Karen Johnson Davidson County
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STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL AND TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **19P138**.

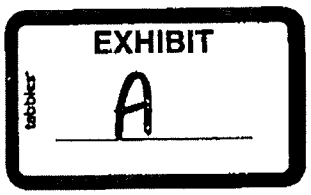
ESTATE OF FRANCES LOVE WHITTEMORE

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 31st day of January in the year Two Thousand and Nineteen.

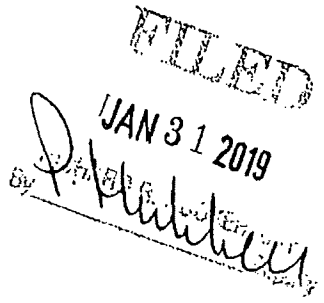
RICHARD R. ROOKER, Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____
Deputy Clerk



19P138



LAST WILL AND TESTAMENT

OF

FRANCES LOVE WHITTEMORE

This Instrument Prepared By
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TABLE OF CONTENTS

ARTICLE I. APPOINTMENT OF FIDUCIARIES 1
1. Executor 1
2. Trustee 1
ARTICLE II. SPECIFIC BEQUESTS 1
1. Distribution of Personal Effects by Handwritten Memorandum 1
2. Distribution of Remaining Personal Effects 2
3. Bequest of Residence; Right to Reside in Residence 2
ARTICLE III. DISPOSITION OF RESIDUARY ESTATE 2
1. Residuary Estate 2
ARTICLE IV. THE JEAN EVELYN WHITTEMORE SPECIAL NEEDS TRUST 3
1. Purposes of Trust 3
2. Administration of Trust 3
3. Terminating Principal Distributions 3
4. Failure of Beneficiaries 4
ARTICLE V. FAILURE OF BENEFICIARIES 4
ARTICLE VI. SUCCESSION, RESIGNATION OR REMOVAL OF TRUSTEE 4
1. Right of Removal 4
2. Resignation of Trustee and Right of Appointment 4
3. Qualification of Successor Trustee 4
4. Compensation 5
5. Miscellaneous Provisions 5
ARTICLE VII. DEBTS, ADMINISTRATION EXPENSES AND TAXES 5
1. Payment of Debts and Administration Expenses 5
2. Payment of Taxes 5
3. Allocation of Expenses and Taxes 5
ARTICLE VIII. POWERS AND DUTIES OF EXECUTOR AND TRUSTEE 6
1. General Powers 6
2. Authority to Administer Real Property 6
3. Power to Allocate Assets 6
4. Power to Move Situs of Trust 6
5. Administration of Trust by Executor 6
6. Distributions to Incapacitated Beneficiaries 7
7. Administrative Powers and Duties 7
(a) Inventory and Accountings 7
(b) Compensation of Executor 7
(c) Additional Property 7
(d) Employment of Agents 8
(e) Regular Meetings With Beneficiaries 8
8. Termination of Trust 8
9. Tax Elections and Consents 8
(a) Tax Returns 8
(b) Deductions 8

201901310009440

ARTICLE IX. MISCELLANEOUS PROVISIONS 9
1. References and Meaning of Terms. 9
(a) Code 9
(b) Construction 9
(c) Family 9
(d) Fiduciaries 9
(e) T.C.A. 10
2. Determination of Incapacity 10
3. Qualified Disclaimer 10

LAST WILL AND TESTAMENT

OF

FRANCES LOVE WHITTEMORE

FILED
JAN 31 2019

I, Frances Love Whittemore, a resident of Nashville, Davidson County, Tennessee, and a citizen of the United States, make, publish and declare this to be my Last Will and Testament, revoking all former Wills and Codicils made by me.

My husband, Fred Ward Whittemore, Jr. has predeceased me. I have three children, Nancy Whittemore May, Joanna Whittemore Ferrell, who is deceased, and Jean Evelyn Whittemore. I have one grandson, Jason Wesley Ferrell, who is the son of my deceased daughter, Joanna.

ARTICLE I.
APPOINTMENT OF FIDUCIARIES

1. Executor. I appoint my daughter, Nancy Whittemore May, to be the Executor of my estate. If Nancy is unwilling or unable to serve for any reason, then in such event I appoint my grandson, Jason Wesley Ferrell, to serve as alternate Executor. I direct that no bond shall be required of my Executor in any jurisdiction.

Should an ancillary administration of my estate be necessary, I authorize my Executor to appoint an ancillary administrator who shall be vested with all of the powers granted to the fiduciaries in my Will and shall also serve without bond, unless any named Executor should determine bond to be desirable.

2. Trustee. I appoint my daughter, Nancy Whittemore May, as Trustee of any trust created under this Will. If Nancy is unwilling or unable to serve for any reason, then I appoint my grandson, Jason Wesley Ferrell, to serve as alternate Trustee. If Jason is unable or unwilling to serve for any reason, then I appoint AmSouth Bank to serve as alternate Trustee. I direct that no bond shall be required of the Trustee in any jurisdiction.

ARTICLE II.
SPECIFIC BEQUESTS

1. Distribution of Personal Effects by Handwritten Memorandum. I give and bequeath certain items of my personal and household effects to those persons designated in a separate writing that may be in existence at the time of my death, which will be written entirely in my own handwriting and signed and dated by me, and which will describe the items and the legatees with reasonable certainty. If no separate writing or list is found and properly identified by my Executor within sixty (60) days after my Executor's qualification as such, it shall be presumed that no such separate writing exists, and any subsequently discovered separate writing or list shall be ignored. In the event any person named in such separate writing shall predecease me, then the bequest made to such person shall lapse and become null and void.

F. L. W.

2. Distribution of Remaining Personal Effects. I give and bequeath all of my personal and household effects that are not specifically bequeathed pursuant to the aforesaid separate writing, including all jewelry and other articles of personal use, automobiles and their accessories, and any and all interests that I may have in furniture, furnishings, art, and household goods and equipment, together with any insurance policies thereon, to my daughter, Jean. If Jean does not survive me, then the aforesaid property shall be distributed in equal shares to my daughter, Nancy, and my grandson, Jason, as they shall agree.

My personal and household effects shall be delivered in kind to my daughter, Jean, or to my daughter and grandson. The reasonable cost of packing, shipping and storing such personal property shall be charged against my estate as an expense of administration.

3. Bequest of Residence; Right to Reside in Residence. Subject to the rights granted to my daughter, Jean, I give my residence located at 3129 Stafford Drive, Donelson, Tennessee 37214 (the "Residence") to my daughter, Nancy Whittemore May and my grandson, Jason Wesley Ferrell, in equal shares as joint tenants with right of survivorship, or to the survivor if either is deceased. If my daughter, Jean is living at the time of my death, and she is residing at the Residence, I grant to her the right to continue to reside in the Residence, free of rent. She shall, however, pay her own utility expenses, all property taxes, suitable insurance, special assessments, repairs, lawn care, and maintenance. She shall communicate regularly with Nancy and Jason, as owners of the Residence, regarding its condition and any problems that might from time to time occur. The limited rights granted herein shall terminate upon the earlier to occur of (i) Jean's death, (ii) acquisition by Jean of another residence, whether by purchase, rent or otherwise, or (iii) in the sole discretion of the owners, the absence of Jean from the Residence for a period of six (6) months or more, because of illness, residence in a hospital or nursing facility, or other reason, without a reasonable ability to return to the Residence. If Jean predeceases me, her rights to reside in the Residence shall lapse and the property shall pass to Nancy and Jason, or the survivor of them, outright, without condition or limitation.

ARTICLE III.
DISPOSITION OF RESIDUARY ESTATE

1. Residuary Estate. My Executor shall divide all of the rest, residue and remainder of my property, real and personal and of every kind and description, wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have power of disposition or appointment, into three equal shares. A share shall be distributed outright without condition or limitation to each of my daughter, Nancy Whittemore May, and my grandson, Jason Wesley Ferrell. The remaining share shall be distributed to my daughter Nancy, as trustee of the Jean Evelyn Whittemore Special Needs Trust for the benefit of my daughter, Jean, to be held, administered and distributed in accordance with the provisions of Article IV of this Will. If any of my beneficiaries predecease me, her or his share shall be added to the share(s) of the surviving beneficiary or beneficiaries.

F. L. W.

ARTICLE IV.
THE JEAN EVELYN WHITTEMORE SPECIAL NEEDS TRUST

1. Purposes of Trust. It is my intention that the income and principal of this trust be used solely for the benefit of my daughter Jean during her life. Any distribution to or for the benefit of Jean under this Trust shall be made in the sole discretion of the Trustee, taking into consideration Jean's needs. It is my intent that the Trustee, in exercising her sole and absolute discretion to distribute income and/or principal to or for the benefit of Jean, shall consider: (a) whether any governmental or private assistance programs exist for which Jean may be eligible, and (b) whether the distribution of such income and/or principal will reduce or eliminate any benefits for which Jean may be eligible or may be receiving from such government or private assistance program.

2. Administration of Trust. The Trustee shall hold, administer and distribute the amounts allocated to this trust as follows:

(a) The Trustee, in exercising her sole and absolute discretion to distribute income and/or principal to or for the benefit of Jean, shall, to the extent possible, make distributions to supplement, not supplant, all benefits from government or private assistance programs for which Jean may be eligible. Such benefits shall be exhausted before expending any amounts from the net income and/or principal of the trust estate.

(b) In addition to using her discretion to make distributions to Jean, I expect that the Trustee will use the trust estate to ensure that Jean will always have advocates and protectors to secure her rights and to allow her, to the extent possible, a normal and productive life. To this purpose, the Trustee is encouraged to: (i) periodically evaluate the care and services provided to Jean; (ii) provide adequate recreational activities and appropriate vacation and travel opportunities for Jean; and (iii) benefit Jean for any necessary portion of her lifetime, including in ways that are not currently foreseeable.

(c) Whenever the Trustee is authorized to pay all or a portion of the net income or principal of the trust for the benefit of Jean, the Trustee may make payment: (1) to any court-appointed fiduciary of Jean's property; (2) to any person having custody of Jean's property; or (3) directly for the benefit of Jean.

(d) Any net income not paid over or applied for Jean shall be accumulated and added to the principal of the trust estate at least annually and thereafter shall be held, administered and disposed of as a part thereof.

3. Terminating Principal Distributions. Upon Jean's death, the Trustee shall distribute all of the property then remaining in this trust to my daughter, Nancy Whittemore May, and my grandson, Jason Wesley Ferrell, in equal shares, or all to the survivor, if either is deceased.

F. L. W.

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4. Failure of Beneficiaries. If at any time before the final distribution of this trust all of the beneficiaries herein named or described should die and there should be no such beneficiary to take the property or the income therefrom, then the property remaining in trust shall be distributed as provided in Article V.

ARTICLE V.
FAILURE OF BENEFICIARIES

If all of my named or described beneficiaries should predecease me, or if there should at any time be no beneficiaries named or described to take any interest herein, then the property shall be distributed to my sister, Ann Love Whittemore. If my sister, Ann, does not survive me, then the aforesaid property shall be distributed in equal shares to my sister's daughters, Betty Whittemore Baker, Kathleen Whittemore Wise, and Joan Whittemore Lauman, or to their issue if one or more do not survive me.

ARTICLE VI.
SUCCESSION, RESIGNATION OR REMOVAL OF TRUSTEE

1. Right of Removal. To the extent a corporate trustee or an individual other than the trustees I have appointed in Article I is serving as trustee, my daughter Nancy, or if she is deceased or incapacitated, my grandson, Jason, or if he is deceased or incapacitated, my daughter Jean, may remove such Trustee then acting hereunder by notice to such Trustee. In the event of the removal of the Trustee. The appointment of a successor Trustee shall be made by the person(s) then having the power to remove the Trustee.

2. Resignation of Trustee and Right of Appointment. Any Trustee may resign by giving forty-five (45) days notice to the person(s) then having the power of removal. In the event of the resignation of the Trustee, the successor named in Article I shall serve. If the named successor is unable or unwilling to serve for any reason, or if there is no named successor, a successor Trustee shall be appointed by my daughter Nancy, or if she is deceased or incapacitated, my grandson, Jason, or if he is deceased or incapacitated, my daughter Jean. In the event any person(s) designated to appoint a successor Trustee shall fail to appoint a successor Trustee within forty-five (45) days of the notice of resignation or removal, then the Trustee may apply to a court of competent jurisdiction for leave to resign, for the appointment of a successor Trustee, and the judicial settlement of all accounts.

3. Qualification of Successor Trustee. Any successor Trustee other than a named successor shall be either (a) a bank or trust company in the United States authorized to administer trusts having a combined market value of assets under administration either as a fiduciary or investment manager at the time of the appointment in excess of Fifty Million Dollars ($50,000,000) or (b) an individual, preferably someone familiar with my family, with a business, legal or accounting background who is competent to manage trusts and financial matters, although my daughter shall not serve as a trustee and ordinarily no other beneficiary of a trust should serve as sole Trustee.

F. L. W.

4. Compensation. The Trustee may receive a reasonable compensation for its services and reimbursement for reasonable expenses incurred in the management and protection of the Trust Estate, as may be negotiated from time to time by a majority of the person(s) then having the power to remove the Trustee. Such expenses may be charged, in the Trustee's sole discretion, to either income or principal and may be paid without court approval. Any Trustee appointed, by its acceptance of this Trust, shall be deemed to have agreed that, upon termination of the Trust or upon a change of Trustee, it will not impose a severance, succession or termination charge by reason of the discontinuance of its services as Trustee.

5. Miscellaneous Provisions. Any notices hereunder shall be made by a written instrument, effective upon delivery. No successor Trustee shall be liable or responsible in any manner for any acts or defaults of any predecessor Trustee. A removed or resigning Trustee shall effect a transfer of assets within sixty (60) days of such notice.

ARTICLE VII.
DEBTS, ADMINISTRATION EXPENSES AND TAXES

1. Payment of Debts and Administration Expenses. My Executor, in my Executor's sole discretion, may pay my legal debts, including funeral expenses, the cost of a suitable monument, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate, and I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in my Executor's sole discretion.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executor shall have sole discretion as to whether said indebtedness shall be paid either in whole or in part. I direct that the proceeds of my life insurance payable to my estate or my Executor may, in my Executor's sole discretion, be used for the payment of debts or taxes.

2. Payment of Taxes. I direct that my Executor pay as an expense of administration, without apportionment against the share of any beneficiary, all transfer, estate, inheritance, succession and other death taxes (excluding generation-skipping transfer taxes), together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise (exclusive of any tax imposed as a result of §§ 2036, 2041 or 2044 of the Code, or a corresponding provision of state law). Any generation-skipping transfer tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law, and any tax attributable to property included in my estate under §§ 2036, 2041 or 2044 of the Code shall be apportioned against and paid by the persons in possession thereof or benefited thereby, in the manner provided by law.

3. Allocation of Expenses and Taxes. As herein provided, all administration expenses and all death taxes payable from my estate shall be charged against the principal of my

residuary estate. Notwithstanding the foregoing, I authorize, but do not direct, that administrative expenses of my estate may be paid from the income of the estate and allocated thereto instead of to the principal of the estate as provided above so long as such is permitted by then prevailing law.

ARTICLE VIII.
POWERS AND DUTIES OF EXECUTOR AND TRUSTEE

1. General Powers. I authorize my Executor and Trustee (collectively, "the fiduciaries") in the exercise of all reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all of the powers set forth in T.C.A. § 35-50-110, as amended, to the extent applicable, all of the provisions and powers of which are incorporated herein by reference as fully as if copied herein verbatim; provided, however, that the fiduciaries shall not exercise any power in a manner inconsistent with the right to the beneficial enjoyment of the trust property accorded to a beneficiary of a trust under the general principles of the law of trusts. In addition, the powers set forth in the statute on the date of execution of this Will are granted, even if said statute has been amended or repealed at the time of my death. The Trustee of any trust created by this Will shall have and may exercise any and all powers, privileges, immunities and exemptions conferred on my Executor under any Article of this Will, including the waiver of bond.

2. Authority to Administer Real Property. My Executor shall have full authority and discretion to convey, improve, lease, encumber, or in any other manner deal with and administer any real property comprising an asset of my estate, without the approval of any court, the joinder of any beneficiary, or the disclosure of the identity of any beneficiary of my estate. Furthermore, for purposes of T.C.A. § 31-2-103, all such real property shall be deemed to be personal property following my death, subject to sale by my Executor, acting without joinder of any beneficiary, for the purpose of facilitating the distribution of my estate among the beneficiaries of this Will, as well as for the purpose of paying taxes, administrative expenses, and any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

3. Power to Allocate Assets. The fiduciaries shall, in their sole discretion, make reasonable allocations of the property comprising my estate without apportioning each individual asset in order to satisfy any bequest made herein, to fund any trust created herein, or to divide any trust into separate trusts or shares.

4. Power to Move Situs of Trust. If at any time it appears that it would be in the best interest of a beneficiary to have the situs of a trust established under this Will transferred to a different jurisdiction, I authorize that said transfer be made. I further direct that the guardians of the person of any minor beneficiary be authorized to instruct the Trustee to make application for removal to another jurisdiction on behalf of such beneficiary, pursuant to the procedure set forth in T.C.A. § 34-1-117 *et seq.* (transfer of fiduciary relationship).

5. Administration of Trust by Executor. During the period of administration of my estate, my Executor shall be fully authorized and empowered to exercise all of the powers and duties of the Trustee; and I direct that my Executor shall do so in order that payments of income

F. L. W.

or principal for the benefit of the beneficiaries of my Will shall not be delayed pending the administration of my estate.

6. Distributions to Incapacitated Beneficiaries. If, pursuant to this Will any property shall be payable outright to a person who is a minor, or is under any other legal, mental or physical disability (an "incapacitated beneficiary"), my Executor shall have the power, exercisable in my Executor's sole discretion and without court approval, either to defer payment of such property, or to pay such property, in whole or in part, to an incapacitated beneficiary, to a parent, guardian, or conservator of an incapacitated beneficiary, to a custodian for an incapacitated beneficiary under a Transfers to Minors Act, or to any adult with whom an incapacitated beneficiary may reside. The recipient of such property, on behalf of an incapacitated beneficiary, shall not be required to furnish bond or file any accountings with respect to such property, unless the fiduciaries should direct otherwise; and the receipt of such property by the recipient shall discharge my Executor from any further responsibility or liability with respect to such property. If my Executor shall elect to defer payment of any such property, I authorize my Executor to hold such property as trustee for the benefit of an incapacitated beneficiary, with all the powers given to a trustee by law, and to pay or apply so much, all, or none of the income and principal of such property for the benefit of an incapacitated beneficiary as the trustee shall deem advisable. When an incapacitated beneficiary attains capacity, whether legal, mental or physical, the balance of such property then remaining shall be distributed to him or her. If an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

7. Administrative Powers and Duties.

(a) Inventory and Accountings. I relieve the fiduciaries from the duty to file any inventory or accountings with any court. However, my Executor, upon the request of one or more residuary beneficiaries of my estate, shall prepare an inventory of estate assets and an accounting of their disposition. The Trustee shall make reports from time to time to the beneficiaries of any trust created in this Will, showing in reasonable detail the assets of the trust estate which constitute principal, and the income therefrom, and amounts paid to or expended for each such beneficiary.

(b) Compensation of Executor. The Executor shall be entitled to reasonable compensation for services rendered and may be reimbursed for reasonable expenses incurred in carrying out the Executor's duties.

(c) Additional Property. The Trustee is authorized, but not required, to receive additional property from any source and to hold and administer such property as an integral part of any of the trust estates herein created. Notwithstanding the foregoing, if the inclusion ratio for federal generation-skipping transfer tax purposes of the property to be added is different from the inclusion ratio of the trust estate, the Trustee shall be authorized to hold and administer the additional property as a separate trust with provisions identical to the trust established under this Will. In addition, the Trustee may, in the Trustee's sole discretion, decline to accept or accept and administer as a separate trust with provisions identical to the trust established under this Will, any property for which liability under the federal Comprehensive Environmental Response,

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Compensation, and Liability Act (CERCLA) or any similar federal or state law may be attributed in any manner.

(d) Employment of Agents. The fiduciaries shall be authorized, in the fiduciaries' discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration and investment decisions for any trust created in this Will, or to enter into a custodial arrangement with a bank or other financial institution of the fiduciaries' choosing. The fees of any person or institution employed by the fiduciaries in accordance with this paragraph may be paid from the income or principal of the trusts created hereunder, as the fiduciaries shall determine.

(e) Regular Meetings With Beneficiaries. The Trustee shall hold regular meetings with the beneficiaries of the trusts created hereunder, either individually or as a group, no less often than annually, to discuss trust investments, as well as to discuss anticipated income and principal distributions, tax reporting, relevant personal circumstances, and the like.

8. Termination of Trust. Irrespective of any provision in this Will to the contrary, the Trustee may terminate any trust created under this Will if the trust estate, in the Trustee's sole opinion, shall be of an insufficient amount to justify its continuance. The Trustee may distribute the trust estate among the then income beneficiaries according to their respective shares, or the Trustee may purchase for and deliver to them such annuity policy or policies as the Trustee deems advisable, thereby terminating the trust. No beneficiary or remainderman shall question the action of the Trustee in terminating or failing to terminate the trust or any separate trust created hereunder, or the amount or manner of distribution. No Trustee who is a beneficiary shall have the right to participate in any decision to so terminate a trust or trust share.

9. Tax Elections and Consents.

(a) Tax Returns. I specifically authorize my Executor to execute and file my income tax return for the year in which my death occurs and for any years prior thereto. I also authorize and empower my Executor to execute and file gift tax returns if any gift tax return is required for the year in which my death occurs or for any year prior thereto. My Executor shall incur no personal liability for any action taken in good faith in accordance with either of the foregoing authorizations.

(b) Deductions. I am cognizant of the fact that the provisions of the Code (and other applicable laws) in force at the time of my death, and applicable to my estate, may permit my Executor to elect to claim certain administration and other expenses as deductions, either in the income tax returns of my estate or in the estate tax return. It is my desire that my Executor elect to claim from time to time such expenses as deductions on the particular tax returns which, in my Executor's opinion, should result in the smallest combined taxes being paid, irrespective of whether such expenses shall be payable from income or corpus; and my Executor is directed not to make adjustments between income or principal, or between property interests passing to beneficiaries under my Will which may be substantially affected as a result of any election under this Article. It is my wish that such property interests as may be determined as a result of my

F. L. W.

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Executor's election under this Article shall be the interest such beneficiary shall receive. I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

10. Limitation on Individual Trustee. No individual Trustee shall have the right to participate in any decision regarding distributions of income or principal for his or her benefit, except as limited by an ascertainable standard as defined in the Code and the Regulations thereunder. Further, no individual Trustee shall have the right to participate in any decision regarding distributions for the benefit of any other individual to the extent that such distributions satisfy a support or other legal obligation of the Trustee to the distributee.

ARTICLE IX.
MISCELLANEOUS PROVISIONS

1. References and Meaning of Terms.

(a) Code. Unless specifically provided to the contrary, the term "Code" shall mean the federal Internal Revenue Code of 1986, as from time to time amended, or any successor federal laws thereto, and shall also include the Treasury regulations promulgated thereunder. Sectional references to the Code refer to the present sections, amendments thereto, and any successor sections.

(b) Construction. Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

(c) Family. As used herein, the terms "child," "children" and "issue" are intended to include persons born after the execution of this Will as well as adopted persons. The term "adopted" as used herein shall include any person adopted by me and any minor child adopted by my issue. Unless specifically provided to the contrary, whenever a provision has been made for a child to take his or her deceased parent's share, in the event such child is also deceased, his or her share shall pass to his or her issue, *per stirpes*. 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.

(d) Fiduciaries. All references in this Will to the "Executor," or "Trustee," shall mean the Executor or Trustee named herein or any alternate or successor thereto. The foregoing term is used for convenience, regardless of the gender or number of parties serving in such capacities, and such terms shall be read as the context shall require.

F. L. W.

(e) T.C.A. All references to "T.C.A." shall mean Tennessee Code Annotated, as amended from time to time.

2. Determination of Incapacity. For purposes of this document, a person shall be deemed to be in a state of incapacity if (a) Such person is so declared, and a conservator for such person has been appointed, by a court of competent jurisdiction in the county in which such person resides; (b) Upon presentation of a certificate executed by two physicians (preferably including such person's personal physician) stating that (i) each of them is unrelated to the person and is licensed and board certified to practice in the State in which such person resides or is hospitalized, (ii) each of them has made a personal mental and physical examination of such person within the preceding thirty (30) days of such certificate, and (iii) each of them is of the opinion that because of accident, illness (including, but not limited to, drug or alcohol abuse), age, mental or physical condition, or other infirmity, such person is unable to handle his or her own affairs; or (c) Upon credible evidence, determined to be currently applicable to such person, that such person (i) has disappeared, (ii) is unaccountably absent, or (iii) is incarcerated or otherwise detained under duress so that such person is unable effectively and prudently to handle his or her own affairs.

Once determined, such incapacity shall be deemed to continue until such court order, certificate, and/or circumstances have been revoked or become inapplicable. A physician's certificate may be revoked by a similar certificate stating that such person is no longer incapacitated, executed either (a) by the original certifying physicians, or (b) by two other licensed, board certified, unrelated physicians. My Executor shall be under no duty to institute an inquiry into a person's incapacity, but the expense of an inquiry reasonably instituted may be paid from my estate.

3. Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any part of the property otherwise passing to him or her by complying with the statutory requirements of § 2518 of the Code, as amended, or other applicable provisions of law. Unless otherwise provided herein, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

4. Spendthrift Provision. No disposition, charge, or encumbrance of either the income or principal of any trust created under this Will by the beneficiary thereof by way of anticipation shall be of any validity or legal effect or be in any way regarded by the Trustee, and such income or principal, or any part, shall not be subject to any claim of any creditor of any beneficiary. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process; and in the event that any such process shall be served upon the Trustee with respect to the interest of a beneficiary, the right of that beneficiary to receive either income or principal shall terminate until such process shall be released and discharged. Provided, however, that the Trustee may make advances from either principal or income for the support, maintenance, health and education of such beneficiary as the Trustee, in the Trustee's sole discretion, may deem wise and proper under the circumstances.

5. Rule Against Perpetuities. No trust created hereunder shall remain unvested beyond twenty-one (21) years after the death of the last to die of all the beneficiaries in this Will who are living at the date of my death. At such time, any trust created hereunder that is still in

F. L. W.

existence shall vest in the then income beneficiaries, irrespective of their ages, in the same proportion as they are then receiving or will become entitled to receive income when it is distributed. The share vested in a beneficiary pursuant to this subparagraph shall be distributed to him or her upon such beneficiary attaining the age set forth pursuant to the terms of such trust. Provided, however, if any beneficiary should die prior to receiving the principal vested in such beneficiary, then such principal shall be immediately distributed to such beneficiary's estate. It is my intent that all trusts established under this Will shall vest within the period permitted by the Tennessee Uniform Statutory Rule Against Perpetuities, and the provisions of this Will shall be construed and interpreted accordingly.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of eleven (11) pages, and on each page I have affixed my initials or my signature for better identification, this 18th day of February, 2005.

Frances Love Whittemore
FRANCES LOVE WHITTEMORE

The foregoing instrument was signed, published and declared by Frances Love Whittemore (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, having hereunto subscribed our names as witnesses this 18th day of February, 2005.

WITNESS:
Michael D. Taylor

Jerri J Chilcote

ADDRESS:
401 So. Wilson Blvd
Nashville, TN 37205

3162 Brimstead Drive
Franklin TN 37064

F. L. W.

201901310009440

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

On this day Michel G. Kaplan and Jerrie J. Chilcote personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

1. That they are more than eighteen (18) years of age.

2. That they witnessed the execution of the Last Will and Testament of Frances Love Whittemore (the "Testator"), dated February 18, 2005, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for the Testator's Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in the Testator's presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

5. That at the time they witnessed said Will, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

Michel G. Kaplan

Jerrie J. Chilcote

Subscribed and sworn to before me, this 18th day of February, 2005.

Sandra F. Brown
NOTARY PUBLIC

My Commission Expires: _____

SANDRA F. BROWN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

NOTARY PUBLIC
AT LARGE
Sandra F. Brown
My Commission Expires
January 24, 2009
STATE OF TENNESSEE

323319.03 6924-0001

CERTIFICATE OF AUTHENTICITY

I, Carla L. Lovell, 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.

Carla L Lovell

Carla L. Lovell

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, a Notary Public in and for the County and State aforesaid, personally appeared, Carla L. Lovell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledges this certification of an electronic document is true and correct.

WITNESS my hand and seal at office in Nashville, Tennessee, this 31ST day of January, 2019.

Notary Public

My Commission Expires: 9/7/21

BEVERLY SEBASTIAN
STATE OF TENNESSEE NOTARY PUBLIC
My Comm. Exp. Sept. 7, 2021
DAVIDSON COUNTY