STATE OF TENNESSEE

Karen Y Johnson Davidson County
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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 filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 20 day of JULY, 2017, in Docket Number 17P1203, IN RE: EUBANK, JOHN O'NEAL, as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 26 day of OCTOBER in the year 2018 and in the 242 year of American Independence.

RICHARD R. ROOKER, Clerk,

[SEAL]

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____
Deputy Clerk

17P1203 FILED
JUL 20 2017
CLERK & MASTER
By

LAST WILL AND TESTAMENT

OF

JOHN O'NEAL EUBANK

I, John O'Neal Eubank, a resident of and being domiciled in Davidson County, Tennessee, and being of sound mind and disposing memory, do hereby make, declare, and publish this to be my last will and testament and I do hereby revoke all wills and codicils made by me at any time heretofore.

ARTICLE I

1. I nominate and appoint my wife, Barbara Ann Eubank to serve as Executor of this will and of my estate. If my wife shall not survive me or if she shall fail to qualify as an Executor hereunder for any reason or, having qualified, shall die or resign, then I nominate and appoint James McEwen Dunn as alternate or successor Executor, as the case may be, of this will and my estate. Any reference herein to Executor shall be a reference to whomever of the above shall be serving in such capacity.

2. I direct that no bond shall be required of my Executor for the faithful performance of duties in such capacity.

ARTICLE II

1. I direct my Executor to pay all of my just debts, funeral expenses, expenses of administration, and any and all inheritance and estate taxes imposed by any taxing authority, including taxes assessed on account of any property included in my gross estate for tax purposes, whether or not same shall be included in my estate for any other purpose and whether or not such expenses and taxes shall arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death.

2. I direct that all such debts and expenses be paid from my residuary estate, all without apportionment and without contribution by any recipient of any such property.

3. In the event that any property or interest in property passing under this will, by operation of law, or otherwise by reason of my death shall be encumbered by lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or

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pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of a payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate; but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in such property shall take such property subject to all encumbrances existing at the time of my death.

4. I direct that the proceeds of all life insurance which may be or become payable to my estate or Executor shall be deemed and treated in all respects as a part of my general estate and, as such, same shall be available for the satisfaction of the obligations of my estate.

5. Should any part of the property owned by me at the time of my death consist of business interests, the transfers of which are restricted under the terms of business agreements, then I intend that my Executor and the beneficiaries hereof shall honor and abide by the terms and provisions of all such agreements existing and in force at the time of my death.

ARTICLE III

1. I authorize and empower my Executor to make distribution in cash or in kind, or partly in each, to settle, compromise, adjust, release, and discharge all debts and claims which may be presented against my estate or which may be due to me, and to retain or sell at public or private sale or otherwise dispose of in such manner and at such prices and upon such terms and conditions, including credit, all or any part of my real or personal estate without order of any court or other authority and to execute, acknowledge, and deliver deeds or other proper instruments of conveyance or assignment to the purchaser or purchasers thereof, which purchasers shall be under no obligation to see to the proper application of the proceeds of any such disposition, and to do any and all things necessary and/or convenient to the proper and legal management and administration of my estate, all as my Executor, in the exercise of his sole and absolute discretion, shall deem advisable.

2. Further, I expressly relieve my Executor of the duty of converting the assets of my estate into cash, and I expressly empower my Executor to retain any or all of the assets of my estate, real or personal and specifically including, but not limited to, any stock, bonds, or other investment property which I may own at the time of my death, without incurring any liability by reason of such retention, to borrow money upon the security of any assets of my estate, to invest in all forms of

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property, including, but not limited to, common and preferred stocks, without restriction as to legal investments for fiduciaries, to purchase investments at a premium or discount, to give proxies, to join in any recapitalization, merger, reorganization, or voting trust or plan affecting investments, to deposit securities under agreements and to pay assessments, to subscribe for stock and bond privileges; and, generally, to exercise all rights of security holders, to carry investments in the name of a nominee or in bearer form, and to continue indefinitely the operation of any business in which I may have an interest at the time of my death, either individually, as a partner, or stockholder, and my Executor may deliver to the legatees and beneficiaries of my estate any such business or interest therein.

3. Without in any way limiting the generality of the preceding paragraphs, I hereby authorize and empower my Executor, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming the part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule"; provided, however, that the power and authority set out in paragraph 19, Section 35-50-110 of the Tennessee Code Annotated, is restricted and limited to such amounts and such periods of time as may be reasonably required to the best interest of the beneficiaries hereof.

ARTICLE IV

1. If my wife, Barbara Ann Eubank, shall survive me, then I hereby give, devise and bequeath all the rest, residue and remainder of my property, real and personal, tangible and intangible, of whatsoever nature, and wherever situated, to my said wife in fee.

2. If my said wife shall not survive me, then I hereby give, devise and bequeath all of the rest, residue and remainder of my property, real and personal, tangible and intangible, of whatsoever in nature, and wherever situated, to my children, John Edward Eubank, Ann Kiser Eubank, Allen Dobson Eubank, and my step-children, Casey Edward Dunn and James McEwen Dunn, Jr., in equal shares.

In the event that John Edward Eubank or Allen Dobson Eubank predecease me, I give, devise and bequeath such deceased child's share to Hayden Dobson Eubank. In the event Ann

JOHN O'NEAL EUBANK

Kiser Eubank predeceases me, I give, devise and bequeath her share to William L. Hathaway, Jr. (birth date June 28, 1996). In the event that Casey Edward Dunn or James McEwen Dunn, Jr. predecease me, I hereby give, devise and bequeath such deceased step-child's share to their issue, per stirpes, or if they have no surviving issue, then to the survivor of these two step-children.

In the event my children and step-children are unable to agree as to any division of property contemplated hereunder, then my Executor shall have full and absolute discretion and authority as to the division of such property among them. The receipt of the distributee shall constitute a complete acquittance to my Executor for the property so distributed and my Executor shall not be responsible for the proper application thereof.

ARTICLE V

If my wife, Barbara Ann Eubank, and I shall die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me, and my estate shall be administered and distributed in all respects in accordance with this presumption that I predeceased her.

ARTICLE VI

My wife, Barbara Ann Eubank, and I are executing our wills simultaneously. We have agreed and it is our intent that our wills be construed as mutual wills and that neither she nor I shall have the power or right to revoke or change our will after our spouse's death.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my last will and testament consisting of this and the three (3) preceding typewritten pages, and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this the 26 day of July, 2011.

JOHN O'NEAL EUBANK

JOHN O'NEAL EUBANK

The said John O'Neal Eubank, of sound mind and disposing memory, signed the foregoing instrument in our 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 subscribed our names hereto as attesting witnesses the day and date above written.

Ronald G Harris

Address: 2717 Longwood
Franklin, TN 37069

Margaret J Vanlandingham

Address: 1070 Heatherwood Road
Pleasant View TN 37146

JOHN O'NEAL EUBANK

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, the undersigned, Ronald G. Harris and Margaret J. Vanhooser being first duly sworn, make oath as follows:

The said John O'Neal Eubank, of sound mind and disposing memory, signed the foregoing instrument in our 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 subscribed our names thereto as attesting witnesses the day and date written therein.

Ronald G Harris

Margaret J Vanhooser

SWORN to and subscribed before me this 26th day of August, 2011.

PHYLLIS R. DICKENS NOTARY PUBLIC STATE OF TENNESSEE DAVIDSON COUNTY

Phyllis R Dickens
Notary Public

My Commission Expires JULY 6, 2015

My Commission Expires: _____

17P1203

FILED
JUL 20 2017
RICHARD R. ROOKER, Clerk
By: Deputy

CODICIL TO THE LAST WILL
AND TESTAMENT OF JOHN O'NEAL EUBANK

I, John O'Neal Eubank, a resident of Nashville, Davidson County, Tennessee, having heretofore made and published my Last Will and Testament, which bears the date of July 26, 2011 ("my Will"), do hereby make and declare this as a Codicil thereto, to wit:

1) I hereby revise my Will by deleting Paragraph 1 of Article I in its entirety, and substituting a new Paragraph 1, which states as follows:

1. I nominate and appoint my wife, Barbara Ann Eubank, to serve as Executor of this will and of my estate. If she shall not survive me or if she shall fail to qualify as Executor for any reason, I nominate and appoint Allen Dobson Eubank as alternate or successor Executor, as the case may be, of this will and of my estate. If he shall not survive me or if he shall fail to qualify as Executor for any reason I nominate and appoint James McEwen Dunn, Jr. as alternate or successor Executor, as the case may be, of this will and of my estate.

2) I hereby ratify, republish and reaffirm my Last Will and Testament dated July 26, 2011, in all respects except as modified by this Codicil thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this Codicil of my Last Will and Testament consisting of two (2) typewritten pages which are identified by my signature thereon this 16th day of May, 2017, and I do publish and declare this a Codicil to my Last Will and Testament in the presence of each and all of the subscribing witnesses whom I

JOHN O'NEAL EUBANK

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have requested to act as such by signing the Attestation Clause and Affidavits to prove this Codicil pursuant to Tenn. Code Ann. § 32-2-110.

JOHN O'NEAL EUBANK

ATTESTATION CLAUSE

Signed, signified and declared by the said John O'Neal Eubank, being over eighteen (18) years of age, of sound mind and disposing memory, as and for a Codicil to his Last Will and Testament, in our sight and presence, and we, at his request, in his presence and sight, and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last above written.

NAME	ADDRESS
Anthony J. Marcuccio, Jr.	414 Pike Road, Nashville TN 37205
Kay E. Marcuccio	412 Page Rd. Nashville, TN 37205

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JOHN O'NEAL EUBANK

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, Anthony J. Morreale, Jr. and Kay E. Morreale, being first duly sworn, make oath that John O'Neal Eubank, on the day and date written below, acknowledged, declared and signified to us that the foregoing instrument consisting of two (2) pages was a Codicil to his Last Will and Testament; that he then signed said instrument in our sight and presence; that we, at his request and in his sight and presence, and in the sight and presence of the other witnesses, then subscribed our names thereto as attesting witnesses; that at the time of the execution of the Codicil, John O'Neal Eubank was more than eighteen (18) years of age, acknowledged that he was aware of the contents and effect of the Codicil to his Last Will and Testament, that he was of sound mind and disposing memory, and that he was not, and did not appear under any coercion or undue influence; and that we, Anthony J. Morreale, Jr. and Kay E. Morreale, being more than eighteen (18) years of age, make and sign this Affidavit at the request of John O'Neal Eubank on the day and date above written.

NAME: ADDRESS:

Anthony J. Morreale, Jr. 412 Page Road, Nashville, TN 37205

Kay E. Morreale 412 Page Rd. Nashville, TN 37205

Sworn to and subscribed before me this 16th day of May, 2017.

NOTARY PUBLIC

STEPHEN C. STEELE
STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires:

10/7/19

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