Copy

BILL GARRETT, Davidson County
Trans:T20130033236 WILL
Recvd: 04/23/13 13:04 24 pgs
Fees:122.00 Taxes:0.00
20130423-0040278

FILED
2011 SEP -8 PM 3:06
RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT

OF

JOHNNY WILLARD ELLIS

THIS INSTRUMENT PREPARED BY:
WALLER LANSDEN DORTCH & DAVIS, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219-1760

Copy

LAST WILL AND TESTAMENT

OF

JOHNNY WILLARD ELLIS

I, JOHNNY WILLARD ELLIS, of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish, and declare this as my last will and testament (also referred to herein as my "Will"), hereby revoking all last wills and testaments and codicils heretofore made by me.

I am currently unmarried. The names of my living children are JOHNNY B. ELLIS, RONNIE E. ELLIS, TINA E. O'REAR, and MICHAEL T. ELLIS. All references to my children in this document are to these children, as well as any other child of mine born or adopted by me after the date of this Will. I have a close friend, BRENDA SUSIE STANDIFER, who is a beneficiary of my estate.

ARTICLE I.
Appointment of Executor and Trustee

A. Appointment of Executor. I nominate and appoint the following individuals, successively in the order named, to serve as Executor of this my Will, without bond: JOHNNY B. ELLIS, then MICHAEL T. ELLIS, and then TINA E. O'REAR. Whenever the term "Executor" is used herein, it shall be deemed to apply to the party or parties acting as such, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

B. Appointment of Trustee. I nominate and appoint the following individuals, successively in the order named, to serve as Trustee of any trust established under my Will, without bond: JOHNNY B. ELLIS, then MICHAEL T. ELLIS, and then TINA E. O'REAR. Whenever the term "Trustee" is used herein, it shall be deemed to apply to the party or parties acting as such, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

C. Waiver of Inventory and Accounting. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting that might otherwise be required pursuant to applicable law, unless any beneficiary of my residuary estate specifically requests such reports.

D. Appointment of Ancillary Personal Representative. If the appointment of an Executor of my estate is necessary or desirable in any jurisdiction in which the Executor named herein is unable or unwilling to act, I appoint as my Executor in that jurisdiction such person or corporation as may be designated in an instrument

JWE

Copy

signed by the Executor named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my Executor named herein is given with respect to my domiciliary estate (including the power to sell real or personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any court.

ARTICLE II.
Payment of Debts and Taxes

I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate shall be paid as soon as may be convenient after my death. I further direct that all transfer, estate, inheritance, and other death taxes that 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 equitably apportioned among those beneficiaries to whom any benefit from my estate accrues, in the proportion that the value of the property or interests received by a beneficiary bears to the total value of the property and interests received by all such beneficiaries, using for this purpose the final value as determined for federal estate tax purposes. Provided, that any exemption or deduction permitted for property passing to my spouse (if I am married at the time of my death) or to charity shall insure to the benefit of my spouse or the charity, as applicable, so that my spouse or the charity shall bear no part of the death tax burden.

In addition, to the maximum extent permitted by law, my Executor shall seek reimbursement for, recovery of, or contribution toward the payment of estate taxes attributable (calculated on an incremental basis) to property over which I have a power of appointment or that is included in my gross estate under Code Sections 2035(a), 2036 through 2039, 2041, and 2042, if such taxes are not otherwise paid or payable.

I authorize (but do not require) my Executor, in its sole discretion, to use the proceeds of any life insurance payable to my estate or to my Executor for the payment of my debts or taxes of my estate.

ARTICLE III.
Disposition of Tangible Personal Property and Specific Bequests

A. Written Memorandum. I may leave one or more handwritten memoranda (dated and signed subsequent to the date of this Will) disposing of certain items of tangible personal property. Except as otherwise provided in any such memorandum, if an individual named therein does not survive me, then the bequest made in such memorandum to that individual shall lapse. In addition, such

memorandum shall not operate to revoke this Will unless expressly stated therein. If such a memorandum is not located within ninety (90) days following my death, my Executor shall administer my estate under the rebuttable presumption that no such memorandum exists.

B. Bequest of Wristwatch, Furniture, Fixtures and Household Items. I give all furniture, household furnishings and fixtures located in or around the residence located at 312 Browning Road, Nashville, Davidson County, Tennessee 37211 and 6540 Highway 41A, Pleasant View, Cheatham County, Tennessee, to BRENDA SUSIE STANDIFER. In addition, I give to BRENDA SUSIE STANDIFER the wristwatch she previously gave to me. Provided, that in the event BRENDA SUSIE STANDIFER shall have predeceased me, these bequests shall lapse and such property shall be distributed in accordance with paragraph C.

C. Bequest of Remaining Tangible Personal Property. Except as provided in paragraphs A. and B. of this Article, I give all pictures, personal effects and all other items of tangible personal property (except cash on hand or deposit) that I own at the time of my death to my children to be divided in substantially equal shares as to the value thereof, in such manner as shall be practicable as to the individual items thereof, and as my children shall agree. If a child of mine is deceased, his or her share shall be divided among and distributed to his or her then living descendants, *per stirpes*, or if the child has no then living descendants, then his or her share shall be equally divided among my remaining children as provided in the preceding sentence. If I have no then living descendants, this bequest shall lapse, and the property shall be administered as part of my residuary estate.

To the extent that the beneficiaries fail to agree as to the division of any one or more items of tangible personal property within a reasonable period of time after my death, or if one or more of the beneficiaries are disabled or minors, my Executor shall divide the property (or, in its sole and absolute discretion, sell the property and divide the proceeds therefrom) among the beneficiaries in the proportions set forth above. Any decision made by my Executor with respect to either the selection or sale of tangible personal property shall be final and binding on all beneficiaries. My Executor may distribute the share of any minor beneficiary to such beneficiary directly, or to the person who has custody of such beneficiary, with such person holding the beneficiary's share for the benefit of the beneficiary until the termination of the custody, at which time the property shall be distributed to the beneficiary.

If, in the discretion of my Executor, any of my tangible personal property is not suitable for immediate delivery, my Executor may retain such property in safekeeping for future delivery. My Executor shall pay all expenses associated with safeguarding, insuring, packing, shipping, storing, delivering, and distributing the tangible personal property to the beneficiary at his or her residence, and such

JWE

Copy

expenses shall be deemed to be a proper part of the expenses of administering my estate.

D. Certain Real Property. To the extent that BRENDA SUSIE STANDIFER does not succeed to all of my interests by right of survivorship in the following real property and improvements (and/or interests in entities which own a portion or all of such real property and improvements), I devise such real property and improvements (and/or interests in entities which own a portion or all of such real property and improvements) to BRENDA SUSIE STANDIFER, if she survives me, outright and free of trust:

1. 3310 Nolensville Road, Nashville, TN
2. 3005 Fieldstone Drive, Nashville, TN
3. 263 Bell Road, Nashville, TN
4. 3619 Nolensville Road, Nashville, TN
5. 312 Browning Road, Nashville, TN
6. 6540 Highway 41A, Pleasant View, TN

ARTICLE IV.
Disposition of Residuary Estate

The remainder of all of my property, real, personal, and mixed, of whatever kind and character and wherever situated, including any property payable to my Executor or my estate as the result of my death, (collectively my "residuary estate"), shall be divided into as many equal shares as shall be necessary to create one share for each of my then living children and one share for each of my then deceased children who has one or more then living descendants. If I have no then living descendants, the Trustee shall distribute my residuary estate as provided in the Article titled *Ultimate Distribution*. Each share created under this Article for a child of mine shall be distributed to such child, outright and free of trust; provided, however, that any share created for my son, RONNIE E. ELLIS, shall be retained in a separate trust named for RONNIE E. ELLIS and administered and distributed as provided in paragraph B. below. Each share created under this Article for a deceased child of mine shall be administered as provided in paragraph A. below.

A. Share of a Deceased Child. Each share created under this Article for a deceased child of mine with then living descendants shall be divided among the deceased child's then living descendants, *per stirpes*. Thereafter, each share created for a beneficiary under this paragraph shall be distributed to the beneficiary outright and free of trust, subject to the provisions of the Article titled *Underage and Disabled Beneficiaries*.

B. The Ronnie E. Ellis Trust. Any share created under this Article for my son, RONNIE E. ELLIS ("Ronnie"), shall be held in a separate trust and administered and distributed as follows:

Copy

1. Discretionary Distributions. The Trustee shall distribute to Ronnie as much of the net income and principal of the trust as the Trustee determines, in its sole and absolute discretion.

2. Termination of Trust. This trust shall terminate upon Ronnie's death, at which time the remaining trust assets shall be paid over and delivered, in whole or in part, to those individuals and/or entities, in such amounts and proportions, and on such terms and conditions, either outright or in trust, as Ronnie may direct by a specific reference to this power in his valid last will and testament or Qualified Revocable Trust; provided, that this power of appointment may not be exercised in favor of Ronnie, Ronnie's Creditors, Ronnie's estate, creditors of Ronnie's estate, or in any manner that would result in any economic benefit to Ronnie. Any unappointed trust property shall be divided among Ronnie's then living descendants, *per stirpes*, and, thereafter, distributed outright and free of trust, subject to the provisions of the Article titled *Underage and Disabled Beneficiaries*; provided, that if Ronnie is not survived by any then living descendants, the Trustee shall distribute the balance of the unappointed trust property to my then living descendants, *per stirpes*. If I have no living descendants, the Trustee shall distribute the remaining trust property as provided in the Article titled *Ultimate Distribution*.

ARTICLE V.
Underage and Disabled Beneficiaries

Whenever any outright distribution of income or principal is required to be made to a beneficiary by a provision of this Will and the beneficiary is under the age of eighteen (18) years, unless otherwise specifically provided herein, or when the beneficiary is disabled (as defined below), the Executor shall instead make such distribution to my Trustee (as to any property not already held in trust), or the Trustee shall retain such distribution (as to property already held in trust), as the case may be, in a separate trust, as follows:

A. Distributions of Trust Income and Principal. The Trustee may distribute to or apply for the benefit of the beneficiary as much of the net income and principal of the trust as the Trustee, in its sole and absolute discretion, deems advisable for the beneficiary's health, education, maintenance, and support. Any net income not distributed to the beneficiary shall be accumulated and added to principal at least annually.

B. Termination and Distribution. The Trustee shall distribute the trust property to the beneficiary, outright and free of trust, when the beneficiary attains the age of eighteen (18) years, or, if later, when the beneficiary ceases to be disabled.

Copy

C. Distribution Upon the Beneficiary's Death. Unless sooner terminated, upon the death of the beneficiary, any property in the trust shall be distributed to the beneficiary's then living descendants, *per stirpes*. If the beneficiary is not survived by any of his or her descendants, the Trustee shall distribute and divide the balance of the trust property among the then living descendants, *per stirpes*, of such beneficiary's lineal ancestor (who is either me or one of my descendants) who has the closest degree of lineal consanguinity to such beneficiary and has one or more then living descendants. If I have no then living descendants, the Trustee shall distribute the remaining trust property as provided in the Article titled *Ultimate Distribution*.

ARTICLE VI.
Ultimate Distribution

If at any time there is no person or entity entitled to receive all or any part of my property, such property shall be distributed, outright and free of trust, to those persons who would be my heirs, and in such proportions, as if I had died at such time, intestate, unmarried, and domiciled in Tennessee.

ARTICLE VII.
Resignation, Removal, and Appointment of Trustees

A. Resignation. Any Trustee shall have the right to resign as Trustee upon thirty (30) days' prior written notice to the remaining Trustee or Trustees, if any, and to all of the beneficiaries of the eldest generation of beneficiaries then eligible to receive distributions of net income from any trust created under this Will. Such notice shall be given to the natural or legal guardian or conservator of any beneficiary who is under a legal disability. An individual serving as a Trustee of any trust established herein shall cease to serve as such Trustee whenever such individual is disabled.

B. Right to Remove Trustee. My son, RONNIE B. ELLIS, may remove any Trustee of a trust being administered hereunder for his benefit or the benefit of his descendants. Any such removal right shall be exercised by a writing delivered to the Trustee. A Trustee may be removed for any reason, without cause. Any Trustee who has been given notice of removal shall continue to serve as Trustee until a replacement Trustee has been appointed and agreed to serve, unless at the time of such removal there is an additional Trustee then serving.

C. Appointment of Successor Trustees.

1. Power of Ronnie B. Ellis to Appoint Successor Trustee. My son, RONNIE B. ELLIS, may appoint a corporate fiduciary to serve as successor Trustee of any trust established under my Will for his benefit.

Copy

2. Power of Trustee to Designate Successor Trustee. Any individual Trustee may designate a corporate fiduciary to serve as such Trustee's immediate successor in the event such Trustee ceases to serve as a Trustee, provided that (i) there is no successor who has been appointed in accordance with the provisions of this Will who is willing and able to serve as such, and (ii) the Trustee has not been removed as trustee. The Trustee may make this designation at any time (including by a valid last will and testament or Qualified Revocable Trust), and any such designation made by the Trustee may be changed from time to time and shall only become effective upon such Trustee ceasing to serve as a Trustee for any reason. Any such successor Trustee thus appointed shall be subject to the removal powers described above.

3. Designation of Successor Trustee if Vacancy. If there is at any time a vacancy in the office of Trustee and such vacancy is not filled pursuant to the above provisions, any beneficiary can petition a court of competent jurisdiction, *ex parte*, to designate a corporate fiduciary as successor Trustee. The natural or legal guardian or conservator of any beneficiary who is under a legal disability shall exercise such beneficiary's right to appoint a successor Trustee, as provided for herein. A vacancy shall not be deemed to exist so long as at least one Trustee is serving; provided, however, that a vacancy shall be deemed to exist in the office of Disinterested Trustee if there is no Disinterested Trustee serving at a time when certain powers are reserved to a Disinterested Trustee and the affected beneficiaries request the appointment of a Disinterested Trustee.

D. Corporate Fiduciaries. Any corporate fiduciary named pursuant to the provisions of this Will or appointed by a court of competent jurisdiction as a Trustee must be a bank or trust company situated in the United States having trust powers under applicable federal or state law. Such fiduciary shall be a Disinterested Trustee.

E. Powers and Liabilities of Successor Trustee. Any successor Trustee shall have all of the rights, powers, and privileges, including the right to serve without bond, and shall be subject to all of the obligations and duties, both discretionary and ministerial, as given to the original Trustee. Any successor Trustee shall be subject to any restrictions imposed on the original Trustee. No successor Trustee shall be required to examine the accounts, records, and acts of any previous Trustee. No successor Trustee shall in any way be responsible for any act or omission to act on the part of any previous Trustee.

JWE

Copy

ARTICLE VIII.
Powers and Duties of Executor and Trustee

A. In General. In addition to all powers given under applicable law and those set forth below, both my Executor and Trustee shall have all of the powers enumerated in T.C.A §35-50-110 and the Tennessee Uniform Trust Code as they exist on the date of my death.

B. Administration of Real Property. I direct that all real property that I own at the time of my death shall be administered as a part of my probate estate subject to the control of my Executor, as authorized by T.C.A. § 31-2-103 except for those real properties identified in paragraph D. of the Article titled *Distribution of Tangible Personal Property and Specific Bequests.* It is my intention that my Executor shall have possession and control of my real property during the period of administration, including the power to sell, lease, encumber, and otherwise convey all or any portions of such real property or interests therein without the joinder of any beneficiary of my estate or the approval of any court. Any commissions or other expenses arising out of the sale of any such property by my Executor shall be deemed to be a proper expense of administering my estate.

C. Executor's Authority to Make Tax Elections. My Executor may, in its sole discretion, exercise any available election concerning state and/or federal income, inheritance, estate, succession, gift, and/or generation-skipping transfer tax law, including but not limited to any election relating to the deduction and/or allocation of estate administration expenses with or without compensating adjustments between income and principal, allocation of available exemptions, and deferral of a tax liability. My Executor shall be indemnified and held harmless for any claim in connection with the exercise of any available tax election pursuant to the provisions of this paragraph.

D. Funding of Bequests. Other than bequests of specifically identified property and/or tangible personal property under the Article titled *Distribution of Tangible Personal Property and Specific Bequests,* my Executor is authorized to satisfy any bequest made under my Will in cash or in kind, and if wholly or partly in kind, to select and distribute the specific asset or assets so selected. In determining the amounts to be allocated to each such bequest, each asset shall be valued at an amount equal to its final value as determined for tax purposes. In addition, the assets allocated to such bequests and among such bequests must be fairly representative of the appreciation and depreciation (from the value determined for transfer tax purposes) in the value of all property (including cash) available for allocation. Such bequests shall carry with them (as income and not as principal) their proportionate share of the income of my estate from the date of my death.

JWE

Copy

E. Power to Distribute Trust Property. My Executor shall have the power to distribute to the beneficiary of a trust under this Will any property or portion thereof or income therefrom given to the Trustee of such trust if, pursuant to the terms of such trust, the property or income therefrom would immediately be subject to final distribution directly to the beneficiary with no discretion in the Trustee to withhold it (because of age or disability). The receipt of the beneficiary shall discharge my Executor.

F. Distribution and Receipts. Whenever income and/or principal may be distributed to or for the benefit of a beneficiary, such distributions, unless specifically stated otherwise, may be made directly to such beneficiary or to others for the use or benefit of such beneficiary, as the Executor or Trustee, as the case may be, deems proper. The receipt of the distributee shall be a sufficient acquittance for the Trustee or Executor, but such receipt shall not be required. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

G. Accounting and Notification to Trust Beneficiaries. The Trustee shall not be required to render an accounting to any court, however, the Trustee shall report, at least annually, all of the receipts, disbursements, and distributions occurring during the reporting period, along with a complete statement of the trust property, to the beneficiaries of the eldest generation of my descendants then eligible to receive distributions of the net income from the various trusts created under this Will. If any beneficiary to whom an account is so rendered is under a legal disability, the Trustee shall render the account to the beneficiary's parent or other legal representative. Except as specifically set forth above, I direct the Trustee hereunder not to provide the notification otherwise required pursuant to T.C.A. §35-15-813(b), or any similar successor statute. The Trustee shall not be required to respond to requests pursuant to T.C.A. §35-15-813(a) for information regarding the trusts from any beneficiary who is not a current recipient of the annual accounting.

H. Funeral, Cremation, and Burial Expenses. The Trustee may, in its sole discretion, pay the funeral, cremation, and burial expenses of an income beneficiary of any trust created under this Will. Funeral, cremation, and burial expenses shall include, but shall not be limited to, the cost of memorials of all types and memorial services of such kinds as the Trustee shall approve. Such payments, if any, shall be paid from the assets of the trust or trusts from which the beneficiary was eligible to receive income.

I. Reliance Upon Probated Last Will and Testament or Absence Thereof. The Executor or Trustee shall be protected in relying upon a last will and testament of an individual that is admitted to probate in any jurisdiction as the final last will and testament of such individual, or in assuming that an individual had no last will and testament if the Executor or Trustee has no actual knowledge of one being

JWE

Copy

admitted to probate in any jurisdiction within three (3) months after such individual's death. Any such reliance shall not prejudice the rights of any appointee of a power of appointment or taker in default of a power of appointment under my Will to recover the distributed property from those to whom the Executor or Trustee has made a distribution if a last will and testament validly exercising the power to appoint is subsequently found or if the last will and testament admitted to probate is successfully contested.

J. Early Termination of Trusts Based on Cost. If the Disinterested Trustee determines, in its sole and absolute discretion, that any trust created hereunder has become uneconomical to administer due to the cost of administration relative to the value of the trust property, the Disinterested Trustee may terminate such trust or trusts and distribute the trust property, including any accrued but undistributed net income, to the mandatory income beneficiaries of the trust, *per stirpes*; or if there are no living mandatory income beneficiaries, then to the beneficiaries then entitled to receive discretionary payments of income of the trust, *per stirpes*.

K. Limitation on Trustee's Power to Discharge Trustee's Obligations. In no event shall the Trustee have the authority to exercise any power given to the Trustee to make discretionary distributions of either principal or income to satisfy any legal support obligation of the Trustee, other than distributions for the health, education, maintenance, and support of a Trustee who is also a beneficiary of a trust created hereunder.

L. Executor's and Trustee's Compensation. The Executor and Trustee shall be entitled to fair and reasonable compensation for the services they render as fiduciaries. The Executor and Trustee shall be reimbursed for the reasonable costs and expenses incurred in connection with their fiduciary duties under this Will and shall reasonably compensate those persons employed by them, including agents, auditors, accountants, and attorneys. No Trustee serving as Trustee of a trust established herein shall be entitled to a termination fee in the event such Trustee is removed or otherwise ceases to serve as Trustee. A corporate Trustee's regular schedule of fees for administering a trust and/or an estate shall not be entitled to any presumption of reasonableness.

M. Distribution Powers. Wherever it shall become necessary to divide assets between the trusts herein created, or within any of the said trusts, or to distribute any of the assets, or to satisfy a pecuniary amount, such division or distribution shall be in any manner deemed proper by the Trustee and may be made in cash or in kind, or partly in cash and partly in kind. Also, the judgment of the Executor or Trustee on the relative values of such assets shall be binding and conclusive on all interested parties.

N. Transactions with Other Trusts and Estates. The Executor and/or Trustee may enter into any transaction authorized by this Article with fiduciaries or other trusts or estates in which any beneficiary hereunder has an interest, even though such fiduciary is also an Executor and/or Trustee under my Will.

O. Discretionary Distributions. The Trustee, when exercising its discretion to make a distribution from any trust created under my Will, may take into consideration any income or other resources that are available outside of the trust to a beneficiary and of which the Trustee has actual knowledge.

P. Statement of Intention Regarding Retention of Certificate of Deposits and Stocks. It is my belief and opinion that the Certificates of Deposit ("CDs") and stocks that I currently own are excellent investments. Accordingly, I wish, but do not require, the Executor and/or Trustee, as appropriate, to retain such CDs and stocks following my death rather than liquidating such assets. This paragraph is not mandatory but is only precatory.

Q. Methods of Payment. Whenever the Executor or Trustee, as the case may be, desires to make a discretionary distribution of income or principal pursuant to the provisions of this Will to or for the benefit of a beneficiary who is under the age of eighteen (18) years or disabled, such distribution may be made in any one or more of the following ways, without court supervision and without the necessity for posting a bond:

1. Directly to the beneficiary;

2. To persons, corporations, or other entities for the use and benefit of the beneficiary;

3. To an account in a commercial bank, brokerage, or savings institution in the name of the beneficiary, or in a form reserving the title, management, and custody of the account to a suitable person, corporation, or other entity for the use and benefit of the beneficiary;

4. In any prudent form of annuity purchased for the use and benefit of the beneficiary;

5. To any person or duly licensed financial institution, including the Executor or Trustee, as a custodian under the Uniform Transfers to Minors Act, or any similar act, of any state, or in any manner allowed by any state statute dealing with gifts or distributions to minors or other individuals under a legal disability;

6. To any guardian or conservator of the beneficiary; or

Copy

7. To invest in or contribute to a qualified Code Section 529 plan as an account owner on behalf of a beneficiary and exercise any options under such account consistent with the purposes set forth herein.

R. Assistance for Caretakers.

1. Payments for Residential Expenses. If any minor or disabled child of mine, or the minor or disabled descendants of a deceased child of mine, are placed in the custody of an individual other than the parent of such beneficiary, such as a relative, guardian, or conservator (the "Caretaker"), the Trustee may furnish those trust funds from any trust of which the child is a beneficiary that the Trustee deems, in its sole and absolute discretion, to be necessary or advisable to assist the Caretaker in providing adequate care and housing for the beneficiary. The Trustee is authorized to distribute a portion of the income or principal of any such trust, in such amounts and proportions as it shall determine in its sole and absolute discretion, to any such Caretaker who is caring for a beneficiary and who, in order to provide comfortable care and shelter for such beneficiary, may need to:

a. Improve the Caretaker's home;

b. Purchase a more suitable home for the Caretaker; or

c. Purchase personal property, appliances, or any other related appurtenances.

Any such distribution shall become the separate property of the Caretaker and shall not subject to any claim by a beneficiary.

2. Payments for Other Expenses. In addition to the foregoing, the Trustee is authorized to reimburse the Caretaker for any out-of-pocket expenditures made by such Caretaker out of the income or principal of any trust of which the child is a beneficiary, in such amounts and proportions as the Trustee shall determine in its sole discretion, to the extent he or she is not otherwise reimbursed.

3. Limitations of Trustee/Caretaker. Notwithstanding anything in this Will to the contrary, if a Caretaker is also serving as a Trustee of any trust created under this Will for the benefit of one or more of the same beneficiaries, any distributions for residential expenses made under subparagraph 1. above must be made by a Trustee of such trust other than the Caretaker, and the decisions of such other Trustee as to any such distributions shall be final and binding. If no other Trustee is then serving, then a Trustee may be appointed by the Caretaker as a special Trustee solely to make any such distributions to the Caretaker, so long as such Trustee is

JWE

Copy

not related or subordinate to the Caretaker (within the meaning of Code Section 672(c), as if the Caretaker were a "grantor").

ARTICLE IX.
Miscellaneous

A. Definitions.

1. Code and T.C.A. Unless the context indicates otherwise, references to the "Code" shall mean the Internal Revenue Code of 1986, as amended (and any references to a section thereof shall include any successor, substituted, or amended section of the Internal Revenue Code), and shall also include the Treasury Regulations promulgated thereunder; provided, however, it shall not include any Treasury Regulation, or any portion thereof, that has been held invalid by a court having jurisdiction over federal tax matters. Unless otherwise indicated, any references to T.C.A. shall mean the Tennessee Code Annotated, as amended (and any references to a section thereof shall include any successor, substituted, or amended section of the Tennessee Code Annotated).

2. Disability of Beneficiary. Except as otherwise provided in this Will, any beneficiary shall be deemed "disabled" or under a "disability" for purposes of this Will, if, upon a good faith determination made by the Trustee, such individual lacks the physical or mental capacity, personal or emotional stability, or maturity of judgment needed to effectively manage his or her personal or financial affairs (whether because of injury, mental or medical condition, substance abuse or dependency, gambling addiction, or any other reason). Individuals under the age of majority shall be considered legally incapacitated and under a disability for purposes of this Will.

3. Disability of Individual Fiduciary. Except as otherwise provided in this Will, any individual fiduciary shall be considered disabled or incapacitated when at least two of his or her attending physicians certify in writing to any other fiduciary then serving under this Will (or, if none, then to the named successor trustee and, if none, then to the beneficiaries of the eldest generation then eligible to receive income from the trust) that his or her physical and/or mental state is so deteriorated that he or she is no longer able to attend to his or her own affairs without assistance. After a person is deemed to be disabled, he or she will continue to be so deemed until the Trustee then serving as successor to the disabled fiduciary receives a medical opinion letter written by at least one of his or her attending physicians stating that such person's physical and/or mental state is such that he or she is once again able and capable of attending to his or her own affairs without assistance.

By accepting appointment, each fiduciary hereby authorizes each physician who examines such person to determine his or her incapacity and to disclose such physician's diagnosis or opinion by writing to any third party including, but not limited to, a named successor trustee, a beneficiary, the attorney-in-fact of a beneficiary, and/or the personal representative of my estate. For purposes of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), pursuant to 45 CFR § 164.508, and solely for the purposes of making a determination of the individual fiduciary's disability and obtaining a written diagnosis or opinion of such disability by a physician, each individual fiduciary hereby authorizes any health care provider to disclose to a physician making the diagnosis any pertinent individually identifiable health information, including any protected health information which may be requested by such physician to determine whether such individual fiduciary by reason of illness or mental or physical disability is unable to give prompt and intelligent consideration to financial matters. The disclosure may be by mail, fax, electronic transmission, or verbally. This consent shall be valid during any interval an individual is serving in any capacity as a fiduciary under any trust created under this Will.

4. Disinterested Trustee. "Disinterested Trustee" means a Trustee who is neither (1) a person who is or in the future may be eligible to receive income or principal pursuant to the terms of the trust, even if the person's only interest is a remote contingent remainder interest; nor (2) related or subordinate to a beneficiary or myself within the meaning of Code Section 672(c).

5. Education. As used in this Will, "education" shall be construed liberally and shall include, but shall not necessarily be limited to, attendance at private pre-school institutions, private grade schools, private college preparatory institutions, undergraduate, as well as post-graduate institutions, institutions for children or adults subject to learning disabilities, vocational schools, and trade schools. Expenses incurred for "education" shall be deemed to include all costs charged by such schools or institutions, together with other expenses incident to obtaining such education. Further, whenever a child resides away from home in attendance at an educational institution, such expenses shall include reasonable charges for room and board, transportation expenses for a reasonable number of trips between home and the educational institution, and a reasonable monthly allowance for the child.

6. Final Value As Determined for Tax Purposes. The phrase "final value as determined for tax purposes" shall mean the final value determined for the applicable asset(s) for federal estate tax purposes, or if there was no federal estate tax return filed, then the final value determined for the applicable asset(s) for state estate and/or inheritance tax purposes.

Copy

7. GST Provisions. The terms "generation-skipping transfer tax," "GST exemption," and "inclusion ratio" are to be construed as defined in Chapter 13 of the Code.

8. Issue; Child; Children; Descendants. The terms "issue," "child," "children," and "descendants" shall include persons adopted before attaining the age of eighteen (18) years, unless the beneficiary who adopted the person specifically states in his or her will that such adopted child shall not be included within the meaning of said terms for purposes of this Will. Provided, however, if a beneficiary adopts the child of his or her spouse, such terms shall not include such adopted child unless the beneficiary is married to such spouse at the time of the determination or was married at the time of the earliest to occur of such beneficiary's death or the death of such spouse. The terms "parents" and "ancestors" with respect to adopted persons shall refer to the adoptive parents and their ancestors. A child in gestation, who is later born alive, shall be regarded as a child in being during the period of gestation, in determining whether any person has died without leaving surviving issue, and in determining, on the termination of any trust created hereunder, whether such child is entitled to share in the disposition of the trust's then remaining principal and undistributed income, provided, however, for all other purposes, such child's rights shall accrue from the child's date of birth.

9. *"Per stirpes"* Distributions. Whenever a distribution is directed to be made to the descendants of a deceased person, *"per stirpes,"* the amount to be distributed shall be divided into a sufficient number of equal shares to create one share for each child of the deceased person who is then living, and one share for each deceased child of the deceased person who left descendants who are then living (with the share created for the deceased child to again be divided among his or her descendants in like manner).

10. Qualified Revocable Trust. For purposes of this Will, a Qualified Revocable Trust shall be a qualified revocable trust as defined in Code Section 645.

B. Submission to Substance Abuse Testing. At any time and from time to time, the Trustee may require any beneficiary of a trust created under my last will and testament to submit to a drug test or any other diagnostic tool selected by the Trustee to assist the Trustee in determining whether the beneficiary has engaged in the use of addictive drugs (whether obtained by prescription or illegally) or is suffering from active alcoholism. Refusal by such beneficiary to submit to such test shall automatically terminate all payments (including payments of principal) to such beneficiary until the beneficiary submits to the test and is determined to not be engaged in the use of addictive drugs or suffering from active alcoholism. If any such test does reveal that the beneficiary has used such drugs or could be suffering

Copy

from active alcoholism, the Trustee may refrain from making any distributions (including payments of principal) to the beneficiary otherwise provided under a trust created under this last will and testament, until the Trustee is convinced that such drug use has been terminated and is not likely to reoccur or the alcoholism is in "remission" and is not likely to reoccur. At such time, the Trustee may recommence payments to such beneficiary for so long as such beneficiary is determined by the Trustee, whether by testing or otherwise, to be free from the use of addictive drugs or suffering from active alcoholism. During any period that payments have ceased because of the use of addictive drugs or active alcoholism, the Trustee may expend such amounts as it deems appropriate from the beneficiary's share to a health care provider for counseling and for drug and/or alcohol treatment of the beneficiary.

C. Disclaimer and Renunciation by Beneficiary. The following provisions notify the beneficiaries under this Will of their right to disclaim any benefit, right, or power created hereunder. For the purposes of this paragraph only, the term beneficiary includes those individuals holding powers under this Will in a non-fiduciary capacity.

1. Qualified Disclaimers. If any beneficiary is entitled to a benefit (including a power) under this Will, such beneficiary or a representative of an incapacitated or minor beneficiary or such beneficiary's personal representative, if such beneficiary is deceased, may disclaim all or any part of that benefit. In addition to any other method of disclaimer or release recognized by law, the beneficiary or his or her representative may disclaim or release any interest under this Will by delivering to the Trustee a notarized instrument to that effect. Disclaimed or released benefits shall pass in the same manner as if such beneficiary had predeceased the vesting of such benefit.

2. Renunciation. If any beneficiary of a trust created under this Will has any right or power with respect to the trust, exercisable in either a fiduciary or non-fiduciary capacity and either alone or in conjunction with any other person, including but not limited to the right to appoint and remove a Trustee, a power of appointment with respect to property of the trust, or a right of reversion, said beneficiary may renounce all or any part of the right or power, even though the renunciation may fail to qualify as a valid disclaimer under applicable state law. Any beneficiary may designate the renunciation as irrevocable, may designate a specific time period in which the renunciation shall be effective, or may designate an event upon the occurrence of which the renunciation shall become null and void. Any renunciation shall become effective by delivering to the Trustee a notarized instrument to that effect. Upon receipt by the Trustee, the renunciation shall be valid and binding even though it may fail to qualify as a valid disclaimer or release under applicable state law. The right or power renounced shall be

JWE

exercisable by the person(s), if any, who could have exercised the power had the renouncing beneficiary died. At such time as a renunciation is no longer in effect, the right or power previously renounced shall be exercisable by the person(s), if any, who could have exercised the power had the renunciation never been made. In addition, if, in the discretion of the Trustee, any individual may receive a distribution or other benefit from this trust, then such individual may exclude himself or herself from the class of permissible beneficiaries of such distribution or benefit in the same manner as provided above.

D. Gender; Number. Words of any gender, including pronouns, shall be deemed to include the other gender, as appropriate, and the references to the singular shall include the plural, and vice versa, unless the context indicates such a reading would be inappropriate.

E. Maintaining Property in Trust. If, on the termination of any separate trust created under this Will, a final distribution is to be made to a beneficiary of a different trust created under this Will that has not terminated at such time, such distributions shall be added to such trust rather than being distributed outright to such beneficiary.

F. Generation-Skipping Transfer Tax Provisions.

1. Division of Trust for GST Purposes. If either the receipt of property (from whatever source) by a trust or an allocation of generation-skipping transfer tax exemption made to a trust would cause the trust to have an inclusion ratio of neither zero (0) nor one (1), then the Trustee shall have the power, in its sole discretion, to divide the property passing to or held under the trust concerned into two (2) separate shares. One share shall be distributed to or held in a separate trust which will have an inclusion ratio of one (1) and shall be designated a "Non-Exempt Trust," and the other share shall be distributed to or held in a separate trust which will have an inclusion ratio of zero (0) and shall be designated an "Exempt Trust." The two (2) trusts shall have the same terms and conditions as the single trust that was or would have been established under the relevant Article. If a beneficiary has two (2) trusts held for his or her benefit, the Trustee shall endeavor to cause distributions to be made to such beneficiary from the Non-Exempt Trust held for his or her benefit unless by doing so either a state or federal generation-skipping transfer tax would be incurred, in which circumstance, the Trustee should make such distributions from the Exempt Trust to the extent possible. The Trustee shall pay all federal and state estate and inheritance taxes from the Non-Exempt Trust, to the extent possible. Upon a partial termination of the interest of a beneficiary who has both an Exempt-Trust and Non-Exempt Trust, or shares thereof, held for his or her benefit, the Trustee is granted the discretion to distribute a greater fractional share

Copy

of one trust, or share thereof, and a smaller fractional share of the other trust, or share thereof, if the Trustee determines that it would be in the collective best interest of all potential beneficiaries of the trusts to allocate the distribution more from one trust than from another.

2. Contingent General Power of Appointment.

a. General Power of Appointment. Notwithstanding any provision in this last will and testament to the contrary, if the death of a beneficiary would, but for the application of this subparagraph, result in the imposition of a generation-skipping transfer tax with respect to the trust property held in the beneficiary's trust, then the beneficiary shall have the power, exercisable only by specific reference to this power in such beneficiary's valid last will and testament, with the consent of the Trustee of the beneficiary's trust, such consent to be in the Disinterested Trustee's discretion, to appoint such portion or all of the assets otherwise distributable from such trust, in an amount up to but not in excess of the amount, if any, above which any further addition to the amount subject to the power of appointment would increase the Net Death Taxes (as hereinafter defined) by an amount equal to or greater than the decrease in the generation-skipping transfer taxes that would result from such further addition, to the beneficiary's creditors and the creditors of the beneficiary's estate. As used in this paragraph, the term "Net Death Taxes" shall mean the aggregate death taxes (including, without limitation, federal, state, local and other estate taxes and inheritance taxes but exclusive of interest and penalties), after taking into account all applicable credits, payable with respect to the estate of the beneficiary.

b. Payment of Taxes upon The Beneficiary's Death. Upon the death of the beneficiary, the Trustee of the trust named for the beneficiary (if so requested by the Executor of such beneficiary's estate) shall pay, from that portion of the principal of the trust over which the beneficiary's power of appointment is exercisable, all or part of any estate, inheritance and succession taxes imposed upon the beneficiary's estate, or imposed upon any beneficiaries thereof or of the trust named for the beneficiary, as a result of the inclusion of part or all of the portion of the trust in the beneficiary's gross estate for tax purposes. Such taxes shall be computed on a marginal (rather than an average) basis and shall be equal to the amount by which the total of such taxes exceeds the total taxes which would have been payable if the value of such trust (or part thereof) had not been included in the beneficiary's gross estate for tax purposes.

Copy

G. Spendthrift Provision. Except as otherwise provided herein, no power of appointment shall be subject to involuntary exercise and neither the principal of any trust created hereunder nor the income therefrom while in the hands of the Trustee shall 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 the same, or any part thereof, nor anticipate the same, by assignment or otherwise. Any such attempted sale, assignment, alienation, pledge, or attachment of the principal or income held in any trust hereunder shall be null and void and shall not be recognized under any circumstances by the Trustee. In the event of any attempted sale, assignment, alienation, pledge, attachment, execution, or claim resulting from an act of a beneficiary or beneficiaries, voluntarily, involuntarily, by operation of law, by bankruptcy, or otherwise with respect to the principal or income of any trust created hereunder, the Trustee is authorized to withhold from such beneficiary or beneficiaries all or part of any distribution otherwise payable thereunder to such beneficiary or beneficiaries until such attempted anticipation, voluntary or involuntary transfer, or lien is completely removed, during which time the Trustee may apply such distribution, or any part thereof, for the use and benefit of such beneficiary or beneficiaries in such amount or amounts and in such manner as the Trustee, in its sole discretion, may determine is necessary for such beneficiary's health, education, maintenance, and support, taking into consideration all financial resources of which the Trustee has actual knowledge. This spendthrift provision is material to the purposes for which I have created each trust hereunder.

H. Rule Against Perpetuities. The principal and undistributed income of each trust created hereunder shall vest in the then beneficiaries of the trust on the latest date required by applicable law so as not to violate the Rule Against Perpetuities, if applicable. At that time, the property held in trust shall be discharged of any further trust and shall immediately vest in and be distributed to the then mandatory income beneficiaries of the trust, *per stirpes*; or if there are no living mandatory income beneficiaries, then to the beneficiaries then entitled to receive discretionary payments of income of the trust, *per stirpes*. The provisions of this paragraph are material to the purposes for which I have created the various trusts under my Will.

I. *Situs* (Legal Location) of Trusts. The *situs* of any trust created under this Will may be changed by the person(s) holding the power to remove Trustee(s) under the Article titled *Resignation, Removal and Appointment of Trustees* through agreement and representation, if any, as required thereunder to remove a trustee. If such consent is obtained, such persons shall notify the Trustee in writing of such change of trust *situs* and shall, if necessary, designate a successor Trustee in the new *situs*. This notice shall constitute removal of the current Trustee if appropriate, and any successor Trustee shall assume its duties as provided under this Will. A change in *situs* under this paragraph shall be final and binding and shall not be subject to judicial review. If the addition of a Trustee in the new *situs* requires the

removal of one but not all current Trustees, the Trustee to be removed shall be determined by the person(s) (in the same manner of agreement and representation) who may change the *situs* of any trust under this paragraph.

J. Fiduciary Liability. T.C.A. §35-3-117(b) shall not apply to any corporate fiduciary serving as trustee hereunder.

K. State Law. The validity of this Will and the trusts created hereunder shall be determined by reference to the laws of the State of Tennessee. Questions with regard to the construction and administration of the various trusts contained hereunder shall be determined by reference to the laws of the state in which the trust *situs* is then currently located.

L. Survivorship Presumptions. A beneficiary, other than BRENDA SUSIE STANDIFER, shall be deemed to have survived another individual only if such beneficiary survives the individual by at least ninety (90) days. A beneficiary, other than BRENDA SUSIE STANDIFER, shall be deemed to be "then living" at the death of another individual only if such beneficiary survives the individual by at least ninety (90) days.

[THE REMAINDER OF THIS PAGE IS DELIBERATELY LEFT BLANK]

Copy

M. No Contest Clause. If any person, directly or indirectly, contests the validity of this Will in whole or in part, or opposes, objects to, or seeks to invalidate any of its provisions, or the validity of any contract, agreement (including any trust agreement), declaration of trust, beneficiary designation, or other document executed by me (or for my benefit) that is a part of my integrated estate plan, any gift or other interest given to that person under this Will shall be revoked and shall be disposed of as if he or she and their descendants had predeceased me.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, this the 19 day of July, 2011.

JOHNNY WILLARD ELLIS

The foregoing last will and testament was, on the day and year written above, published and declared by Johnny Willard Ellis in our presence to be his last will and testament. We, in his presence and at his request, and in the presence of each other, have attested the same and have signed our names as attesting witnesses.

WITNESSES:

_____ ADDRESS: 2700 Nashville City Ctr
511 Union St. Nashville TN 37219

_____ ADDRESS: 2700 Nashville City Center
511 Union St, Nashville TN 37219

Copy

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, the witnesses, whose names are signed to the foregoing last will and testament and printed below, having been sworn, declared to the undersigned officer that Johnny Willard Ellis, in the presence of both witnesses, signed the instrument declaring it to be his last will and testament, and that each of the witnesses, in the presence of Johnny Willard Ellis and in the presence of each other, signed the last will and testament as a witness.

We declare that at the time of our attestation of this Will, Johnny Willard Ellis was, according to our best knowledge and belief, over the age of eighteen, under no undue duress or constraint, of sound and disposing mind, memory and understanding, and in all respects competent to make a last will and testament.

WITNESS — Richard Johnson (Printed name)

WITNESS — AARON B. FLYNN (Printed name)

SWORN TO AND SUBSCRIBED before me, on this the 19th day of July, 2011.

Deborah K. Harris
NOTARY PUBLIC
My Commission Expires: 3/10/12

THIS INSTRUMENT PREPARED BY:
WALLER LANSDEN DORTCH & DAVIS, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219-1760

DEBORAH K. HARRIS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 10, 2012

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 08 day of SEPTEMBER , 2011 , in Case Number 11P1348 between ELLIS, JOHNNY B. ET.AL Petitioner, and ELLIS, JOHNNY WILLARD 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 23 day of APRIL 2013

RICHARD R. ROOKER, Clerk,

By _____

Deputy Clerk

SEAL

