Bill Garrett Davidson County
Batch# 3794 WILL
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FILED
WILLIAMSON COUNTY
CLERK & MASTER
APR -4 PM 12:00

Last Will and Testament

ENTERED 4-4-12
P6 481

OF

COBURN DEWEES BERRY III

I, **COBURN DEWEES BERRY III**, of Williamson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my last will and testament, hereby expressly revoking all wills and codicils at any time heretofore made by me.

ITEM I: I direct that all of my just debts, including funeral expenses, expenses of administration and any estate and inheritance taxes which may be assessed with respect to my estate, or any part thereof, shall be paid out of my residuary estate. Said estate and inheritance taxes shall be paid without apportionment among or contribution by any beneficiary of my estate. All such debts, expenses, estate and inheritance taxes shall be payable from any life insurance payable to my estate.

ITEM II: I expressly direct that my body not be buried in any public cemetery; but that same be cremated and my ashes distributed by my children on the Berry farm situated in the Fourth Civil District of Williamson County, Tennessee, on West Harpeth Road with

PAGE ONE (1) OF MY WILL:

CDB III

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
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those of my late wife, Sue Douglas Berry, as nearly as possible. I direct my Executors arrange a memorial service at Historic Franklin Presbyterian Church, Franklin, Tennessee conducted by Rev. Drs. Will Berger and Sally Hughes.

ITEM III: A. I hereby forgive any unpaid loans I have heretofore made to Aline Harlan of Columbia, Tennessee; and in addition, I hereby give and bequeath to Aline Harlan of Columbia, Tennessee, a long-time friend and housekeeper of my late wife, Sue D. Berry, and myself, if she survives me, the sum of $5,000.00 cash.

B. I hereby give and bequeath to Denise Foster of Franklin, Tennessee, a close friend of my said late wife and our family if she survives me, the sum of $5,000.00 cash.

C. I hereby give and bequeath the sum of $25,000.00 to Historic Franklin Presbyterian Church of Franklin, Tennessee, to be invested by its Trustees; and I direct the principal and/or interest thereof shall be expended from time to time as the Trustees may determine upon approval of the Session as an emergency source of funds to help defray unexpected, unbudgeted and unanticipated yet necessary operational costs of the Church; such as, but not limited to, repairs and maintenance, purchase of equipment, supplies and insurance coverage.

D. I hereby give and bequeath the sum of $2,500.00 to William Osborne, my friend and the farm manager of my children's family partnership, in recognition of the many kindnesses, help and assistance he and his family have rendered to me if he survives me.

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ITEM IV: I hereby give and bequeath unto my respective children named on a list or lists entirely in my handwriting and/or typewritten and signed and dated by me which may be found with this my last will and testament and designated Exhibit A the respective items of tangible personal property designated on such list(s) for each such person shown thereon (or any interest of mine in any such items which I inherited from my late wife, Sue Douglas Berry); provided, such a list(s) is found with this will. All other items of tangible personal property (or all such items if no list is found with my will), I hereby give and bequeath as provided in Item V, infra.

ITEM V: I have heretofore given to my late wife, Sue Douglas Berry, over the years my interest in many of my household goods, furniture, furnishings, china, silverware, jewelry, and fixtures (except as specifically bequeathed in Item IV, supra); however, if I die seized and possessed of any interest in such personal property, I hereby give and bequeath same equally, share and share alike, to each of my aforesaid five (5) children, (the bequests in Items IV, Exhibit A, supra, having been made so as to as closely as possible equalize such bequests to my children as to value, family source and history and individual meaning) each to select an item desired in rotation by age starting with my eldest child until they shall have divided all such items, without regard as to the relative value of such articles so selected.

Any sets of china, linen, flat silver, or suites of furniture, (if not already given) etc. shall constitute but one item for selection (i.e. bedroom suite, matching table lamps, chairs,

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flat silver and china of one pattern, matching linen, vases, glassware, etc.).

ITEM VI: A. All the rest, residue and remainder of my property and estate, whether real, personal or mixed, of whatsoever kind and nature and wheresoever situated, including any proceeds of any life insurance payable to my estate or to my Executors of which I may be the named insured at the time of my death, of which I shall die seized and possessed or which I may be entitled to dispose of at the time of my death, remaining after the payment of estate and inheritance taxes and debts and expenses hereinabove specified in Item I supra, I hereby give, devise and bequeath as follows:

1. In the year 2005 I made non-taxable gifts of stock to the respective Trusts for the benefit of each of my ten (10) grandchildren (which Trusts were established by me as Settlor on April 19, 1999) (one {1} Trust for the benefit of the respective children of each child of mine then having issue).

As my son, William Tyler Berry, is single, without issue, I hereby give and bequeath to him (if he survives me) an amount in cash and/or other assets of my estate equal in value to the aggregate value of said property given to <u>one</u> of the Trusts for three (3) of my grandchildren in order to bestow on my son, William Tyler Berry, an amount equal to the bounty so bestowed by said gifts to the Trust for the children of a child of mine with three (3) children; such bequest to my said son to be reduced, however, by the unpaid principal balance of any loan(s) I have made to my said son in 2005 to date of my death in like principal amount of such gift to said Trust(s) for or to three (3) grandchildren in 2005

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through date of my death (which unpaid balance of any accrued and unpaid interest I hereby forgive).

2. Further, after 2005 I have made and/or may make in the future gifts of stock or other property to my respective grandchildren or the said respective Trust for their benefit in the future (over and above birthday, Christmas, graduation and marriage gifts), I hereby give and bequeath to my son, William Tyler Berry, if he survives me, an amount in cash and/or other assets of my estate equal in value to the aggregate value of said property given to one of the trusts for or outright to three (3) of my said grandchildren; such bequest to my said son to be reduced, however, by the unpaid principal balance of any loans I may have made to my said son in like principal amount of such gift to said Trust for or outright to three (3) grandchildren after 2005 (which unpaid balance(s)of any accrued and unpaid interest I hereby forgive).

3. Also, I further give and bequeath to each of my children, Mary Susan Berry Kennedy and Amanda McNairy Berry Moody (each of whom have two (2) children) an amount in cash or other assets of my estate equal in value to the difference between the aggregate value of stock or other property (as stated in Section 2, supra) given by me as aforesaid to the Trust for the benefit of such daughter's two (2) children in 2005 and thereafter and the aggregate value of property given to the Trust for the benefit of the children of a child of mine having three (3) children in order to bestow on each of my said daughters an amount that will be equal to the difference between the bounty so bestowed

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on the Trust(s) for their two children with the bounty so bestowed on the Trust for the children of my son, C. Dewees Berry IV or Douglas Berry (each of whom have three (3) children); however, such bequest(s) to each said daughter shall be reduced by the unpaid principal balance of any loan(s) I may have made to said daughter in 2005 and/or thereafter in like amount of such gift to said Trust for or to said three (3) grandchildren after 2005 (which unpaid balance(s) of any accrued and unpaid interest I hereby forgive).

4. It is my intention and aim by the hereinabove provisions in this Item VI to equalize between my five (5) children any bounty bestowed by me upon any such children or gifts given to any of the respective trusts for or outright to any of the issue of a child of mine having three (3) children prior to my death; hence, I direct that my Executors shall seek to collect from any child of mine any unpaid principal balance and interest accrued on any loan made to such child of mine in any year which is over and above the amount of any gift to any trust for or outright to three (3) grandchildren (children of a child of mine) in such year.

Further, my Executors shall add to the share of a child of mine an amount equal to the value of a gift, if any, made to a sibling of such child but not made to such child prior to my death.

5. Therefore, I direct that my Executors shall interpret and distribute my residuary estate in accordance with this provision of my Will and to that end if required any Court of competent jurisdiction shall have the authority to modify or amend my Will to conform to

PAGE SIX (6) OF MY WILL:

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this direction if necessary to accomplish these goals.

6. I hereby give, devise and bequeath all the then remaining rest, residue and remainder of my property and estate of whatsoever kind and nature unto my children, C. Dewees Berry IV, Douglas Berry, William Tyler Berry, Mary Susan Berry Kennedy and Amanda McNairy Berry Moody, equally, per stirpes; however, the issue of any child of mine who may not be living at the time of distribution shall take the share to which his, her, their parent would have been entitled had such parent then been living, equally, per stirpes, provided, however, any such beneficiary has then attained the age of twenty five (25) years; but if not, then such beneficiary's share shall be held in trust as provided in this Item VI B, infra.

B. In the event any of my said grandchildren taking hereunder be then under the age of twenty-five (25) years, my respective Trustee(s) (hereinafter named) shall continue to hold such beneficiary's share or part as a separate trust for the benefit of such beneficiary upon the following uses, terms and trusts:

1. Such Trustee shall pay the net income of such beneficiary's respective trust in such amounts from time to time as said Trustee shall determine in the Trustee's sole discretion to the beneficiary or for his/her use and benefit during his/her minority and thereafter to such beneficiary for the use and benefit of such beneficiary and/or said Trustee may accumulate all or a portion of such net income.

2. Upon such beneficiary attaining the age of twenty-five (25) years said Trustee

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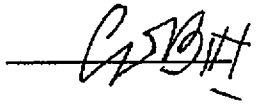
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shall pay over the entire remaining principal or corpus of such beneficiary's respective trust and any accumulated but undistributed income thereof to such beneficiary absolutely.

3. If such beneficiary dies before attaining the age of twenty-five (25) years, the corpus of the trust for his/her respective benefit shall terminate and the remaining principal and corpus and any accumulated but undistributed income thereof shall be paid over absolutely to such beneficiary's issue, equally, per stirpes; (the share of any who have not then attained the age of twenty-five (25) years to be likewise held in trust as herein provided in this Item VI B); or if there be none then living, then equally to (a) the beneficiary's sibling(s) then living who shall have attained the age of twenty-five (25) years and/or (b) to the principal or corpus of the share held in trust for each such sibling who has not then attained the age of twenty-five (25) years; or if there shall still be no takers then equally to the other beneficiaries named in this Item VI A 4, supra, as the case may be, and/or to the trust for any such beneficiary who has not then attained the age of twenty-five (25) years.

4. Anything hereinabove to the contrary notwithstanding, if any emergency arises within the terms of any such trust in the life of or financial affairs of the beneficiary for whose benefit such respective trust is held, the Trustee of such trust shall have the sole and absolute discretion to pay or apply at any time out of the principal or corpus of such beneficiary's respective trust (even to the point of exhausting same) such amount or amounts as such Trustee in his/her sole discretion deems necessary or advisable for the

PAGE EIGHT (8) OF MY WILL:





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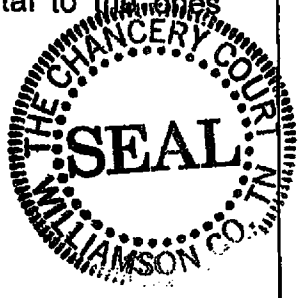
health, care, support and medical needs, education and maintenance of such beneficiary.

C. No interest of any beneficiary in the trust(s) shall be anticipated or be transferable or assignable by any beneficiary or be subject during his/her life to the claims of his/her creditors.

ITEM VII: A. I authorize my Executor(s) and my Trustee(s) (including any substitute or successor personal representative or trustee) in the exercise of a reasonable discretion with respect to all property, real, personal or mixed, at any time forming a part of my estate or of any trust, to exercise any or all of the powers set forth in Internal Revenue Code Sections 2056(b)7(B)(2), 2631(a) and 2632(a) and in Section 3 of Chapter 110 of the Tennessee General Assembly of 1963, Tennessee Code Annotated, Section 35-50-110 and TCA Sections 35-15-815-17, 35-50-122, 67-8-315(a)(6) and §§ 2631-32 and 2056(6) 7(B)(2) of the Internal Revenue Code, now in effect or as hereafter amended, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim.

B. Also my Executor(s) shall have full and complete authority to sell any real property or interest therein I may own at the time of my death and also authority to wind up any partnership and any other business venture upon which I may be engaged at the time of my death; and consequently, I hereby vest my Executor(s), severally, including any successor(s), with the following powers and authority as supplemental to the ones contained herein in this Item VII:

PAGE NINE (9) OF MY WILL:



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1. To sell any real property in which I have any interest at such time or times and upon such terms and for such price, either at public or private sale, as my said Executor(s) in their sole discretion shall deem proper and see fit.

2. To sell or liquidate all or any part of any partnership or business I may be engaged in at the time of my death at such time and at such price and upon such terms and conditions as the Executor(s) may determine subject to any outstanding agreements. The Executor(s) are specifically authorized and empowered to make such sale to any partner, associate, officer or employee of the business or any beneficiary hereunder.

3. To exercise any of the rights and powers herein conferred in conjunction with another or others.

4. My Executor(s) shall not be liable for any loss resulting from the retention and operation or winding up of any business unless such loss shall result directly from the Executor'(s) gross negligence or willful misconduct.

5. My Executor(s) shall have authority in connection with the winding up of my estate or any business in which I may be engaged in to dispose of by public or private sale any equipment of which I may die seized and possessed upon such terms as they may deem advisable, and to terminate, renew, or renegotiate upon such terms as they deem advisable any leases in which I may be landlord or tenant subject to any outstanding agreements.

C. I direct that my Executor(s) in the aggregate shall be entitled to compensation in

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accordance with the published schedule of fees that are in effect at the respective time the services are rendered of Independence Trust Company of Franklin, Tennessee or its successor (such compensation to be divided equally between said fiduciaries).

ITEM VIII: Whenever in this will a pronoun is used, it shall be construed to embrace either masculine, feminine or neuter gender, and singular and plural as the case may demand, as does the use of the words "Executor(s)" and "Trustee(s)".

ITEM IX: I hereby nominate, constitute and appoint my sons, C. Dewees Berry IV and Douglas Berry, both of whom are lawyers, and my son, Will T. Berry, or the survivor(s), Executors of this my last will and testament with full power in my Executors to act as Trustees during the time required for settlement of my estate. I direct that they be expressly excused from making bond, filing inventory or making any accounting with any Court in such capacity insofar as I am able to do so and that if notwithstanding this direction, any bond is required by law, statute or rule of court, no surety shall be required thereon. I direct, however, my Executor(s) shall make a full and complete accounting at least annually to any adult beneficiary of this my last will and testament or any trust, as the case may be and to the guardian, legal or natural, or custodian (if there be no legal or natural guardian) or conservator of any minor or incompetent beneficiary.

ITEM X: I hereby nominate, constitute and appoint the spouses of each of my children, C. Dewees Berry IV, Douglas Berry, Mary Susan Berry Kennedy and Amanda

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McNairy Berry Moody to-wit: Kathy D. Berry, Ray S. Berry, Delk Kennedy and Barry Moody, the respective and sole Trustee of the trust(s), if any that are created under the provisions of Item VI B, supra, for such Trustee's issue; and I direct no such Trustee herein named shall be required to make bond, file any inventory or make any accounting to any Court in such capacity; however, I do direct that such Trustee shall not expend the principal or interest of a trust to discharge any obligation of support of any beneficiary of the trust owed by the Trustee.

IN WITNESS WHEREOF, I, COBURN DEWEES BERRY III, have hereunto set my hand and subscribed my name on this 29 day of Dec., 2011.

Coburn Dewees Berry III

COBURN DEWEES BERRY III

PAGE TWELVE (12) OF MY WILL:

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The said **COBURN DEWEES BERRY III**, being of sound mind and disposing memory, signed the foregoing instrument in our sight and presence as and for his last will and testament and signified and declared to us that same was his last will and testament, and we, the undersigned, at his request, and in his presence and sight and in the presence and sight of each other, have hereto subscribed our names as attesting witnesses the day and date above written.

ADDRESS: Franklin, TN

ADDRESS: Franklin TN

PAGE THIRTEEN (13) OF MY WILL:

THE CHANCERY COURT SEAL WILLIAMSON CO. TN

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AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

We, JAMES T. OGLESBY and PEGGY D. HOOD, being the attesting witnesses to the foregoing will of **COBURN DEWEES BERRY III,** being first duly sworn according to law, make oath that he signed the foregoing will consisting of thirteen (13) pages, this page not included, on the 29th day of December, 2011, in our joint sight and presence and declared the same to be his last will and testament; and that we in his sight and presence and in the sight and presence of each other, at his request, signed our names thereto as attesting witnesses on said date; that we aver the said **COBURN DEWEES BERRY** to be at that time, of sound mind and disposing memory, and more than eighteen (18) years of age; and that this affidavit is being made at the request of said Testator.

WITNESS our signatures on this the 29th day of December, 2011.

Sworn to and subscribed before me this the 29th day of December, 2011.

NOTARY PUBLIC

My commission expires: 7-2-12

LYNN MEADOWS
NOTARY PUBLIC
STATE OF TENNESSEE
NOTARY PUBLIC
SEAL
COUNTY OF WILLIAMSON
WILLIAMSON CO. TN

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EXHIBIT A

TO COBURN DEWEES BERRY IV, DOUGLAS BERRY, WILLIAM TYLER BERRY, MARY SUSAN BERRY KENNEDY AND AMANDA McNAIRY BERRY MOODY:

TANGIBLE PERSONAL PROPERTY BEQUEATHED UNDER ITEM IV OF THE LAST WILL AND TESTAMENT OF COBURN DEWEES BERRY III DATED Dec. 29, 2011

A. To Coburn Dewees Berry IV the following items: my Model 12, Winchester pump shotgun, which was my father's; the portrait of Catherine McNairy Kirkman in the hall and the portrait of her son, John Kirkman, in my bedroom; the portrait of my great grandfather, John Kirkman, in the front hall and the portraits of his grandfather and grandmother, C. Dewees Berry and Amanda McNairy Berry; the Kirkman-Berry wine press in the dining room; the two (2) walnut bookcases of his great grandfather, Coburn Dewees Berry, at my law office (now on the second floor); the walnut two (2) drawer table in my law office; the Azari oriental rug c 1990, 9' x 12' (new serapi) and the Hamadan rug c 1920 3' x 5' in my home office.

B. To Douglas Berry the following items: all my interest in the law books at house or at the office, my English Hepplewhite desk and cherry library table in my law office from the old Berry place; the walnut bookcase of his great grandfather, Coburn Dewees Berry, now in Jim Oglesby's office; the portrait of James P. Kirkman and the portrait of James Jackson (our common ancestor) in the bookcase in living room; the tall case clock of Aunt Jane Ewing in my living room; the old McNairy makeup table in my bedroom; and the red leather sofa in my law office; and the Karadja oriental rug circa 1900, 9' x 12' already given and in his and Ray Berry's possession.

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C. To William Tyler Berry the following items: his grandfather's and great-great-grandfather's (both named William Tyler Berry) personal jewelry and books and the mahogany bookcase in the living room that some are in; and his grandfather Berry's bird egg collection; the Christening cup of James Porter Kirkman; my portrait of Henry Clay; the portrait of Alexander Kirkman in my office and those of William T. Berry and wife, Margaret T. Berry in my office; the wooden ship model in my office which I got when a child from an old sea captain in New England who had carved it; the miniature of William Hobson on my bedroom mantel and the Washington press from Aunt Jane Ewing's (in the living room); the walnut schoolmaster's desk from his childhood and the brass urn in my law office; all my said son's paintings and other art work he has given his late mother and me over the years at our house or at my office to be disposed of as he sees fit; and the 9' x 12' serapi circa 1840 oriental rug already given now in his possession and the serapi c 1900 4' x 9' rug (between the dining room and living room) and the copies of portraits of Jane Smith and George Washington in the living room bookcase.

D. To Mary Susan Berry Kennedy the following items: her grandmother, Mary T. Berry's silver service and silverware (already given and in my said daughter's possession); the portraits of Nathanial McNairy and wife, Catherine Hobson McNairy, in the living room; the McNairy sideboard in the dining room; the walnut large canopy bed and cherry dresser in her old bedroom; the cherry drop leaf table in my law office; two (2) blue leather chairs in my law office, and serapi c 1890 9' x 12' (now front hall).

E. To Amanda McNairy Berry Moody the following items: her great-grandmother, Amanda Kirkman Berry's silver service and silverware; the small writing desk of Eliza

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Dewees; the two (2) rosewood chairs of her great, great aunt Jane Washington Ewing, all in the alcove next to the front east bedroom; the portrait of Amanda McNairy Porter in the east back bedroom; the two (2) Dodge miniatures of Catherine McNairy; the walnut canopy bed in her old bedroom; English mahogany tilt table in my law office, and the Baksharish oriental rug c 1890, 12' x 19' in the living room; and the watercolor portrait of my mother, Mary Tillman Berry, in the living room bookcase.

F. To Coburn Dewees Berry IV and Douglas Berry all my other guns and hunting equipment and golf clubs and equipment to be divided among them and their children as well as my other grandchildren as they see fit.

G. As a guide to some of the items that pass under the provisions of Item V of my last will and testament dated Dec. 29, 2011, certain items of tangible personal property are from the old Berry place, the old Tillman place, Glen Raven in Robertson County, Tennessee, or purchased by your mother and myself over the years and are identified as follows:

1. Old Berry Place

The hobby horse that has served four (4) generations
Amanda McNairy Berry bedroom furniture
Cherry dining room table/chairs
Small black frame sofa (yellow upholstery)
Platform rocker
Neo classical walnut sofa
Cherry tilt-top game table
Green sleepy hollow chair
Mahogany tilt-top game table
Mahogany dresser (of that suite which made 4 poster canopy bed)
Brown finial table (in home office)
Biscuit block
Old Irishman fishing painting in my home office
All the various Family Coats of Arms (which you should divide equally) includes

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Douglas Coat of Arms of your Mother's
Donald Shaw MacLaughlan watercolors and etchings
A. B. Frost hunting prints (not already given)
Large frame/etching of choir boys
Figures of Red Riding Hood and Mary Had A Little Lamb

2. Glen Raven

Granny purchased these things from Glen Raven when Aunt Jane Washington Ewing gave up the house:

Silver Washington pitcher (recently appraised @$6,000)
Walnut plantation desk in my home office

3. Tillman Place

Large oval mirror front hall
Mantle mirror (over sideboard)
Library table mahogany in my office at home

4. Things bought through the years:

Pair Irish black leather Gainsborough chairs c 1890 (now in living room)
Gold tufted leather sofa (living room)
Piano (front hall) French
Pair porcelain lamps (front hall) bought in New Orleans
Chandelier French 2nd Empire
Wing chair (front hall)
Cherry, oak high cupboard (kitchen)

5. Things that should be preserved for future generations:

Certain things because of age and historical value should be preserved for our family's future generations to have and pass on; and I ask that you determine the best way to do this. Some of these items are included in A-G above. Others are the Howard Weeden paintings of two of the Washington slaves; the extremely old child's sampler made by an ancestor and her wooden doll with original clothing.

Dated: Dec. 29, 2011

COBURN DEWEESE BERRY III

CHANCERY COURT WILLIAMSON CO. TN
FILED AT

201709220097479

True Copy Certification

I, Yvette Meldrum, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature – Yvette Meldrum

State of Tennessee
County of Williamson

Personally appeared before me, the undersigned, a notary public for this county and state, Yvette Meldrum who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: 5-30-21

