Copy

BILL GARRETT, Davidson County
Trans:T20090040035 WILL
Recvd: 06/16/09 13:05 11 pgs
Fees:57.00 Taxes:0.00
20090616-0055940

RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

MAUDE A. GROSBERG

I, MAUDE A. GROSBERG, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish, and declare this as my Last Will and Testament, hereby revoking all Wills heretofore made by me.

ARTICLE I: I nominate and appoint my daughter, Judith Grosberg Fletcher, and my grandson, Steven Fletcher, as Co-Executors of this my Last Will and Testament and as Co-Trustees of any trust herein created, and I direct that no bond shall be required for serving in either capacity. If either my daughter or my grandson shall fail to qualify as Executor or Trustee, or, after having qualified, fail or cease to serve in either such capacity, then I direct that the other shall serve as sole executor or Trustee, as the case may be. Whenever the term "Executor" or "Trustee" is used herein, it shall be deemed to apply to the party or parties acting, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

If it is necessary that a resident of any jurisdiction, in which my estate or any trust herein created is administered, be appointed to serve as Co-Executor or Co-Trustee, then those serving as Executor or Trustee shall have the power to appoint such resident Executor or Trustee, as the case may be, and such resident Executor or Trustee shall serve without bond, unless bond is required by those making the appointment.

ARTICLE II: I direct that all of my just debts (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my Executor), including funeral and testamentary expenses and expenses of my last illness, be paid as soon as may be convenient after my

death. I further direct that all estate, inheritance, and other taxes of the same nature (except any generation-skipping taxes imposed by the Internal Revenue Code or any state) 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 by any recipient or beneficiary of any such property, shall be paid entirely out of my residuary estate as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property.

I direct that the proceeds of any life insurance payable to my estate or to my Executor may be used for the payment of debts or taxes.

ARTICLE III: I give to my daughters, Judith Grosberg Fletcher and Jill Grosberg, share and share alike, such household furniture and furnishings, automobiles, personal effects, and all other items of tangible personal property which I own at the time of my death. If either of my daughters do not survive me, her share shall go to her issue, per stirpes, and in absence of issue, to my issue, per stirpes. My Executor may distribute the share of any minor beneficiary to such beneficiary, or to the person with whom such beneficiary is residing. If in the discretion of my Executor, any of such property is not suitable for delivery, my Executor may retain such property in safekeeping for future delivery or may sell such property and add the proceeds to my residuary estate.

ARTICLE IV: I give, devise, and bequeath all the rest and residue of my property, real, personal or mixed, of whatever kind and character and wherever situated, including the proceeds of any insurance policies payable to my estate, to the Trustee hereinabove named, as Trustee, to be divided into as many

separate equal shares as I have children then living and deceased children with issue then surviving. One such share shall be named for each living child, and one such share shall be named for each deceased child. Such separate shares shall be held, administered, and distributed according to the following terms:

(a) Share named for Judith Grosberg Fletcher. The share named for my daughter, Judith Grosberg Fletcher, shall be distributed to her outright and free of trust. If Judith Grosberg Fletcher does not survive me or is not surviving at the time such share is to be distributed, then said property shall be distributed to her issue then living, per stirpes, except that the share of any beneficiary under twenty-five (25) years of age shall be held in trust as hereinafter provided and distributed to such issue upon attaining twenty-five (25) years of age.

(b) Share named for Jill Grosberg. The share named for my daughter, Jill Grosberg, shall be distributed to the Trustee to be held in trust for the benefit of my daughter, Jill Grosberg, throughout her life, and the entire net income shall be paid to her at least quarter-annually.

Upon the death of my daughter, Jill Grosberg, the trust named for her shall terminate and the properties therein shall be distributed to her issue, per stirpes, or in absence of her issue, to my then living issue, per stirpes, except that the share of any beneficiary under twenty-five (25) years of age shall continue to be held in trust for such beneficiary and distributed to him upon attaining twenty-five (25) years of age.

If a share of this trust is held for the benefit of any of my issue other than my daughter, Jill Grosberg, it shall be held and administered according to the following terms:

The income of such trust, in the discretion of the Trustee, shall be paid over in whole or in part to or

for the benefit of such beneficiary, or accumulated in whole or in part and added to corpus of such beneficiary's share of the trust.

If a beneficiary dies before receiving distribution of such beneficiary's share of the trust, but leaves issue surviving, such beneficiary's share in the trust shall inure to the benefit of his or her issue then living, per stirpes, and shall be held in trust and distributed to such issue with each beneficiary receiving distribution of his or her share upon attaining twenty-five (25) years of age.

If such beneficiary of the trust dies without issue surviving, such beneficiary's share shall be distributed to the issue (per stirpes) then living, if any, of such beneficiary's lineal ascendants (who are also descendants of the child for whom the trust is named) in successive order of generations, and, if there are no such issue, then to the issue then living of such child, per stirpes, provided that the share of any beneficiary who is under twenty-five (25) years of age shall continue to be held in trust, shall be added to any share already being held in trust under this Article for such beneficiary, and shall be held, administered, and distributed as a part thereof, with each beneficiary receiving distribution of his or her share upon attaining twenty-five (25) years of age.

If at any time prior to the complete distribution of a child's trust there is a complete failure of such child's issue, any properties remaining in such child's trust shall be distributed to my issue then living, per stirpes, except that the share of any beneficiary who is under the age of distribution applicable to such beneficiary shall continue to be held in trust, shall

be added to any share already being held in trust under this Article for such beneficiary and shall be held, administered, and distributed as a part thereof, with each beneficiary receiving distribution of his or her share upon attaining twenty-five (25) years of age.

If there is a complete failure of my issue before the trusts established under this Will are completely distributed as herein provided, said trusts shall terminate; and the properties therein shall be distributed to those persons who would inherit from me under the laws of the State of Tennessee, had I died intestate at that time.

If a taxable termination will occur at the death of any trust beneficiary, as to any portion of the trust being held for such beneficiary, and that taxable termination is not entirely covered by such beneficiary's GST exemption (as those terms are defined in Chapter 13 of the Internal Revenue Code of 1986), then such beneficiary shall have a general power of appointment over that portion of his share which is not covered by the GST exemption, which power shall be exercisable by such beneficiary by specific reference to this provision in such beneficiary's Last Will and Testament, shall be exercisable alone and in all events, and shall be exercisable in favor of such beneficiary's estate or others as such beneficiary may elect.

ARTICLE V: If at any time or times prior to the complete distribution of any trust established herein the Trustee in its discretion be of the opinion that it is necessary to encroach upon the corpus of any such trust in order to provide adequately and properly for the maintenance, health, support, and education of a person who is a permissible recipient of income therefrom at

the time the encroachment is to be made, then the Trustee is authorized to encroach upon such trust to the extent which the Trustee deems necessary or proper for such purpose, this power to be a continuing one. Any such encroachment shall be charged against the shares of the beneficiaries for whom such encroachments are made.

ARTICLE VI: Whenever in this Will income may be paid to a beneficiary, or whenever the Trustee encroaches upon the corpus of a trust for the benefit of a beneficiary, such income or corpus may be paid directly to such beneficiary or to anyone else for the use or benefit of such beneficiary, irrespective of the age or mental competency of such beneficiary, as the Trustee deems proper, and the receipt of the person to whom the payments are made shall be a sufficient acquittance for the Trustee, and such payments may be made without the intervention of any guardian or the approval of any court.

ARTICLE VII: I direct that no part of any trust herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise, except as expressly authorized by any powers of appointment contained herein.

ARTICLE VIII. At any time when it shall become necessary to divide assets among any of the trusts herein created, or within any of said trusts, or to distribute any of said assets, such division or distribution shall be made in such manner as the Trustee deems proper and may be made in cash or in kind, or partly in cash and partly in kind. Also, the judgment of the Trustee on the relative value of assets shall be binding and conclusive on all parties interested. Further, in making

distribution of trust assets the Trustee shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Trustee may make division and distribution of trust assets without regard to the basis of such assets for Federal or State income tax purposes.

ARTICLE IX. Notwithstanding anything herein to the contrary, no trust herein created shall continue beyond twenty-one (21) years after the death of the survivor of those my issue who are living at the time of my death; and at such time any trust created hereunder which is still in existence shall immediately terminate and the properties therein shall be distributed to the beneficiaries thereof irrespective of their ages.

ARTICLE X. During the period of administration of my estate, my Executor shall at all times be fully vested with all of the powers, duties, and authority of the Trustee and my said Executor is authorized to distribute income during the period of administration in the same manner and to the same extent as if my Executor were acting as Trustee.

In the event the Trustee herein named should for any reason fail or cease to act as Trustee, or if at any time it becomes desirable in the judgment of a majority of the beneficiaries (including any minor beneficiaries acting through their natural or legal guardians), to change the Trustee named in this Will, or any successor Trustee, I direct that a majority of such beneficiaries (and the guardians of any minor beneficiaries) shall have the right to designate any individual or bank or trust company as such Trustee in place of the one named herein, or in place of any successor Trustee, provided that any such bank or trust company shall have a trust department with assets under management of at least one hundred million dollars ($100,000,000). Such successor or substitute Trustee shall not

be required to execute bond unless required by a majority of said adult beneficiaries (and their guardians).

Any substitute or successor Trustee shall by virtue of its appointment succeed to all of the rights powers and duties conferred and imposed upon the Trustee herein named.

ARTICLE XI: My Executor and Trustee shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated; and the introductory paragraph and all subparagraphs thereof, to the extent not inconsistent with the express provisions hereof, are hereby incorporated herein by reference as fully as though copied herein verbatim, except that subparagraphs 1 through 4 of such Section shall apply only to my Executor.

ARTICLE XII: I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting which might otherwise be required pursuant to applicable law, unless such reports are specifically requested by any beneficiary of my residuary estate.

ARTICLE XIII. Whenever used herein, the term "issue" shall include adopted as well as natural born.

IN WITNESS WHEREOF, I have hereunto set my hand on this 10th day of JUNE, 1991, to this my Last Will and Testament, and have subscribed each of the foregoing Seven (7) pages at the bottom thereof for the purpose of identification.

Maude A. Grosberg
MAUDE A. GROSBERG

Signed, signified and declared by the said MAUDE A. GROSBERG, being of sound mind and disposing memory, as and for her Last Will and Testament, in the presence and sight of us, present at the same time, who, at her request, in her presence and sight, and in the presence and sight of each other, have

subscribed our names as attesting witnesses on the day and year last above written.

WITNESSES:

Bernie F. Hill ADDRESS: Nashville, Tn.

Leigh B. Rawmes ADDRESS: Nashville, Tn.

A F F I D A V I T

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Renee' F. Hill and Leigh B. Reames, being severally duly sworn, depose and say that:

We are acquainted with MAUDE A. GROSBERG, who executed this annexed Last Will and Testament, consisting of Nine (9) typewritten pages, dated June 10, 1991, on that date at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us.

At the time of subscribing said Will, MAUDE A. GROSBERG declared the instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request, in her presence and sight, and in the presence and sight of each other.

At the time of executing said Last Will and Testament, MAUDE A. GROSBERG 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 Last Will and Testament.

This affidavit is made at the request of said MAUDE A. GROSBERG.

The annexed Last Will and Testament was examined by the undersigned witnesses at the time this affidavit was made.

Renee F. Hill

Leigh B Reames

SWORN TO AND SUBSCRIBED before me, this 10th day of June, 1991.

Eugenia Hines
NOTARY PUBLIC

My Commission Expires:
May 20, 1992
#68886

STATE OF TENNESSEE

I, **RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 16 day of JUNE , 2004 , in Case Number 04P976 between FLETCHER, JUDITH GROSBERG ET.AL Petitioner, and GROSBERG, MAUDE A. Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 16 day of JUNE 2009

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL