunder statements of account of receipts and disbursements at least annually. Statements to minor beneficiaries shall be sent to the legal guardian, if any; otherwise, to the parent or any other person with whom the beneficiary may be residing. However, the Trustee shall not be required to make an accounting to any Court with respect to the performance of its duties.

L. **Power to Purchase Life Insurance**. The Trustee shall have the power to purchase with the assets of the Family Trust life insurance on the life or lives of any beneficiary of this trust, or on the life or lives of anyone the beneficiaries would have an insurable interest in; provided, however, that the proceeds of such policies are made payable to the Trustee to be used in the manner provided for in this Will.

M. **Authority to Terminate or Merge Trusts**. If at any time the Trustee determines that the principal of any trust created, or to be created hereunder, is of an insufficient amount to justify establishment or continuance of said trust, or if there arise any unforeseen changes affecting property rights, taxation or political or economic conditions, or if for any other good reasons, which in the opinion of the Trustee makes it advisable and to the best interest of the beneficiaries that the trust not be established or continued, the Trustee is authorized and empowered not to establish or continue the trust, and to distribute the funds which would be used to establish the trust, or distribute the principal and accumulated income of the trust, to the income beneficiaries thereof (other than my spouse) in proportion to their interests, or if their interests are indeterminate, equally. No beneficiary shall have the right to question the Trustee's decision as to

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distribution, and no personal liability shall be imposed upon the Trustee for the decisions; provided, however, any beneficiary who is also a Trustee shall not participate in any decision as to distribution to her as beneficiary. Further, any Trustee may, in its discretion, merge a trust with one or more other trusts that shall be substantially identical with respect to beneficiaries and disposition, and the trusts shall be held and administered as one trust.

N. **Payment of Administrative Expenses**. The Trustee shall pay out of principal or income as it may elect, or partially out of each in such shares as it may determine, taxes, assessments, charges, attorneys' fees, the Trustee's compensation, and other expenses incurred in the administration or protection of the estate or trust. The discretion of the Trustee to pay these items from income or principal, or partially from each, may be exercised not only in the interest of the estate or trust but for the benefit of any beneficiary.

O. **Estimated Tax Payments**. I hereby authorize the Trustee, in its sole and absolute discretion, to elect, or not elect, to treat all or any portion of estimated tax paid by any trust created hereunder as a payment by a beneficiary of such trust, which election may be made pro rata among the beneficiaries or otherwise in the discretion of the Trustee, whose decision shall be conclusive and binding upon all parties in interest.

P. **Discretion Over Business Interests**. I leave to the discretion of the fiduciary hereunder the retention, continuance, sale, liquidation or other disposition of any business or business interests, corporate or otherwise. The fiduciary is specifically empowered to take all steps which it may deem necessary or advisable in connection with any such business or business interests and is to be exempt from any liability for any loss whatsoever for its acts or decisions in good faith relative thereto. The fiduciary is authorized to loan or borrow money to or for such business or business interests or to or for any corporation representing the same and to vote the shares of stock in any such corporation in such manner as the fiduciary may deem advisable, including the power to

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select or vote for the appointment or election of persons as managers, officers or employees of the fiduciary.

Q. **Co-Trustee Authority; Voting of Trustees**. No Co-Trustee who is also a permissible beneficiary of the Family Trust shall participate in any decision to pay income or principal to himself or to satisfy any obligation of support of such Co-Trustee. Decisions to pay income or principal to any beneficiary who is Co-Trustee or to satisfy any obligation of support of such Co-Trustee shall be made solely by the remaining Co-Trustee. In the event there shall be more than one party acting as Trustee, the following provisions shall apply:

1. If there shall be an odd number of Trustees, the decision of a majority shall control in discretionary matters;

2. If there should be an even number of Trustees, the decision of a majority shall likewise control in discretionary matters, unless there are only two Trustees, in which case the concurrence of both Trustees shall be required in deciding discretionary matters; and

3. The Trustees may designate any one or more of themselves to sign checks on behalf of the trust.

R. **Discretion Over Investments**. My fiduciary shall be empowered to invest, in its discretion, in certificates of deposit, money market and liquid asset funds, bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, currencies, partnership interests (whether general, special or limited), or other securities or property, real or personal, and to employ and terminate the employment of brokers, investment advisors, custodians, managers, and other agents, to pay them reasonable compensation and reimbursement of expenses, and to delegate to such persons or entities the authority to purchase and sell particular investments. In addition, my fiduciary is empowered to retain assets conveyed to the estate or any trust even though retention of such assets results in an overconcentration in one or more similar investments, lack of diversification or lack of current income and

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though the fiduciary could not properly purchase the property as a trust investment. In addition, my fiduciary shall be empowered to make investments in unproductive property, if such investments will enure to the benefit of one or more beneficiaries of the estate or any trust created herein.

S. **Fiduciary Discretion - GST Tax**. My fiduciary shall have the following powers and discretion to reduce or eliminate the GST tax:

1. My Personal Representative is authorized to allocate any of my exemption from the GST tax which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death. Property may be subject to elections and allocations under this paragraph whether or not it is included in my probate estate. All elections and allocations under this paragraph shall be in the sole discretion of my Personal Representative, and my Personal Representative shall have the power to omit any such property from any such election or allocation.

2. My Personal Representative may in its discretion elect under Section 2652(a)(3) of the Code, to treat me as the transferor of any qualified terminable interest property with respect to which my estate is allowed a deduction by reason of Section 2056(b)(7) of the Code.

3. If a trust created hereunder would otherwise be partially exempt from GST tax after the intended allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of the Code, with respect to such allocation, the Trustee may in its discretion create instead two or more separate trusts of equal or unequal value which shall be identical in all other respects to the original trust, so that the allocation of GST exemption can be made to one or more trusts which will be entirely exempt from GST tax. The trusts created under this subparagraph shall (i) have the same name

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as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST Exempt" added to its name, and (ii) be separate and distinct trusts under Tennessee law but with identical provisions.

4. If property which is held in, or is to be added or allocated to, a trust pursuant to this will is subject to different treatment for any reason for purposes of the GST tax under Chapter 13 of the Code, than other property being added or allocated to, or also held in, that trust, then the Trustee may in its discretion hold such property instead as a separate trust that is appropriately designated to distinguish it from the trust to which the property otherwise would have been allocated, but that is identical in all other respects to that trust.

5. It is my intent that the Trustee shall not be required to create or administer a trust hereunder that is only partially exempt from GST tax, or to commingle property subject to different treatment for GST tax purposes because the transferors with respect to the property are assigned to different generations or otherwise. The provisions of this paragraph are intended to enable the Trustee to avoid such situations by empowering the Trustee to segregate trust property (a) that is entirely exempt from GST tax from trust property that is not exempt, or (b) that is otherwise treated differently from other trust property for purposes of GST tax, and the provisions of this paragraph should be applied in a manner consistent with this intention.

6. To the extent it is consistent with the Trustee's fiduciary obligations, the Trustee, in making discretionary distributions of net income and principal from the trusts referred to in this paragraph, shall take advantage of the opportunities provided by the creation of such trusts to avoid or delay GST tax when making discretionary distributions, and to maximize the amount of trust property that eventually may be distributed to my issue without transfer tax of any kind at the termination of any trust created under this Will.

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T. **Corporate and Individual Fiduciary Compensation**. I direct that any corporate fiduciary shall receive compensation for its services in accordance with its regularly adopted Schedule of Compensation in effect and applicable at the time of the performance of such services. Any individual Trustee may be compensated based on a reasonable hourly fee plus a reasonable amount to compensate such Trustee for the risks and fiduciary obligations undertaken by such individual Trustee.

U. **Authority to Create and Transfer Assets to Limited Partnership.** I believe that limited partnerships often provide the best opportunities for efficient and effective investment and management of assets. Therefore, I specifically authorize and encourage my Trustee to join with others to create or organize partnerships, general or limited, to invest in such partnerships and otherwise to transfer the assets of any trust created hereunder to such partnerships in exchange for partnership interests. In connection with any such activity, I hereby expressly waive any requirements restricting the delegation of fiduciary responsibilities or concerning diversification of trust investments that might otherwise be applicable and expressly exonerate the Trustee from liability for any diminution in value or less than normal appreciation of any interest in such partnerships that may be organized, retained, or acquired in good faith by the Trustee hereunder. Accordingly, the powers of the Trustee include, but are not limited to, the power to enter into a partnership agreement or arrangement with others or to accept the assignment of or otherwise to acquire, hold and dispose of an interest in a partnership, and in so doing to become either a general or a limited partner; and in any such case, as to creditors of or claimants against such partnership and as to the other members of such partnership, the liability, if any, of the Trustee for the debts and other liabilities of the partnership, whether *ex contractu* or *ex delicto* or otherwise, shall be limited to the assets of the trust, or so much thereof as may be necessary to discharge such debts and liabilities, but no personal liability shall attach to the Trustee or to the beneficial owners of the assets of the Trust.

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SEVENTH

Miscellaneous

A. **Spendthrift Provision**. Neither the income nor the principal of the trusts created hereunder shall be alienable by any beneficiary thereof either by assignment or by any other method (other than in the exercise of any powers of appointment given to such beneficiary) and the same shall not be subject to be taken by such beneficiary's creditors by any process whatsoever.

B. **Perpetuities Savings Provision**. Notwithstanding anything herein to the contrary, the trusts created hereunder shall be terminated not later than any such time after which their continued existence would violate the rule against perpetuities, the rule against suspension of the power of alienation or any other rule of law. At such time, and unless previously terminated, the Trustee shall distribute the entire principal and accumulated income to the respective income beneficiaries thereof.

C. **Waiver of Trustee's Bond**. No bond shall ever be required of the Trustee or any successor trustee serving hereunder. If any bond is required by law, no surety shall be required on such bond.

D. **Definitions**. References to "child" or "children" mean lawful blood descendants in the first degree of the parent designated, and references to "issue" mean lawful blood descendants in the first, second or any other degree of the ancestor designated, provided always, however, that an adopted child and such adopted child's lawful blood descendants shall be considered as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or of either of the adopting parents and shall not be considered descendants of the adopted child's natural parents, except that where a child is adopted by a spouse of one of his or her natural parents, such child shall be considered to be a descendant of such natural parent as well as a descendant of the adopting parent; whenever distribution is to be made to designated "issue" on a per stirpes basis, the property shall be distributed to the persons and in the proportions that personal property of the named ancestor would be

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distributed under the laws of the State of Tennessee in force at the time stipulated for distribution if the named ancestor had died intestate at such time, domiciled in such State, not married and survived only by such issue.

E. **Gender**. As used herein, the neuter gender shall be deemed to include the feminine and masculine wherever necessary or appropriate and without distinction, the singular shall include the plural and the masculine shall include the feminine.

EIGHTH

Trustees

A. **Successor Trustees**. If SHERRI THURMAN CIMINO is unwilling or unable to serve as Trustee, HARRIS HASTON shall serve as Trustee.

B. **Resignation and Removal of Trustees**. Any Trustee may voluntarily resign upon thirty (30) days written notice to the beneficiaries to whom the trust income may or must then be paid. In addition, my mother shall be empowered to request and obtain the resignation of any Trustee if adequate cause for removal exists in the judgment of the person or persons exercising this power of removal. For purposes of this paragraph, adequate cause for removal shall include: (i) lack of attention to trust administration matters; (ii) irreconcilable differences of opinion between the Trustees on matters relating to trust administration, fees for trust management or trust investments, or return on trust investments; (iii) residence of all current income beneficiaries of the trust outside the state in which the Trustee being removed maintains, in the case of a bank or trust company, its principal place of business, or resides in the case of an individual Trustee; or (iv) any other grounds which, in the opinion of counsel retained by the person or persons possessing such power of removal, if alleged and proven, would justify court removal of the Trustee. The power of removal granted in this paragraph shall be deemed to be a fiduciary power, exercisable only in the interests of all trust beneficiaries. This power of removal shall be exercised by the delivery of a written request of resignation, be duly signed and acknowledged by the person or persons exercising this power, and be

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accompanied by the written acceptance of the successor Trustee. Unless otherwise excused by the successor Trustee, the resigning Trustee shall, at the expense of the Trust, make an accounting of the Trust and deliver all assets and muniments of title thereof to the successor Trustee.

C. **Appointment of Successor Trustees**. If it becomes necessary to appoint a successor Trustee after the resignation or removal of the originally named Trustee and successor Trustee, my mother shall appoint either an individual or a corporate fiduciary which shall be a "disinterested Trustee." For purposes of this Article, the term "disinterested Trustee" shall mean any corporate Trustee or any individual Trustee (i) who is not, and whose spouse and issue are not, entitled, either of right or in the discretion of any Trustee, to present or future distributions (including possible future distributions) of income or principal of the trust property or any share thereof, and (ii) who is not a "related or subordinate party" within the meaning of Section 672(c) of the Code, or the corresponding provision of any subsequent federal law.

NINTH

Governing Law

Except where otherwise specifically stated, this Will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

(Initials)

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the twentieth (20th) page of my Last Will and Testament, consisting of twenty (20) typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this 25th day of April, 2007, at Nashville, Tennessee.

JUDY D. HASTON

SIGNED, PUBLISHED AND DECLARED by the above-named Testatrix, JUDY D. HASTON, as and for her Last Will and Testament, in the presence of us, who at her request, in her presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the Testatrix to be of sound and disposing mind and memory.

Marcella E. Gignilliat
WITNESS

Address 6605 Wades Branch Rd.
Centerville, TN 37033

Rachel Minchey
WITNESS

Address 708 Leeville Pike
Lebanon, TN 37087

THIS INSTRUMENT
PREPARED BY: TOMMY C. ESTES
MANIER & HEROD,
A TENNESSEE PROFESSIONAL CORPORATION
ONE NASHVILLE PLACE, SUITE 2200
150 FOURTH AVENUE NORTH
NASHVILLE, TENNESSEE 37219

(Initials)

AFFIDAVIT BY WITNESSES TO WILL

Marcella E. Gignilliat and Rachel Minchey
WITNESS WITNESS

after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament was signed by JUDY D. HASTON as and for, and at that time acknowledged, published and declared by her to be her Last Will and Testament, in the sight and presence of us, the undersigned, who at her request and in her sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 25th day of April, 2007; and we further make oath or affirm that the Testatrix was of sound mind and disposing memory, and not acting under the fraud, menace or undue influence of any person, and was more than eighteen (18) years of age; and that each of the attesting witnesses is more than eighteen (18) years of age.

Marcella E. Gignilliat
WITNESS

Rachel Minchey
WITNESS

Sworn to and subscribed to before me, Tommy C. Estes, this 25th day of April, 2007.

Tommy C. Estes
NOTARY PUBLIC

My Commission Expires: 06-28-08

I, LYNDA K. McCOY, Clerk & Master for the Chancery Court, White County, Tennessee, do hereby certify that the foregoing is a true and perfect copy as appears on file in record in my office in Book No. [illegible] Page [illegible]
This the 18th day of [illegible] 20 08
Lynda K. McCoy
CLERK & MASTER

TOMMY C ESTES NOTARY PUBLIC AT LARGE WILLIAMSON COUNTY, TN

407298