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IN THE PROBATE COURT FOR DAVIDSON COUNTY, TENNESSEE
AT NASHVILLE

FILED
2011 MAY 11 PM 2:28
RICHARD R. ROOKER, CLERK
D.C.

AMANDA R. CARLYLE, as beneficiary of the AMANDA R. CARLYLE 2000 GST-EXEMPT TRUST, and DAN CARLYLE, as Settlor of the AMANDA R. CARLYLE 2000 GST-EXEMPT TRUST, the JASON D. CARLYLE 2000 GST-EXEMPT TRUST, and the JENNIFER D. APPLEGATE 2000 GST-EXEMPT TRUST,	)	
Petitioners,	)	**No. 11P686**
v.	)	
JENNIFER SHUMAKE (fka Jennifer Applegate), as Trustee of the AMANDA R. CARLYLE 2000 GST-EXEMPT TRUST,	)	
Respondent.	)	

BILL GARRETT, Davidson County
Trans:T20110035894 ORDER
Recvd: 06/15/11 16:14 7 pgs
Fees:37.00 Taxes:0.00
20110615-0045949

ORDER APPOINTING INTERIM SUCCESSOR TRUSTEE

This matter came to be heard on May 5, 2011 on Petitioners' Application for a Temporary Injunction. Upon consideration of the pleadings and statements in open court and upon finding that Respondent, Jennifer Shumake, did not oppose being replaced as trustee and did not wish to serve in that capacity, but disputed wrongdoing and opposed the appointment of Petitioner Dan Carlyle as interim trustee, from all of which it appears to the Court, and the Court **ORDERS** as follows:

1. Respondent shall no longer serve as Trustee for the Amanda R. Carlyle 2000 GST Exempt Trust, the Jason D. Carlyle 2000 GST-Exempt Trust, and the Jennifer D. Applegate 2000 GST-Exempt Trust (the "Trusts").

2. The Court denies Petitioners' request to appoint Dan Carlyle as trustee of the Trusts.

3. David Carlyle, a resident of Auburn, Georgia is hereby appointed Interim Successor Trustee for the Trusts in the place and stead of Respondent.

4. The Interim Successor Trustee shall have the following limited powers and duties:

(a) the Interim Successor Trustee shall have the power to borrow money, with or without security, for the purpose of paying unpaid property taxes, homeowners association fees and dues, property insurance premiums, any other debts or obligations related to the properties titled in the name of the trustee, descriptions of which are attached as Exhibit A (the "Properties"), or for the necessary maintenance and repair of the Properties; and to mortgage, pledge, or encumber the Properties, or any portion thereof, under whatever terms and for whatever duration that the Interim Successor Trustee deems necessary and appropriate;

(b) the Interim Successor Trustee shall have the power and the duty to collect all rents and other amounts due and owing to the lessors of the Properties. The Interim Successor Trustee shall apply all such amounts in the following order: (a) due and owing, but unpaid property taxes; (b) insurance premiums; (c) due and owing, but unpaid homeowner's associates fees; (d) necessary maintenance and repair of the Properties. Any funds collected in excess of the amounts necessary for the specifically listed items may be applied, at the Interim Trustee's discretion, to any other expenses of the Properties or the Trusts. The Trustee shall segregate and maintain any funds collected, but not spent on debts or expenses pending further Order of the Court;

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(c) the Interim Successor Trustee shall have the power and the duty to obtain insurance and take whatever other action the Interim Successor Trustee deems is necessary and appropriate for the protection and maintenance of the Properties; and

(d) the Interim Successor Trustee shall have the power to retain the professional assistance of attorneys, accountants, or other professionals to draft necessary contracts and other documents, to provide necessary tax and financial advice, and to make necessary repairs to the Properties. The Interim Successor Trustee may be reasonably compensated for these expenses.

5. The Interim Successor Trustee shall be compensated for any expenses incurred in connection with carrying out his duties as trustee, including without limitation mileage, telephone calls, postage, copies, and facsimiles.

6. On or before May 23, 2011, Respondent shall deliver to the Interim Successor Trustee (at the address set forth in the certificate of service below) a cashier's check made out to the Davidson County Clerk and Master in the amount of all funds collected by the Respondent from the tenants of the Properties that Respondent has retained, which is believed to be no less than THREE THOUSAND SIX HUNDRED AND NO/100 Dollars ($3,600.00). Respondent shall accompany this check with, if available and in her possession, a report of all rent that is currently due and owing by any tenants of the Properties, copies of all leases currently in effect, contact information for all tenants, and any information regarding insurance for the Properties. Counsel for Respondent shall deliver a copy of the cashier's check and other information required by this paragraph to Petitioners' counsel.

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7. On or before June 20, 2011, Respondent shall provide to the Interim Successor Trustee and Petitioners' counsel a complete accounting of all funds collected from any tenants of the Properties or otherwise collected in connection with the Trusts, along with all expenditures made by Respondent on behalf of the Trusts.

8. The Temporary Restraining Order entered by the Court on May 2, 2011 has been rendered moot by this Order and is therefore dissolved.

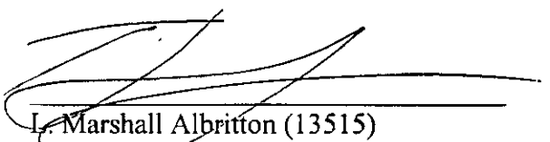
9. The Court shall conduct a status conference on June 22, 2011 at 10:00 a.m.. All further matters are reserved.

IT IS SO ORDERED this the 11 day of May, 2011.

HONORABLE RANDY KENNEDY

PREPARED FOR ENTRY BY:

PARKER, LAWRENCE, CANTRELL & SMITH



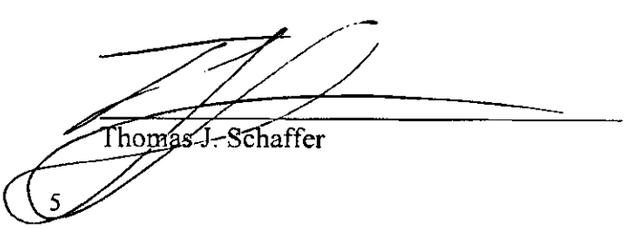
L. Marshall Albritton (13515)
Thomas J. Schaffer (29377)
200 Fourth Avenue North, Fifth Floor
Nashville, Tennessee 37219
(615) 255-7500
Attorneys for Jennifer Shumake

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document has been forwarded, postage prepaid by U.S. Mail to the persons identified below on this 9th day of May, 2011:

Gregory H. Oakley, Esq.
Drescher & Sharp, P.C.
1720 West End Avenue, Suite 300
Nashville, Tennessee 37203
(615) 425-3703
Counsel for Petitioners

David Carlyle
238 County Line Road
Auburn, Georgia 30011



Thomas J. Schaffer

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EXHIBIT A

1. Stagner Road (N of Stagner Road & I-24)
    a. Map/Par 014-00-0 195.00
    b. Book 20001003, Page 97876

2. 3494 Stagner Road
    a. Map/Par 014-00-0 154.00
    b. Book 20001003, Page 97876

3. 3490 Stagner Road
    a. Map/Par 014-00-0 056.01
    b. Book 20001003, Page 97877

4. Stagner Road (E of Stagner Road N/S I-24)
    a. Map/Par 014-00-0 138.00
    b. Book 20001003, Page 97877

5. 2021 Nashboro Boulevard, Nashville, Tennessee 37217, more fully described as Unit No. 2021 and Garage Unit No. 2027 of Nashboro Village
    a. Map/Par 135-12-0A-011.00 CO
    b. Book 4675, Page 121

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 - TRUST heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 11 day of MAY , 2011 , in Case Number 11P686 between CARLYLE, AMANDA ET.AL Petitioner, and SHUMAKE, JENNIFER A/K/A APPLEGATE, JENNIFER 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 15 day of JUNE 2011

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL