WARRANTY DEED

STATE OF TENNESSEE
COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS **$355,000.00**

Robert Polk Thomson
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 31ST DAY OF JANUARY, 2011.

Notary Public

MY COMMISSION EXPIRES:

(AFFIX SEAL)

SHANNON PHILBIN NOTARY PUBLIC STATE OF TENNESSEE DAVIDSON COUNTY
My Commission Expires JULY 5, 2011

THIS INSTRUMENT WAS PREPARED BY
MICHAEL J. PHILBIN, P.C., 2021 Richard Jones Road, Suite 220, Nashville, TN 37215

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Stanley George Bolton **Norma Jean Bolton**	New Owner	**117-13-A-133CO**
(NAME) **2705 Abbott Martin Road**	(NAME)	
(ADDRESS) **Nashville, TN 37215**	(ADDRESS)	
(CITY) (STATE) (ZIP)	(CITY) (STATE) (ZIP)	

FOR AND CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, **Robert Polk Thomson, Substitute Trustee of the Frances N. Thomson Family Trust created under the Last Will and Testament of Frances N. Thomson dated June 24, 1994,** HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO **Stanley George Bolton and Norma Jean Bolton, as joint tenants with right of survivorship,** HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO-WIT:

*244 **65

A certain condominium apartment in Davidson County, Tennessee, being Unit No. 5-A, Pointset Condominiums, a Horizontal Property Regime, as shown on Exhibit "B" to Master Deed of Lots 5 & 6, Pointset Condominiums, of record in Book 5158, page 260* Register's Office for said County, and being located on Lot No. 5 on the Plan of Pointset as of record in Book 5050, page 36** said Register's Office, to which reference is here made, together with appurtenant interest belonging thereto as set out in Master Deed of record in Book 5158, page 244, said Register's Office.

Being the same property conveyed to the Grantor named above by Executor's Quitclaim Deed executed by Robert Polk Thomson, Executor of the Estate of Frances Newman Thomson of record in Instrument No. 20090211-0011986*** Register's Office for Davidson County, Tennessee.

***20090211-0011986

The Estate of Frances N. Thomson was administered in the Seventh Circuit Court for Davidson County, Tennessee, Probate Division under Docket No. 08P-96. Attached hereto as Exhibit "A" is a true copy of the **"NON-JUDICIAL SETTLEMENT AGREEMENT FOR APPOINTMENT OF SUBSTITUTE TRUSTEE OF THE FAMILY TRUST CREATED UNDER THE LAST WILL AND TESTAMENT OF FRANCES N. THOMSON DATED JUNE 24, 1994",** appointing the Grantor named above as substitute Trustee.

This conveyance is subject to all matters shown on any applicable recorded plan, all applicable easements, setback lines, and restrictions of record; and any encroachment, encumbrance, violation, variation or adverse circumstance affecting the title that would be disclosed by an accurate and complete land survey of the land and not shown by the Public Records.

unimproved ☐

This is improved ☒ property, known as **2705 Abbott Martin Road, Nashville, TN 37215**

(House Number) (Street) (P.O. Address) (City or Town) (Postal Zip)

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

BILL GARRETT, Davidson County
Trans:T20110006450 DEEDWARR
Recvd: 02/01/11 13:42 12 pgs
Fees:63.00 Taxes:1313.50
20110201-0008933

Witness my hand this 31st day of January, 2011.

Robert Polk Thomson, Substitute Trustee

By: Robert Polk Thomson, Substitute Trustee

Robert Polk Thomson, Substitute Trustee

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public in and for said County and State aforesaid, personally appeared Robert Polk Thomson, Substitute Trustee, the bargainor, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who in his capacity as Substitute Trustee under the Last Will and Testament of Frances N. Thomson, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee this 31ST DAY OF JANUARY, 2011.

Commission expires:

SHANNON PHILBIN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires JULY 5, 2011

Notary Public

NON-JUDICIAL SETTLEMENT AGREEMENT FOR APPOINTMENT OF SUBSTITUTE TRUSTEE OF THE FAMILY TRUST CREATED UNDER THE LAST WILL AND TESTAMENT OF FRANCES N. THOMSON DATED JUNE 24, 1994

This Agreement is made and entered into by the qualified beneficiaries and the co-trustees of the Family Trust created under the Last Will and Testament of Frances N. Thomson dated June 24, 1994 (the "Will"), namely, ROBERT POLK THOMSON, individually, ANNE THOMSON REED, individually and on behalf of her unborn descendants, JOHN FRANKLIN THOMSON REED, ROBERT CARTER THOMSON REED, MARGARET ANNE THOMSON REED, MARY THOMSON LEMENSE, individually and on behalf of her unborn descendants, THOMAS POLK LEMENSE, SARAH ELIZABETH LEMENSE, and ELIZABETH LELIA THOMSON BRESSLER, individually and on behalf of MARY FRANCES THOMSON BRESSLER, ANNE CAROL THOMSON BRESSLER, ELIZABETH BLOOM THOMSON BRESSLER, and her unborn descendants (collectively, the "Beneficiaries"), and ANNE THOMSON REED, MARY THOMSON LEMENSE, and ELIZABETH LELIA THOMSON BRESSLER, as co-trustees (the "Co-Trustees").

W I T N E S S E T H:

WHEREAS, FRANCES N. THOMSON (the "Decedent") died on December 26, 2007; and

WHEREAS, pursuant to paragraph A. of Article VI. of the Decedent's Will, the Decedent nominated her three daughters, ANNE THOMSON REED, MARY THOMSON LEMENSE, and ELIZABETH LELIA THOMSON BRESSLER, to serve as Co-Trustees of the Family Trust created under her Will; and

WHEREAS, pursuant to paragraph F. of Article VI. of the Decedent's Will, the Co-Trustees may resign at any time they deem such resignation to be advantageous to the Family Trust or to any beneficiary of the Family Trust and, upon a Co-Trustee's resignation, the Co-Trustee may, by written instrument, appoint a substitute trustee; and

WHEREAS, paragraph F. of Article VI. of the Decedent's Will further provides that a substitute trustee may be any person, other than the Decedent's spouse or a descendant of the Decedent, or any bank or trust company within the State of Tennessee having assets under management of at least $25,000,000; and

WHEREAS, all three of the Co-Trustees desire to resign from their respective positions as Co-Trustees of the Family Trust; and

WHEREAS, all three of the Co-Trustees desire to appoint ROBERT POLK THOMSON as the substitute trustee (the "Substitute Trustee") of the Family Trust; and

WHEREAS, ROBERT POLK THOMSON was the spouse of the Decedent at the time of the Decedent's death; and

WHEREAS, although the provisions of paragraph F. of Article VI. of the Decedent's Will specifically provide that the Decedent's spouse may not be appointed as the Substitute Trustee, the Beneficiaries and the Co-Trustees believe that the reason for this limitation was not that the Decedent objected to her spouse serving as a trustee of the Family Trust, rather, at the time the Will was drafted, a common concern among estate planning professionals was that naming the surviving spouse as trustee of a trust of which the spouse was a beneficiary, even if distributions from the trust were limited by an ascertainable standard, would cause the trust assets to be included in the surviving spouse's estate for estate and/or inheritance tax purposes; and

WHEREAS, since the date of the Decedent's Will, the law has evolved such that it is now accepted that the appointment of a surviving spouse as trustee of a trust created for the benefit of the surviving spouse will not cause the trust assets to be included in the surviving spouse's estate for estate and/or inheritance tax purposes, provided discretionary distributions from the trust to the surviving spouse are limited by an ascertainable standard; and

WHEREAS, discretionary distributions from the Family Trust are limited to health, education, support in reasonable comfort, and maintenance, and this qualifies as an ascertainable standard pursuant to Internal Revenue Code Section 2041 and Treasury Regulation Section 20.2041-1(c)(2); and

WHEREAS, the Decedent's Will does not include a mechanism for the removal of a Trustee or the appointment of a successor Trustee; and

WHEREAS, the Beneficiaries desire to modify the Family Trust to provide a mechanism for the removal of a Trustee and the appointment of a successor Trustee; and

WHEREAS, pursuant to § 35-15-111 of the Tennessee Uniform Trust Code ("TUTC"), the qualified beneficiaries and the trustee can enter into a binding nonjudicial settlement agreement with respect to any matter involving a trust provided a material purpose of the trust is not violated, and specifically, pursuant to § 35-15-111(d)(4) of the TUTC, for the purpose of appointing a trustee; and

WHEREAS, the current income beneficiaries of the trust are ROBERT POLK THOMSON, ANNE THOMSON REED, MARY THOMSON LEMENSE, and ELIZABETH LELIA THOMSON BRESSLER; and

WHEREAS, upon the death of ROBERT POLK THOMSON, the remaining trust assets will be divided into equal shares for ANNE THOMSON

REED, MARY THOMSON LEMENSE, and ELIZABETH LELIA THOMSON BRESSLER and distributed to them outright; and

WHEREAS, if a child of the Decedent predeceases ROBERT POLK THOMSON, the deceased child's share will be divided among such deceased child's then living descendants, *per stirpes*; and

WHEREAS, the living descendants of ANNE THOMSON REED are JOHN FRANKLIN THOMSON REED, ROBERT CARTER THOMSON REED, and MARGARET ANNE THOMSON REED; the living descendants of MARY THOMSON LEMENSE are THOMAS POLK LEMENSE and SARAH ELIZABETH LEMENSE; and the living descendants of ELIZABETH LELIA THOMSON BRESSLER are MARY FRANCES THOMSON BRESSLER, ANNE CAROL THOMSON BRESSLER and ELIZABETH BLOOM THOMSON BRESSLER; and

WHEREAS, T.C.A. §35-15-303(6) allows a person to represent his or her minor and unborn descendants if there is no conflict of interest between the person and the minor or unborn descendants; and

WHEREAS, for purposes of this Agreement, the parties believe there is no conflict of interest between each of ANNE THOMSON REED, MARY THOMSON LEMENSE, and ELIZABETH LELIA THOMSON BRESSLER and their respective minor and unborn descendants, therefore, each of such individuals will represent her minor and unborn descendants; and

WHEREAS, the Beneficiaries and the Co-Trustees believe that if it was not for the Decedent's concern that appointing her spouse to serve as trustee of the Family Trust would create negative transfer tax consequences, the Decedent would have appointed her spouse to serve as trustee of the Family Trust and would not have objected to her spouse serving as Substitute Trustee of the Family Trust; and

WHEREAS, given the Decedent's motivation for limiting her spouse's ability to serve as trustee and the subsequent clarification of the law, the Beneficiaries and the Co-Trustees do not believe that appointing ROBERT POLK THOMSON as Substitute Trustee violates any material purpose of the Family Trust; and

WHEREAS, the Co-Trustees desire to appoint ROBERT POLK THOMSON to serve as Substitute Trustee of the Trust, without bond; and

WHEREAS, all of the Beneficiaries consent and agree to modify the Family Trust to provide a mechanism for the removal of a Trustee and the appointment of a successor Trustee and believe that this modification is not inconsistent with a material purpose of the Family Trust; and

WHEREAS, the Beneficiaries agree that the appointment of ROBERT POLK THOMSON as Substitute Trustee and the modification of the Family Trust to include a mechanism for the removal of a Trustee and the appointment of a successor Trustee is appropriate and in the best interests of the Beneficiaries.

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

1. ANNE THOMSON REED, MARY THOMSON LeMENSE, and ELIZABETH LELIA THOMSON BRESSLER hereby resign as Co-Trustees of the Trust.

2. ANNE THOMSON REED, MARY THOMSON LeMENSE, and ELIZABETH LELIA THOMSON BRESSLER hereby appoint ROBERT POLK THOMSON to serve as Substitute Trustee of the Trust, without bond.

3. ROBERT POLK THOMSON hereby agrees to serve as Substitute Trustee of the Trust, without bond.

4. The Beneficiaries hereby confirm the appointment of ROBERT POLK THOMSON as Substitute Trustee of the Trust.

5. The Beneficiaries hereby modify the Family Trust by adding paragraphs G. and H. under Article VI. of the Decedent's Will, which shall read as follows:

> G. Removal of Trustee. ANNE THOMSON REED, MARY THOMSON LeMENSE, and ELIZABETH LELIA THOMSON BRESSLER, or the survivor of them, may, by majority vote, remove the Trustee of any trust created herein. Any such removal right shall be exercised by a writing delivered to the Trustee. The Trustee may be removed for any reason, without cause. The Trustee who has been given notice of removal shall continue to serve as Trustee until the successor Trustee(s) has assumed the office of Trustee unless at the time of such removal there is an additional Trustee then serving.
>
> H. Designation of Successor Trustee. Following the death, disability, or removal of the Trustee, ANNE THOMSON REED, MARY THOMSON LeMENSE, and ELIZABETH LELIA THOMSON BRESSLER, or the survivor of them, shall serve as successor Co-Trustees or sole Trustee, as applicable without bond.

6. The language of all parts of this Agreement shall, in all cases, be construed as a whole, according to its fair meaning, and not strictly for or against any of the parties.

7. Each of the parties agrees that Tennessee law shall govern the enforcement of this Agreement.

8. This Agreement contains the entire understanding of the parties and shall be modified only by an instrument in writing signed on behalf of each party hereto. No waiver of a breach or any provision of this Agreement shall be construed to be a waiver of any breach of any other provision of this Agreement or of any succeeding breach of the same provision. No delay in acting with regard to any breach of any provision of this Agreement shall be construed to be a waiver of such breach.

9. The parties agree to cooperate fully, to execute any supplemental documents, and to take any additional actions that may be necessary or appropriate to give full effect to the terms and intent of this Agreement.

10. This Agreement may be executed in counterparts, all of which shall be deemed to constitute one and the same agreement.

[Signatures are on the following pages.]

IN WITNESS WHEREOF, the Co-Trustees and the Beneficiaries have executed this instrument to become effective upon the last date of signature below.

Date: 12/17/08

ANNE THOMSON REED, as Co-Trustee

Date: 12/26/08

MARY THOMSON LeMENSE, as Co-Trustee

Date: _____

ELIZABETH LELIA THOMSON BRESSLER, as Co-Trustee

Date: 12/18/08

ROBERT POLK THOMSON, individually

Date: 12/17/08

ANNE THOMSON REED, individually and on behalf of her unborn descendants

Date: 12/17/08

JOHN FRANKLIN THOMSON REED

Date: 12/18/08

ROBERT CARTER THOMSON REED

Date: 12/17/08

MARGARET ANNE THOMSON REED

Date: 12/26/08

MARY THOMSON LeMENSE, individually and on behalf of her unborn descendants

Date: 12/25/08

Thomas P LeMense
THOMAS POLK LEMENSE

Date: 12/25/08

Sarah E LeMense
SARAH ELIZABETH LEMENSE

Date: _____

_____
ELIZABETH LELIA THOMSON BRESSLER, individually and on behalf of MARY FRANCES THOMSON BRESSLER, ANNE CAROL THOMSON BRESSLER, ELIZABETH BLOOM THOMSON BRESSLER, and her unborn descendants

IN WITNESS WHEREOF, the Co-Trustees and the Beneficiaries have executed this instrument to become effective upon the last date of signature below.

Date: _____

_____
ANNE THOMSON REED, as Co-Trustee

Date: _____

_____
MARY THOMSON LEMENSE, as Co-Trustee

Date: 12/22/2008

_____
ELIZABETH LELIA THOMSON BRESSLER, as Co-Trustee

Date: _____

_____
ROBERT POLK THOMSON, individually

Date: _____

_____
ANNE THOMSON REED, individually and on behalf of her unborn descendants

Date: _____

_____
JOHN FRANKLIN THOMSON REED

Date: _____

_____
ROBERT CARTER THOMSON REED

Date: _____

_____
MARGARET ANNE THOMSON REED

Date: _____

_____
MARY THOMSON LEMENSE, individually and on behalf of her unborn descendants

Date: _____

THOMAS POLK LEMENSE

Date: _____

SARAH ELIZABETH LEMENSE

Date: 12/22/2008

ELIZABETH LELIA THOMSON BRESSLER, individually and on behalf of MARY FRANCES THOMSON BRESSLER, ANNE CAROL THOMSON BRESSLER, ELIZABETH BLOOM THOMSON BRESSLER, and her unborn descendants

ACCEPTANCE OF APPOINTMENT AS SUBSTITUTE TRUSTEE

The undersigned, by signing this instrument, hereby acknowledges receipt of the foregoing instrument appointing him as Substitute Trustee of the Family Trust created under the Last Will and Testament of Frances N. Thomson dated June 24, 1994, to become effective immediately upon his signature below. Signed on this the 27th day of December, 2008.

Robert Polk Thomson

ROBERT POLK THOMSON