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IN THE SEVENTH CIRCUIT (PROBATE) COURT OF
DAVIDSON COUNTY, TENNESSEE

FILED
2010 DEC 17 AM 10:59
RICHARD R. ROOKER, CLERK
BY _____ D.C.

IN RE:

EVALINA HARWELL ANDREWS TRUST UNDER THE WILL OF SAMUEL KNOX HARWELL

and

FAMILY TRUST UNDER THE WILL OF JAMES DAVID ANDREWS III

and

TENNESSEE GAP TRUST UNDER THE WILL OF JAMES DAVID ANDREWS III

No. 10P-378

BILL GARRETT, Davidson County
Trans:T20110002342 ORDER
Recvd: 01/12/11 11:34 4 pgs
Fees:22.00 Taxes:0.00
20110112-0003300

ORDER APPROVING MOTION TO SUBSTITUTE TRUSTEE

This matter came to be heard by the Court on the 17th day of December, 2010 upon the Motion of Evalina Harwell Andrews (the "Petitioner") requesting that the Court substitute Equitable Trust Company, located in Nashville, Tennessee ("Equitable Trust") as sole Trustee of the following three trusts: 1) The Evalina Harwell Andrews T/U/W Samuel Knox Harwell (the "Harwell Trust"); 2) The Family T/U/W James David Andrews III (the "Family Trust"); and 3) The Tennessee Gap T/U/W James David Andrews III (the "Tennessee Gap Trust").

It appearing that the Petitioner and her three adult children, James David Andrews, IV, Jonathan Douglass Andrews, and Josephine Andrews Barksdale (the "Andrews Children") currently serve as co-trustees of the Harwell Trust; that the Petitioner is the lifetime beneficiary of the Harwell Trust; that the Andrews Children are the remainder beneficiaries of the Harwell Trust; that the Petitioner and the Andrews Children all wish to resign as trustee of the Harwell Trust and

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consent to the Court's appointment of Equitable Trust to serve as sole successor trustee of the Harwell Trust; and

It further appearing that Petitioner currently serves as sole trustee of the Family Trust and the Tennessee Gap Trust; that the Petitioner is the lifetime beneficiary of the Family Trust and the Tennessee Gap Trust; that the Andrews Children are the remainder beneficiaries of the Family Trust and the Tennessee Gap Trust; that the Petitioner wishes to resign as trustee of the Family Trust and the Tennessee Gap Trust; that the Petitioner and the Andrews Children all consent to the Court's appointment of Equitable Trust to serve as sole successor trustee of the Family Trust and the Tennessee Gap Trust; and

It further appearing that Equitable Trust agrees to accept the trusteeship of the Harwell Trust, the Family Trust and the Tennessee Gap Trust, subject to the condition that it shall have no liability for any acts or omissions of the prior trustee(s).

It is, therefore, ORDERED, ADJUDGED AND DECREED that the Court grants the Petitioner's Motion, approves the resignations of the prior trustees of the Harwell Trust, the Family Trust and the Tennessee Gap Trust, and appoints Equitable Trust as sole successor trustees of the Harwell Trust, the Family Trust and the Tennessee Gap Trust, subject to all fiduciary and other legal responsibilities of the trusteeship, except that Equitable Trust shall have no liability for any acts or omission of the prior trustee(s).

All other matters are reserved.

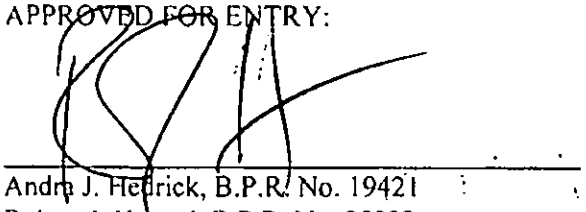
This 17th day of December, 2010.

Randy Kennedy, Probate Judge

419860.1/2009844

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APPROVED FOR ENTRY:



Andra J. Hedrick, B.P.R. No. 19421
Robert J. Hazard, B.P.R. No. 28332
Gullett, Sanford, Robinson & Martin, PLLC
P. O. Box 198888
Nashville, TN 37219-8888
(615) 244-4994
(615) 256-6339 (fax)

Attorneys For Evalina Harwell Andrews

CERTIFICATE OF SERVICE

I hereby certify that on December 17th, 2010, a true and exact copy of the foregoing was served, via U.S. Mail, postage prepaid, upon the following interested persons:

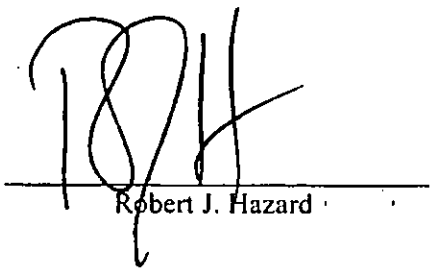
Harold Lee Fletcher, Esq.
4115 Baldwin Square
Memphis, TN 38117

Thomas R. Buckner, Esq.
Tara Ryan Kostakis, Esq.
Apperson Crump PLC
6070 Poplar Avenue, Sixth Floor
Memphis, TN 38119

James David Andrews IV
1626 Chickering Road
Nashville, TN 37215

Jonathan Douglass Andrews
5142 Stanford Drive
Nashville, TN 37215

M. Kirk Scobey, Jr.
Equitable Trust Company
4400 Harding Pike, #310
Nashville, TN 37205-2314



Robert J. Hazard

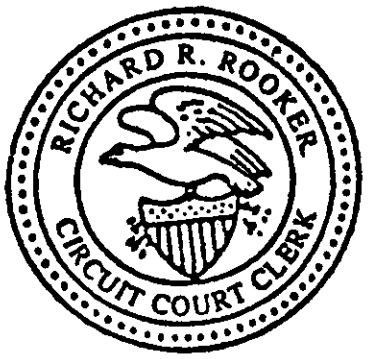
STATE OF TENNESSEE

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 PETITION ORDER heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 17 day of DECEMBER , 2010 , in Case Number 10P378 between ANDREWS, EVALINA HARWELL ET.AL Petitioner, and HARWELL, SAMUEL KNOX (TUW) ET.AL 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 11 day of JANUARY 2011

RICHARD R. ROOKER, Clerk,

SEAL



By _____

Deputy Clerk