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RICHARD R. DAY, CLERK

07-P-00069

3-29-07

D.C.

LAST WILL AND TESTAMENT

OF

NANCY W. HERMON

I, Nancy W. Hermon, a resident of Davidson County, Tennessee, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I

I direct that all of my legal debts (excluding debts secured by mortgages or other security instruments), my funeral expenses, and the costs of administration of my estate be paid as soon as practicable and convenient after my death. My Executor, in his sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ITEM II

I give, devise and bequeath to my son, John P. Hermon, III, all the property that I may own at the time of my death, real and personal, tangible and intangible, of whatsoever nature and wheresoever situated for life with the remainder to the trustee named hereinafter to be held and administered in trust for the use and benefit of my grandchildren, John P. Hermon, IV and James Robert Hermon, under the following terms and for the following purposes:

182

1. As long as there are any living grandchildren of mine under the age of forty-five years, the trustee shall from time to time make such distributions of the net income and principal of the trust as the trustee in its discretion deems appropriate for the health, support, maintenance, or education

BILL GARRETT, Davidson County
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of my grandchildren. At a minimum, the trustee shall make quarterly distributions of income, with all net income for each year to be distributed by December 31 of each respective year. During the term of the trust, the trustee shall not be obligated to maintain equality among the beneficiaries with respect to distributions of either principal or income. Distribution of principal or income to or on behalf of the beneficiaries may be made in any one or more of the following ways: (1) directly to the beneficiary if the trustee shall deem advisable; (2) to the guardian of the person of the beneficiary; or (3) by expending such income or principal directly for the health, support, maintenance, or education of the beneficiary.

2. As a guide to the trustee in making distributions of income or principal, but without in any way intending to limit or control its discretion, I offer the following expressions of intent as to the purposes of this trust. My primary objective is to provide for the support and health needs of my grandchildren during the term of this trust. A second important objective is to provide sufficient funds for the education of the beneficiaries. Disparate needs may and probably will arise both with respect to medical expenses and educational expenses. The trustee should not hesitate to make unequal distributions if in its sole discretion it deems it appropriate to do so. It is my desire that the trustee shall administer the trust with relation to my grandchildren as it believes I would do, if I were alive.

184

3. It is not my primary objective to provide a cash legacy for each of the beneficiaries living at the termination of this trust. If, however, after the health and education needs and other needs of the beneficiaries have been met

during the term of the trust, there is a fund remaining at the trust's end, well and good. The trustee should not be conservative in making interim distributions of principal simply in order to provide lump sum gifts upon the trust's termination.

4. This trust shall terminate when there are no living grandchildren of mine under forty-five years of age. Upon the termination of the trust, the trustee shall distribute the trust principal and any undistributed income in equal shares to such of my grandchildren as are then living, without regard to any inequality in distributions during the term of this trust. If, however, any grandchild of mine dies before the termination of the trust leaving lawful descendants who are living at the termination of the trust, such descendants shall take the share that such grandchild would have taken were he then living, per stirpes.

5. No trust beneficiary shall have any right or power to anticipate, pledge, assign, sell, or encumber his interest in the trust, in any way; nor shall any such interest in any manner be liable for or subject to the debts, liabilities, or obligations of such beneficiary or claims of any sort against the beneficiary.

185

6. The trustee shall have the continuing, absolute, discretionary power to deal with any property, real or personal, which is held in trust, as freely as I might in the handling of my own affairs. This power specifically includes the full authority and power to sell any portion of the trust estate and to invest and reinvest the proceeds of such sales as it shall deem proper to do so. The power granted the trustee may be exercised independently and without the prior approval of any court, and no person dealing with the trustee

shall be required to inquire into the propriety of any of the trustee's actions. Without limiting the generality of the foregoing, I hereby authorize and empower the trustee of this trust herein created and her respective successors with all powers of fiduciaries set forth in Tenn. Code Ann. § 35-50-110, to the extent applicable, all of which sections of the act pertaining to the power of fiduciaries are hereby incorporated by reference.

7. I hereby appoint First American Trust Company, N.A., with offices in Nashville, Tennessee, as trustee of the trust created herein. If First American Trust Company, N.A., fails or ceases to act as trustee for any reason, or if any trustee appointed hereunder fails or ceases to act as trustee for any reason, then the beneficiaries shall, by written instrument, appoint any bank or trust company within the State of Tennessee as successor trustee. If any beneficiary is then a minor or under any other legal disability, the instrument of appointment may be signed by the lawful guardian of such person on his behalf. Any successor trustee shall have the same powers and duties as the original trustee.

184

8. If any corporate trustee designated to act hereunder is merged or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferee corporation shall become trustee in place of its corporate predecessor.

9. The trustee shall not be required to render any accounting to or be subject to the supervision of any court. The trustee shall keep accurate records of account that the beneficiaries may inspect from time to time.

10. I direct that the compensation of the trustee and any corporate successor trustee (or successor executor under Item IV) shall be in accordance with its published schedule of fees in effect at the time the services are rendered.

ITEM III

In the event that my son, John P. Hermon, III, does not survive me, then I give, devise, and bequeath all the property that I own at the time of my death to the trustee named in Item II, paragraph 7 above, to be held and administered in trust for the use and benefit of my grandchildren, John P. Hermon, IV, and James Robert Hermon, under the same terms and for the same purporses set forth in Item II, paragraph 1 through 10, above.

ITEM IV

In the event that my son, John P. Hermon, III, and my grandchildren, John P. Hermon, IV and James Robert Hermon, all fail to survive me, then I give, devise and bequeath equal one-third (1/3) shares of all the property that I own at my death to George Fourgurean, 1714 Cessna, Midland, Texas 79705; First Presbyterian Church, Russellville, Kentucky 42276; and the Boy Scouts of America, Middle Tennessee Council, to be used solely for the maintenance, preservation and improvement of the Boxwell Reservation located outside of Gallatin, Tennessee. 187

ITEM V

I nominate and appoint John P. Hermon, III as Executor of this my Last Will and Testament. If for any reason, he shall be unable or unwilling to serve in that capacity, I nominate and appoint First American Trust Company, N.A., as Executor of this my Last Will and Testament. I authorize my Executor and any successor in that capacity (including any substitute personal representative) in the exercise of a reasonable discretion with respect to all

property, real and personal, at any time forming part of my estate, to exercise any or all of the powers set forth in Tenn. Code Ann. § 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. In addition, my Executor and any successors are authorized to do any and all things which I might do if living and which my Executor or any successors shall deem advisable for the proper protection and management of the assets of my estate during its administration.

ITEM VI

I direct that no bond or other security shall be required in any jurisdiction of any person named in this Will as Executor, Executrix, or Trustee, or any successor in those capacities.

ITEM VII

If in the absence of this Item of my Will, I would die intestate or a trust would fail for lack of a beneficiary, I then devise and bequeath my entire residuary estate or the remaining estate trust principal (including any accumulated income), as the case may be, to my heirs. My "heirs" for purposes of this Item are the persons who would take the property of an intestate under the laws of Tennessee in effect at the time such heirs are to be determined, which time shall be at my death if I would otherwise die intestate and at the death of the last beneficiary of the trust if the trust otherwise would fail or terminate for lack of a beneficiary.

188

ITEM VIII

Wherever used in this instrument, the term "heirs" shall include persons born before and after the date of execution of this Will. However, the terms "grandchild" and

"grandchildren" shall include only John P. Hermon, IV, and James Robert Hermon, and not any grandchildren who should be born after the execution of this Will. Throughout this Will, the masculine gender shall be deemed to include the feminine, and the singular shall include the plural, and vice versa.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of seven typewritten pages, each of which is identified by my signature thereon, this 11 day of August, 1989, and do publish and declare this as my Last Will and Testament, in the presence of each and all of the subscribing witnesses who I have requested to act as such by signing the Attestation Clause and Affidavit to prove this Will pursuant to the provisions of T.C.A. § 32-2-110.

Nancy W. Hermon
NANCY W. HERMON, TESTATRIX

ATTESTATION CLAUSE

189

The foregoing instrument, consisting of seven typewritten pages, was signed, published and declared by the Testatrix, to be her Last Will and Testament, in our sight and presence, and we, at her request, and in her sight and presence, and in the sight and presence of each other, have hereunto subscribed our names as witnesses, this 11th day of August, 1989, at Nashville, Tennessee.

NAME	ADDRESS
George H. Cate, IV	Nashville, TN
June L. Cooper	Nashville, TN
Becky Judd	Nashville, TN

PAGE SEVEN OF MY WILL Nancy W. Hermon

A F F I D A V I T

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, being first duly sworn, make oath that NANCY W. HERMON on the day and date written below, declared and signified to us that the foregoing instrument was her Last Will and Testament; that she then signed said instrument in our sight and presence; that we, at her request and in her sight and presence, and in the sight and presence of each other, then subscribed our names thereto as attesting witnesses; that at the time of execution the Testatrix was more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence; and that the undersigned, each being more than eighteen (18) years of age, make and sign this Affidavit at the request of Testatrix on the date and day written below.

NAME	ADDRESS
George H. Cate IV	Nashville, TN
June L. Cooper	Nashville, TN
Becky Judd	Nashville, TN

SWORN TO AND SUBSCRIBED before me this 11th day of August, 1989.

Jacqueline K. Davis
NOTARY PUBLIC

My Commission Expires:
September 26, 1992

AOC-065
Rev. 12-04
Page 1 of 1
Commonwealth of Kentucky
Court of Justice www.kycourts.net
28 U.S.C. Sec.1738;
FRCP Rule 44

CERTIFICATION ACT OF CONGRESS

(FOR OUT OF STATE USE)

2007 MAY 16 A 11:20

County Logan

UNITED STATES OF AMERICA

D.C.

STATE OF KENTUCKY,
SS.
Logan County

I, Sherry J. Wilkins, Clerk of Logan District Court, in and for the State and County aforesaid, do hereby certify that the foregoing is a full, true and correct copy of Probate and appointment of Executor in the Estate of Nancy Harmon, whereby John P. Harmon III, is appointed as the Executor. in the above-styled case, as appears of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the Court aforesaid, at the city of Russellville, this 3 day of April, 2007.

Sherry J. Wilkins Clerk

STATE OF KENTUCKY,
SS.
Logan County

I, Jue Carol Browning Judge of the Logan District Court in the state and county aforesaid, do certify that Sherry Wilkins, who has signed the foregoing certificate, is, and was at the time of same, Clerk of said Court, duly elected and qualified; that all his/her official acts as such are entitled to full faith and credit, and that his/her foregoing attestation is in due form of law.

GIVEN UNDER MY HAND, at the City of Russellville
this 3rd day of April, 2007.

Judge

STATE OF KENTUCKY,
SS.
Logan County

I, Sherry J. Wilkins Clerk of the Logan District Court in the State and county aforesaid, do certify that Jue Carol Browning who signed the foregoing certificate, is and was at the time of signing same, Judge of said Court, duly elected and qualified; that all of his/her official acts as such are entitled to full faith and credit, and that his/her foregoing attestation is in due form of law.

GIVEN UNDER MY HAND, at the City of Russellville,
this 3 day of April, 2007.

Sherry J. Wilkins Clerk

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 MAY , 2007 , in Case Number 07P783 between HERMON III, JOHN P Petitioner, and HERMON, NANCY W 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 04 day of FEBRUARY 2010

RICHARD R. ROOKER, Clerk,

By _____
Deputy Clerk

SEAL