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p 7257

LAST WILL AND TESTAMENT

OF

DOUGLAS OVERTON HERNDON

PREPARED BY:

MARK H. WESTLAKE, ATTORNEY
WESTLAKE & MARSDEN, P.C.
SunTrust Center
424 Church Street, Suite 1400
Nashville, Tennessee 37219
(615) 726-3400

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

LAST WILL AND TESTAMENT

OF

DOUGLAS OVERTON HERNDON

I, DOUGLAS OVERTON HERNDON, a resident and citizen of the State of Tennessee, being of sound and disposing mind and memory make this my Last Will and Testament, and revoke all my prior Wills and Codicils.

I. FIDUCIARIES.

A. I appoint my children PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON co-executors. If either of them is unable or unwilling to serve I appoint my friend FREDDIE FOX co-executor. If any one or more of the two co-executors including FREDDIE FOX is also unable or unwilling to serve I appoint my friend GARY N. LOYD co-executor. No individual may ever serve as sole executor, and if only one individual is able and willing to serve, a corporate fiduciary as described in the following paragraph must serve as co-executor.

B. If any fiduciary (executor or executrix) is unable or unwilling to serve, my children, PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON, acting unanimously, may appoint a successor. If either child is deceased or incompetent the other acting alone may appoint a successor. Any successor fiduciary must be 1) a descendant of mine, 2) my friend, FREDDIE FOX, 3) my friend, GARY N. LOYD, or 4) a corporation authorized as a fiduciary and managing assets exceeding Fifty Million ($50,000,000.00) Dollars. The persons having the power to appoint a successor fiduciary may remove any fiduciary. They must sign an instrument removing the fiduciary and deliver it to him.

II. PERSONAL EFFECTS.

I give all tangible personal property used for personal purposes, club memberships, and automobiles to my wife, ELOISE BRYANT HERNDON. If she does not survive me, I give this property, in shares of substantially equal value, to my surviving children, PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON, except that I may leave a holographic codicil (dated, and signed by me entirely in my own handwriting) in my safe deposit box at First Union Bank in Brentwood, Tennessee and I desire that any bequests therein be honored by my fiduciaries. My executor may determine the division and distribution of this property (except items given under my holographic codicil) among my children, PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON in shares of substantially equal value. If none of the foregoing survive me, I give this property as part of my remainder estate.

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

III. **REMAINDER TO SPOUSE AND TRUST FOR FAMILY.**

A. If my wife, ELOISE BRYANT HERNDON, survives me, I give all the remainder of my property real and personal, tangible and intangible as follows:

1. First, I give to FIRST UNION BANK, Trustee under the DOUGLAS OVERTON HERNDON LIVING TRUST FOR ELOISE BRYANT HERNDON AND PATRICIA ELOISE HERNDON, DOUGLAS MICHAEL HERNDON AND THEIR NATURAL ISSUE previously created by me the same date as the execution of this Will for the use and benefit of my wife, ELOISE BRYANT HERNDON and my children, PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON, and the issue of my children excluding adopted issue, an amount which will pass without incurring any state death taxes or federal estate taxes. In determining this amount, my fiduciaries must subtract the value of any property which federal or state law includes in my taxable estate, but is otherwise distributed pursuant to this Will or passes outside this Will and does not qualify for any special exemption, deduction or credit.

2. Second, I give to FIRST UNION BANK, Trustee under that Trust known as the DOUGLAS OVERTON HERNDON MARITAL TRUST FOR ELOISE BRYANT HERNDON previously created by me the same date as the execution of this Will, for the use and benefit of my wife, ELOISE BRYANT HERNDON, an amount, which together with the total of all other amounts otherwise finally allowable as a marital deduction for state and federal inheritance and estate tax purposes, will equal the maximum allowable marital deduction. I intend this gift to qualify for the unlimited marital deduction provided under both Tennessee and federal law.

3. Third, I give to FIRST UNION BANK, Trustee under the DOUGLAS OVERTON HERNDON LIVING TRUST FOR ELOISE BRYANT HERNDON AND PATRICIA ELOISE HERNDON, DOUGLAS MICHAEL HERNDON AND THEIR NATURAL ISSUE previously designated for the use and benefit of my wife, ELOISE BRYANT HERNDON, and my children, PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON and the issue of my children, excluding adopted issue, all remaining property not distributed in the two previous paragraphs.

B. If my wife, ELOISE BRYANT HERNDON, survives me for a period not exceeding six months I direct that the division of the remainder between the Trustee of the DOUGLAS OVERTON HERNDON MARITAL TRUST FOR ELOISE BRYANT HERNDON, and the Trustee of the DOUGLAS OVERTON HERNDON LIVING TRUST FOR ELOISE BRYANT HERNDON AND PATRICIA ELOISE HERNDON, DOUGLAS MICHAEL HERNDON AND THEIR NATURAL ISSUE be adjusted to minimize the aggregate federal estate tax and state inheritance tax due from our aggregate estates.

C. If my wife, ELOISE BRYANT HERNDON, does not survive me, I give all the remainder to FIRST UNION BANK, Trustee under the DOUGLAS OVERTON HERNDON LIVING TRUST FOR ELOISE BRYANT HERNDON AND PATRICIA ELOISE HERNDON, DOUGLAS MICHAEL HERNDON AND THEIR NATURAL ISSUE previously designated for the use and benefit of my children, PATRICIA ELOISE HERNDON and DOUGLAS MICHAEL HERNDON and the issue of my children, excluding adopted issue.



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IV. POWERS OF FIDUCIARIES.

A. In extension and not in limitation of the powers given by law or other provisions of this Will, I give my fiduciaries and any successor fiduciaries all powers and authority described in the introductory paragraph and all numbered subparagraphs of § 35-50-110 of the Tennessee Code Annotated ("T.C.A.") as it presently exists and as it may be amended from time to time, except that with respect to gifts either outright or in trust for my wife, ELOISE BRYANT HERNDON, my fiduciaries will not have the powers described in subparagraphs 18 and 19 of T.C.A. § 35-50-110 or any other powers which would prevent gifts to my wife, either outright or in trust, from qualifying for either state or federal death tax marital deductions. Similarly, my fiduciaries may not satisfy any gifts for my wife with terminable interest assets which would not qualify for either state or federal marital deductions.

B. All fiduciaries may serve without executing bond. All fiduciaries must deliver statements of receipts and disbursements at least annually to the adult beneficiaries and to the guardians of minor beneficiaries. My fiduciaries need not file inventories or accountings with any court to the extent such filings are permitted by law to be waived.

C. If ancillary probate or administration of this Will is necessary in another jurisdiction, the fiduciaries may appoint a co-fiduciary, if required, in the ancillary jurisdiction. If a non-resident fiduciary is required to have a co-fiduciary who is a resident of Tennessee the non-resident fiduciary may appoint a qualified person or corporation co-fiduciary.

D. Any fiduciary may resign by giving thirty (30) days written notice to the current income beneficiaries. No fiduciary may receive any severance or termination fee.

E. My fiduciaries may join with my wife, ELOISE BRYANT HERNDON, on my behalf in filing income tax returns, or consent for gift tax purposes to having gifts made by either of us during my life considered as made one-half by each of us, any resulting liability shall be borne by my estate, except such portion as my fiduciaries and my wife agree should be borne by my wife, and my estate must exonerate my fiduciaries from personal liability therefore.

F. My fiduciaries may sell all or any part of my property in which event, the proceeds of the sale must be distributed in accordance with my directions as set forth in this Will.

G. If any beneficiary is incapacitated my fiduciaries may personally receipt to the estate for his property and store it, or deliver it to him, or deliver it to any person with whom he may reside in any case without requiring bond and having all powers with respect to the property in trust as are otherwise provided in this Will.

H. My fiduciaries may give each insurance policy and any insurance proceeds covering an item of my property to the recipient of that property without charge for any unearned premium previously paid.

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

V. DEBTS, COST OF ADMINISTRATION AND TAXES.

A. My fiduciaries must pay all legally enforceable debts, funeral expenses and costs of administration out of my general estate other than the portion passing to my wife ELOISE BRYANT HERNDON outright or in trust. Taxes may be imposed with respect to property not received by my fiduciaries as part of my probate estate, and my fiduciaries may seek reimbursement for the taxes from the recipients of the property. My fiduciaries may pay from my domiciliary estate all or any portion of the cost of ancillary administration and similar proceedings in other jurisdictions.

B. My fiduciaries may pay the current amounts due on any mortgage or installment indebtedness and need not pay the entire principal balance of such indebtedness except such payments as may be in accordance with my wishes, however made known, but I do not impose any enforceable obligation in this connection.

VI. ORDER OF DEATH PRESUMPTION.

If any beneficiary and I (other than my wife, ELOISE BRYANT HERNDON) die under circumstances in which the order of our deaths cannot be factually determined, my estate must be administered and distributed as though I survived my beneficiary.

VII. MISCELLANEOUS.

A. Whenever the context requires, the use of the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable, where appropriate, to all genders.

B. All property held by me jointly with right of survivorship I intend to vest in the surviving joint tenant at my death.

IN WITNESS WHEREOF, I have hereunto subscribed my name in Nashville, Tennessee this 12th day of August, 1996 to this my Last Will and Testament, and have also initialed each of the pages for identification.

Douglas O Herndon
DOUGLAS OVERTON HERNDON

Signed, published and declared by the said DOUGLAS OVERTON HERNDON, as his Last Will and Testament, in the presence of us, the undersigned, who at his request, and in his sight and presence, and in the sight and presence of each other, have subscribed our names hereto as attesting witnesses on this 12th day of August, 1996.

M A Watts
WITNESS

Nashville, TN.
ADDRESS

Pamela E. Stoddard
WITNESS

Nashville TN
ADDRESS

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.
ELAINE B. BEELER, Clerk & Master
CHANCERY COURT
WILLIAMSON CO.

89 984-A

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, the undersigned, after first being duly sworn or affirming, make oath or affirm that the foregoing Last Will and Testament consisting of 5 pages, this page included, was signed by DOUGLAS OVERTON HERNDON as and for, and that time acknowledged, published and declared by him to be his Last Will and Testament, in the sight and presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the same day. We further make oath or affirm that the Testator was of sound and disposing memory, and not acting under the fraud, menace or undue influence of any person, that he was more than 18 years of age and that each of the attesting witnesses is more than 18 years of age.

Sworn and affirmed and subscribed to before me this 12th day of August, 1996.

NOTARY PUBLIC

My Commission Expires: 7-22-2000

JANIS LOMAN NOTARY PUBLIC WILLIAMSON COUNTY, TN

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PAGE 5 OF THE LAST WILL AND TESTAMENT OF DOUGLAS OVERTON HERNDON

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

P. 7257

FILED
WILLIAMSON COUNTY
CLERK & MASTER
2013 DEC -4 PM 1:50

ENTERED 12-16-13

FIRST CODICIL TO LAST WILL AND TESTAMENT OF DOUGLAS OVERTON HERNDON

I, DOUGLAS OVERTON HERNDON, a citizen and resident of Brentwood, Williamson County, Tennessee, do hereby make, publish and declare this to be the First Codicil to the Last Will and Testament executed by me on August 12,1996 in the presence of MARK H. WESTLAKE and PAMELA E. STOCHAND.

ARTICLE I

Item 1. I hereby amend Item 1, Paragraph A, of my Last Will and Testament by removing FREDDIE FOX as an alternate Co-Executor.

Item 2. I hereby amend Item 1, Paragraph B, of my Last Will and Testament by deleting the following: "...2) my friend, FREDDIE FOX...".

Item 3. I hereby amend Item III, Paragraphs A, B and C, of my Last Will and Testament by removing FIRST UNION BANK as Trustee and replace it with FIRST FARMERS AND MERCHANTS NATIONAL BANK, of Columbia, Tennessee, as Trustee.

ARTICLE II

In all other respects, I hereby confirm all the provisions of my said Will dated August 12, 1996.

THE CHANCERY COURT SEAL WILLIAMSON TN

89 989

IN WITNESS WHEREOF, I have set my hand as of this the 8th day of September 2005.

DOUGLAS OVERTON HERNDON

SIGNED, PUBLISHED and DECLARED by the above-named testator, DOUGLAS OVERTON HERNDON, as and for his First Codicil to his Last Will and Testament, in our sight and presence, who signified to us, the attesting witnesses, that the foregoing instrument is his First Codicil to his Last Will and Testament, consisting of two (2) pages, including this page; and we have hereunto affixed our signatures, as attesting witnesses, at his request, in his sight and presence, and in the sight and presence of each other.

Witness

Witness

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Shelia J. Griggs and Gail E. DeDee,

being first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named testator, DOUGLAS OVERTON HERNDON, as and for his First Codicil to his Last Will and Testament, in our sight and presence and who signified to us, the attesting witnesses, that the foregoing instrument is his First Codicil to his Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at his request, in his sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the testator was of sound mind and disposing memory and signed the said will as his free and voluntary act.

Witness

Address

Witness

Address

Sworn to and subscribed before me this 8th day of September, 2005.

Notary Public

My commission expires: July 19, 2008

SUSAN S. WEISS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

p 7257

SECOND CODICIL TO

LAST WILL AND TESTAMENT

OF

DOUGLAS OVERTON HERNDON

FILED 12-16-13

ENTERED

BOOK PAGE

ELAINE B. BEELER, Clerk & Master

I, DOUGLAS OVERTON HERNDON, a citizen and resident of Brentwood, Williamson County, Tennessee, do hereby make, publish and declare this to be the Second Codicil to the Last Will and Testament executed by me on August 12,1996 in the presence of MARK H. WESTLAKE and PAMELA E. STOCHAND, the First Codicil being executed by me on September 8, 2005, in the presence of SHELIA J. GRIGGS and GAIL E. DEDEE.

ARTICLE I

I hereby further amend Item III, Paragraphs A, B and C, of my Last Will and Testament and Item 3 of my First Codicil by removing FIRST FARMERS AND MERCHANTS NATIONAL BANK, of Columbia, Tennessee, as Trustee, and replace it with CUMBERLAND TRUST AND INVESTMENT COMPANY, of Nashville, Tennessee.

ARTICLE II

In all other respects, I hereby confirm all the provisions of my said Will dated August 12, 1996, and my First Codicil dated September 8, 2005.

IN WITNESS WHEREOF, I have set my hand as of this the 26 day of

_____, 2007.

STATE OF TENNESSEE
WILLIAMSON COUNTY
I, THE UNDERSIGNED CLERK & MASTER, DO HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL OF THIS INSTRUMENT FILED IN THIS CAUSE.
ELAINE B. BEELER, Clerk & Master

IN THE CHANCERY COURT
SEAL
WILLIAMSON CO., TN

Douglas Overton Herndon
DOUGLAS OVERTON HERNDON

89. 986

SIGNED, PUBLISHED and DECLARED by the above-named testator, DOUGLAS OVERTON HERNDON, as and for his Second Codicil to his Last Will and Testament, in our sight and presence, who signified to us, the attesting witnesses, that the foregoing instrument is his Second Codicil to his Last Will and Testament, consisting of two (2) pages, including this page; and we have hereunto affixed our signatures, as attesting witnesses, at his request, in his sight and presence, and in the sight and presence of each other.

Witness

Witness

THE CHANCERY COURT IN WILLIAMSON CO. SEAL

89-987

1082

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Shelia J. Griggs and Gail E. DeDee,

being first duly sworn, do jointly and severally make oath as follows:

That the foregoing instrument was signed, published and declared by the above-named testator, DOUGLAS OVERTON HERNDON, as and for the Second Codicil to his Last Will and Testament, in our sight and presence and who signified to us, the attesting witnesses, that the foregoing instrument is the Second Codicil to his Last Will and Testament; and we have hereunto affixed our signatures as attesting witnesses, at his request, in his sight and presence, and in the sight and presence of each other; and we further depose that at said place and time, the testator was of sound mind and disposing memory and signed the said will as his free and voluntary act.

Witness

1812 Crowe Branch
Address
Franklin, TN 37064

Witness

8306 Bridle Pl
Address
Brentwood, TN 37027

Sworn to and subscribed before me this 26th day of July, 2007.

Notary Public

My commission expires: July 19, 2009.

SEAL
THE CHANCERY COURT OF WILLIAMSON CO., TN
SUSAN S. WEISS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN

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