Karen Johnson Davidson County
Batch# 234083 WILL
05/23/2019 11:23:30 AM 22 pgs
Fees: $112.00 Taxes: $0.00
20190523-0048952

P-251-17

**LAST WILL AND TESTAMENT**

**OF**

**CHARLES O. MANN, JR.**

I, CHARLES O. MANN, JR., a resident of Maury County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

As of the date hereof, I am married to DEBRA HILL MANN and all references herein to my "wife" or "spouse" shall be interpreted to refer to DEBRA HILL MANN. I have two (2) children, my son, ANDERSON L. MANN, and my daughter, ELIZABETH MANN EASTERLY, and all references herein to my "children" shall be interpreted to refer to said children. As of the date hereof my son, ANDERSON L. MANN, has two (2) children, THOMAS MANN and ANDREA MANN, and my daughter, ELIZABETH MANN EASTERLY, has two (2) children, GEORGE NICHOLAS EASTERLY and JACK EASTERLY. All references herein to my "grandchildren" shall be interpreted to refer to said grandchildren, together with any child or children born to my son or daughter or adopted by my son or daughter after the execution of this Will.

As of the date hereof, my son has not spoken to me for approximately three (3) years. As a result of our strained relationship, I have eliminated any share of my estate passing to or for the benefit of my son as provided in my prior Wills.

**ITEM ONE:** I nominate and appoint my daughter, ELIZABETH MANN EASTERLY, and FIRST TENNESSEE BANK, Nashville, Tennessee, as Personal Representatives hereunder. If either of them fails or ceases to serve as a Personal Representative, the other of them may serve alone with all powers and discretion. I nominate and appoint FIRST FARMERS AND MERCHANTS BANK, Columbia, Tennessee as Trustee of the MARITAL DEDUCTION QTIP TRUST established hereinbelow. If FIRST FARMERS AND MERCHANTS BANK fails or ceases to serve, I nominate and appoint FIRST TENNESSEE BANK, Nashville, Tennessee, as alternate or successor Trustee of the said MARITAL DEDUCTION QTIP TRUST. I nominate and appoint my daughter, ELIZABETH MANN EASTERLY, as Trustee of all other trusts created herein. If my daughter fails or ceases to serve as Trustee hereunder, I nominate and appoint FIRST TENNESSEE BANK, as her alternate or successor. If FIRST TENNESSEE BANK fails or ceases to serve as alternate or successor Trustee, I nominate and appoint FIRST FARMERS AND MERCHANTS BANK as such alternate or successor Trustee. If my daughter serves alone as my Personal Representative or Trustee, or both, she shall have the power to name an Eligible Corporate Fiduciary, as hereinafter defined, to serve with her as Personal Representative and/or Trustee, as the case may be, and to excuse such Eligible Corporate Fiduciary from the requirement of posting bond. If a vacancy arises in

the position of Trustee of the MARITAL DEDUCTION QTIP TRUST, my wife, DEBRA HILL MANN, and my daughter, ELIZABETH MANN EASTERLY, or such of them as is then living, shall appoint an alternate or substitute Trustee which shall be a bank or trust company having power to serve and combined agency and trust assets under management of at least One Hundred Million Dollars ($100,000,000.00) (an "Eligible Corporate Fiduciary"). If a vacancy arises in any other fiduciary capacity hereunder notwithstanding the designation of the foregoing alternates or successors, my daughter ELIZABETH MANN EASTERLY, if living, otherwise my attorney, JOHN L. VAN CLEAVE, otherwise the probate court in which my estate is administered, shall appoint an alternate or substitute Personal Representative and/or Trustee, as the case may be, which shall be (A) an individual of their choice, other than a beneficiary hereunder (an "Eligible Individual Fiduciary") or (B) an Eligible Corporate Fiduciary. I excuse the Personal Representatives and Trustees and their alternates or successors from bond in all events.

If it is necessary or desirable that a Tennessee resident serve as a co-fiduciary with any non-resident Personal Representative, Trustee or other fiduciary appointed herein, I empower such non-resident fiduciary to appoint a Tennessee resident as co-fiduciary to serve with said non-resident fiduciary and to excuse such appointee from bond. If an administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower the Personal Representatives or their alternates or successors to qualify therein or to designate one or more individuals or a bank or trust company having power to act as a personal representative to serve as Personal Representative in such jurisdiction and I empower my Personal Representatives to excuse such appointee from bond.

**ITEM TWO:** I make the following bequests of my tangible personal effects:

A. Bequest to Wife. I give to my wife, DEBRA HILL MANN, if (i) she survives me, (ii) I die of natural or accidental causes and (iii) at the time of my death we are married and neither of us has filed suit for divorce, all household furnishings contained in our primary residence acquired by me since DEBRA HILL MANN and I began living together, such as furniture, art work, appliances and other articles of household furnishings, exclusive of built-in items such as the video and audio system.

B. Remaining Personal Effects. It is likely that at my death I will leave a Letter of Instruction regarding my wishes in distributing my personal effects not otherwise disposed of under Paragraph A. hereof, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles and their equipment and all articles of personal or household use or adornment, together with all policies of insurance on such property, but excluding money, securities and the like, and I request that these

instructions be followed by my Personal Representatives to the extent practicable, but said Letter of Instruction is not intended to be part of this, my Will, nor to create enforceable rights in the persons therein named. If I leave no Letter of Instruction or if I own personal effects not addressed in a Letter of Instruction or otherwise not disposed of pursuant to this **ITEM TWO** hereinbelow, I give such items to my daughter, ELIZABETH MANN EASTERLY, if she survives me, outright and in fee simple. I request but do not require that my daughter distribute some of said items to such of my family members or friends as she sees fit in her absolute and sole discretion and my daughter's decision as to the distribution of such items shall be final and conclusive on all parties. If my daughter does not survive me, I give such personal effects to her issue, per stirpes, to be divided as they shall agree and if they fail to agree or if any of said beneficiaries is then a minor, the Personal Representatives shall decide the method of dividing said assets and such decision of the Personal Representative shall be final. If any of the beneficiaries hereunder is a minor at the time of my death, the assets passing to such minor beneficiary shall be distributed to a person selected by the Personal Representatives for that purpose, to be held as Custodian, without bond, for said minor beneficiary under the applicable state Uniform Transfers to Minors Act until such beneficiary reaches the age of twenty-one (21) years at which time the property shall be delivered by the Custodian to the beneficiary free of trust. While holding such property hereunder, the Custodian is relieved of any obligation to produce earnings from such property and is only required to hold it pending distribution pursuant to the provisions of this **ITEM TWO**. I expressly authorize the Personal Representatives in their discretion to sell any part or all of said property not wanted by the beneficiary, or inappropriate for the beneficiary, to whom it is given hereinabove and to make the proceeds thereof a part of my residuary estate passing under **ITEM FOUR** below. All costs of safeguarding, insuring, packing, storing and shipping my tangible personal effects before their distribution and of delivering each item to the residence of the beneficiary of such item shall be treated as an administrative expense of my estate.

**ITEM THREE:** I make the following bequests and devises:

A. Legacy to Wife. Notwithstanding the provisions of that certain Prenuptial Agreement between my wife, DEBRA HILL MANN, and I dated April 11, 2000 (the "Prenuptial Agreement"), I give and bequeath outright and free of trust to my wife, DEBRA HILL MANN, if (i) she survives me, (ii) I die of natural or accidental causes and (iii) at the time of my death we are married and neither of us has filed suit for divorce, the sum of Five Hundred Thousand Dollars ($500,000.00) or such other amount as may be required by Section 7a) of the Prenuptial Agreement based upon the lengthen of our marriage at the time of my death. The foregoing bequest shall be reduced by the proceeds of any life insurance policies or other assets passing outside my probate estate that my wife may receive as a result of my death.

B. Wife's Right to Live in Residence. I give to my wife, DEBRA HILL MANN, if (i) she survives me, (ii) I die of natural or accidental causes and (iii) at the time of my death we are married, the right to live in the house located on my farm in Maury County, Tennessee, currently consisting of approximately 296.65 acres and having a mailing address of 5953 Godwin Road, Santa Fe, Tennessee 38482 (the "Maury County Farm"), that currently serves as our primary residence for the remained of her lifetime or until the earlier occurrence of one of the events listed in subparagraph (3) below. If I do not own the Maury County Farm at the time of my death, my wife shall have the right to live in whatever house is serving as our primary residence at the time of my death (the "Alternate Residence"), which right of occupancy shall continue for a period of twenty-four (24) months following my death or until the earlier occurrence of one of the events listed in subparagraph (3) below. During the period that my wife shall occupy the house located on the Maury County Farm, my Personal Representatives or such other person as then holds legal title to the residence shall have reasonable access to the residence at reasonable times upon sufficient prior notice to my wife. My wife's right of occupancy of the Maury County Farm residence or Alternate Residence shall be subject to the following terms and conditions:

(1) All taxes, insurance, debt service (if any) and maintenance, other than routine maintenance and lawn care, shall be paid by the person or persons holding title to the Maury County Farm during any period of time that my wife resides in the residence located on the Maury County Farm or by my Personal Representatives, the person or persons holding title to any Alternative Residence or the person or persons to whom the Alternate Residence is given under **ITEM FOUR** hereof, as the case may be, during any period of time that my wife resides in the Alternate Residence.

(2) My wife, DEBRA HILL MANN, shall not be required to pay rental or other compensation for the use of the residence but shall be responsible for bearing the expense of routine maintenance and lawn care related to the residence (but not the remainder of the Maury County Farm). My wife shall not be entitled to rent the residence nor be entitled to the income or profits therefrom, the rights granted her hereunder being solely a right to use the property as her residence.

(3) My wife's right to use the residence shall terminate upon the earlier of (i) her death, (ii) her remarriage or co-habitation without the benefit of marriage, (iii) her giving written notice that she no longer wishes to reside in such residence as provided above, (iv) her ceasing to use the residence as her primary residence, (v) her permanently vacating the residence in order to move to another residence, congregate care facility, nursing home or the like or (vi) her commission of waste to the property, which waste is not remedied within sixty (60) days following written notice from the

person or persons holding title to the Maury County Farm, if she is residing at the Maury County Farm, or the Personal Representatives or persons to whom the Alternate Residence is given under **ITEM FOUR** hereinbelow, if she is residing at the Alternate Residence.

C. The Shores Townhouse. I give, devise and bequeath outright and free of trust to my daughter, ELIZABETH MANN EASTERLY, if she survives me, my townhouse located in Sunnyside, Florida, being Unit 112 at The Shores, together with all furniture, appliances, equipment and other tangible personal property located therein, related thereto or used in conjunction therewith. The foregoing property shall be conveyed to my daughter free of any mortgage, deed of trust or other encumbrance securing the payment of any indebtedness or other monetary obligation other than annual or monthly dues or assessments owed to any homeowners association or similar fees or expenses. If my daughter does not survive me, this devise or bequest shall lapse and the townhouse and related personal property, or my interest in the entity then owning the same, shall pass as part of the residue of my estate under **ITEM FOUR** hereinbelow. I request but do not require that my daughter allow my wife, DEBRA HILL MANN, liberal use of the townhouse consistent with my daughter's own use and enjoyment of the property.

D. Maury County Farm. I give, devise and bequeath the Maury County Farm, if owned by me at my death, together with all improvements thereon and appurtenances thereto and all farm equipment, vehicles, livestock, tools, furniture, fixtures and other personal property used in conjunction therewith or located thereon not otherwise disposed of under **ITEM TWO** above, outright and free of trust to my daughter, ELIZABETH MANN EASTERLY, if she survives me, otherwise to her issue per stirpes. This devise shall be subject to the right of my wife, DEBRA HILL MANN, to reside in the residence located thereon in accordance with Paragraph B. of **ITEM THREE** above. The Maury County Farm is presently subject to a Conservation Easement in favor of The Land Trust for Tennessee, Inc. restricting the future use and development of the property. It is my intention that my daughter or her issue, as the case may be, own and operate the Maury County Farm in a manner consistent and in compliance with said conservation easement. No portion of the Maury County Farm shall be sold by my daughter, ELIZABETH MANN EASTERLY, or her issue without the prior written consent of my wife, DEBRA HILL MANN, if then living and residing on the Maury County Farm

**ITEM FOUR:** All the rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, I give, devise and bequeath as follows:

A. Marital Deduction QTIP Trust. If (i) my wife, DEBRA HILL MANN, she survives me, (ii) I die of natural or accidental causes and (iii) at the time of my death DEBRA HILL MANN and I are married and neither of us has filed suit for divorce, the Personal Representatives will allocate to a trust to be known as the MARITAL DEDUCTION QTIP TRUST, an amount equal to the sum of One Million Dollars ($1,000,000.00), to be allocated in cash or in kind, or partly in cash and partly in kind, as the Personal Representatives in their discretion may determine. Property allocated in kind to fund this Trust shall be valued at its fair market value as of the date of distribution. Only assets that qualify for the federal estate tax marital deduction are to be allocated by the Personal Representatives to fund this Trust. To the extent consistent with the terms, provisions and limitations of this Paragraph A. of this **ITEM FOUR**, I recommend but do not require that my Personal Representatives allocate some or all of the following assets, if owned by me at my death, to fund the MARITAL DEDUCTION QTIP TRUST: (i) my membership interest in Square Market & Cafe, LLC, a Tennessee limited liability company, (ii) my ownership interest in the real property and improvements located at 36 Public Square, Columbia, Tennessee currently occupied by Square Market & Cafe, LLC, (iii) my ownership interest in the real property and improvements located on Chestnut Ridge Road, Columbia, Tennessee consisting of approximately 25.02 acres and currently being Parcel 020.02 on Map 015 of the tax records for Maury County, Tennessee and (iv) my ownership interest in the real property and improvements located at 216 Bonnabrook Drive, Hermitage, Tennessee and currently being and currently being Map and Parcel 074 16 0 029.00 of the tax records for Davidson County, Tennessee. Any of the real property identified above that may be selected by the Personal Representative to fund the MARITAL DEDUCTION QTIP TRUST shall be conveyed to the Trustee free of any mortgages or other encumbrances securing indebtedness owed by me. Notwithstanding any provisions of this Paragraph A. of **ITEM FOUR**, my Personal Representatives shall determine which such assets shall be conveyed to the Trust and the decision of the Personal Representatives shall be final. My wife shall have the unrestricted power to require the Trustee to convert within a reasonable time any property held in this Trust which is unproductive of income into property which is productive of income or to make such property productive of income.

The Trustee and any successor Trustees shall hold, manage, invest, sell, reinvest and dispose of the trust assets as follows:

**MARITAL DEDUCTION QTIP TRUST**

During the life of my wife, DEBRA HILL MANN, the Trustee shall distribute to my said wife the greater of the entire net income of the Trust or five (5%) percent of the fair market value of the Trust (not reduced by any income taxes chargeable to principal) valued as of the first day of the year, in convenient installments and at least as

frequently as quarter-annually. Upon the death of my wife, all income of the trust that is accrued or undistributed at my wife's death shall be paid to my wife's estate. The Trustee shall have the power and discretion to encroach upon the principal of the trust estate and to pay over such encroachments to or for the benefit of my wife, DEBRA HILL MANN, for her health care and support in reasonable comfort, in such amounts and proportions as the Trustee in its sole discretion deems advisable, provided that in the event my said wife should remarry, the Trustee's discretion to encroach upon the trust principal will cease.

This MARITAL DEDUCTION QTIP TRUST is intended to qualify as a "qualifying income interest for life" as that term is defined in Section 2056 of the Internal Revenue Code of 1866, as amended, (the "Code"). Under applicable law, my Personal Representatives may make an election that can result in the whole or any portion of the value of this Trust being allowed as a federal estate tax marital deduction. It is my primary intent that my Personal Representatives make the aforementioned election in such manner as will minimize the federal and state death taxes imposed as a result of my death and that of my wife at her later death, but it is my overriding desire that my Personal Representatives shall make the election in a manner which my Personal Representatives, in their sole and absolute discretion, feel is in the best interest of both my estate and my beneficiaries.

Upon the death of my wife, DEBRA HILL MANN, following my death, the Trustee shall pay from the remaining principal of the trust, directly to the appropriate governmental authority or authorities or to the personal representative of my wife's estate, as the Trustee deems advisable, without seeking reimbursement, recovery, or contribution from any person, the amount by which the estate, inheritance, and other death taxes (including interest and penalties, if any, but excluding any generation-skipping tax) payable in any jurisdiction by reason of my wife's death shall be increased as a result of the inclusion of any part of the trust in the gross estate of my wife for such tax purposes, as certified in writing by the personal representative of my wife's estate.

Upon my wife's death following my death, and after payment of all taxes as provided for herein, the MARITAL DEDUCTION QTIP TRUST shall be apportioned so as to provide one (1) equal share for my daughter, ELIZABETH MANN EASTERLY, if then living, otherwise for her then living issue, and one (1) equal share for the then living issue of my son, ANDERSON L. MANN, and such shares shall be administered and disposed of as follows:

(1) An equal share apportioned to ELIZABETH MANN EASTERLY shall be paid over and distributed to her outright and free of trust; and

(2) A share apportioned to (a) the then living issue of my daughter, ELIZABETH MANN EASTERLY, or (b) the then living issue of my son, ANDERSON L. MANN, shall be divided per stirpes among such issue and the portion going to each beneficiary then thirty (30) years of age or older shall vest in and be paid over and delivered to the beneficiary free of the Trust, whereas the portion going to any beneficiary then under thirty (30) years of age shall, though vested, be held in trust with discretion in the Trustee to use the net income or principal or both, of such portion for the support, maintenance, education, health care and funeral expenses, of the beneficiary until the thirtieth (30th) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

B. Educational Trust for Grandchildren. If I am survived by any of my grandchildren, the Personal Representatives shall allocate the sum of One Hundred Thousand Dollars ($100,000.00) for each such surviving grandchild to a separate trust to be established for such grandchild's benefit. Each separate trust shall be named for the grandchild for whom it is held. The allocation to such trust or Trusts shall not reduce the share of my estate to which any such grandchild may become entitled under any other provisions of this Will. The Trustee and any successor Trustees shall hold, manage, invest, sell, reinvest and dispose of the assets of each such separate trust as follows:

During the life of the grandchild for whom the Trust is named, the Trustee shall distribute, expend or accumulate so much or all of the net income and principal of the Trust as the Trustee from time to time determines to be appropriate for the support, maintenance, education, health care and funeral expenses of the grandchild in such amounts as the Trustee in her discretion deems advisable. It is my primary intent in establishing this Trust to provide a source of funds for the payment of my grandchild's expenses in pursuing the highest level and quality of education as is consistent with his or her talents and aptitude and the Trustee shall consider said intention in deciding whether and to what extent the Trustee will exercise her discretionary power over income and principal. Any income not distributed or expended shall from time to time be added to the principal. On or after the grandchild's thirtieth (30th) birthday, the grandchild shall have the right to demand in writing and to receive from the Trustee the entire remaining trust principal. The grandchild's failure to exercise the right of withdrawal at the age specified shall not prejudice his or her right to exercise the right thereafter. The grandchild shall have the further power by his or her own Last Will and Testament duly proved and allowed and by specific reference therein to the limited power herein granted, to appoint the trust estate remaining at his or her death to or among his or her descendants, and if none, to or among my descendants, either absolutely or in trust, in equal or unequal shares, and the assets not thus appointed shall vest per stirpes in the

grandchild's then living descendants, or if none, then per stirpes in my then living descendants, provided that if the estate, inheritance or other death taxes imposed on the grandchild's estate are increased by reason of the existence of the power of appointment or right of withdrawal, the Trustee shall pay from the assets not appointed the increase, if any, of such taxes owing by his or her estate as the result of the existence of such power of appointment or right of withdrawal.

C. Residue. The balance of the residue of my estate, or the entire residue if the allocation to the MARITAL DEDUCTION QTIP TRUST under Paragraph A. and the trusts for my grandchildren under Paragraph B. are not effective, TRUST shall be apportioned so as to provide one (1) equal share for my daughter, ELIZABETH MANN EASTERLY, if then living, otherwise for her then living issue, and one (1) equal share for the then living issue of my son, ANDERSON L. MANN, and such shares shall be administered and disposed of as follows:

(1) An equal share apportioned to ELIZABETH MANN EASTERLY shall be paid over and distributed to her outright and free of trust; and

(2) A share apportioned to (a) the then living issue of my daughter, ELIZABETH MANN EASTERLY, or (b) the then living issue of my son, ANDERSON L. MANN, shall be divided per stirpes among such issue and the portion going to each beneficiary then thirty (30) years of age or older shall vest in and be paid over and delivered to the beneficiary free of the Trust, whereas the portion going to any beneficiary then under thirty (30) years of age shall, though vested, be held in trust with discretion in the Trustee to use the net income or principal or both, of such portion for the support, maintenance, education, health care and funeral expenses, of the beneficiary until the thirtieth (30th) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

**ITEM FIVE**: Whenever a Trustee of any trust created hereunder is authorized to distribute principal or income to a beneficiary hereunder, such authorization shall include the power to distribute principal and income directly to such beneficiary or to make such distributions to third-parties for the benefit of such beneficiary. The Trustees' power to encroach on the principal of a trust hereunder may be exercised, in the discretion of the Trustees, even to the extent of the exhaustion of the trust principal, it being my intent that in exercising their discretion over the principal of the trust, the Trustees shall have primary concern for the needs of the current beneficiary or beneficiaries of the trust and not the interests of the remaindermen. Further, the Trustees shall not be required to observe any rule of equality of benefits among the beneficiaries of any particular trust or the various trusts. The term "education" shall

include, by way of illustration and not limitation, any and all reasonable costs or expenses incurred or payable by a beneficiary in connection with, or as a result of, the beneficiary's attendance at an elementary school, high school, college, university, post-graduate school, professional school or an accredited or nationally recognized vocational or specialized training school, whether public, private or special, including by way of illustration but not limitation, tuition, room and board, books, study materials, supplies, fees of tutors, activity fees and transportation costs, including transportation to and from home, and shall include funds to be used to repay any educational loans incurred by the beneficiary in connection with his or her education. The term "health care" shall include, by way of illustration but not limitation, any and all reasonable costs or expenses incurred or payable by a beneficiary in connection with the care or treatment of physical, mental or emotional issues or conditions, health insurance premiums, physical or occupational therapy, the cost of home health care attendants and nursing home fees or expenses. In exercising their discretion to distribute principal or income to a beneficiary, the Trustees shall consider all circumstances and factors the Trustees believe pertinent, including by way of illustration and not limitation, the other assets available for the support of the beneficiary, the standard of living to which the beneficiary is accustomed, the character and habits of the beneficiary, the reputation of the beneficiary as a law-abiding citizen of the community, the diligence, progress and aptitude of the beneficiary in pursuing an education and acquiring gainful employment, the ability of the beneficiary to manage prudently his or her financial affairs and the beneficiary's assumption of the responsibilities of adult life and self-support.

**ITEM SIX**: If at or after my death there is no person herein designated alive to have the benefit of any assets of my estate or any trust created hereunder, such assets shall vest in and be paid over to those persons, other than my son, ANDERSON L. MANN, and in those shares as would have taken such assets under the Tennessee laws of intestate succession had such assets been included in my probate estate and I died immediately following such failure of beneficiaries a resident of the State of Tennessee and without leaving a Will.

The portion of the foregoing assets passing to any beneficiary then twenty-five (25) years of age or older shall vest in and be paid over and delivered to the beneficiary free of trust, whereas the portion going to any beneficiary then under twenty-five (25) years of age shall, though vested, be held in trust with discretion in the Trustee to use the net income or principal or both, of such portion for the support, maintenance, education, health care and funeral expenses of the beneficiary until the twenty-fifth (25th) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

**ITEM SEVEN**: The interest of a beneficiary in any trust created hereunder shall not be voluntarily grantable, transferable, or otherwise assignable by anticipation by the beneficiary without the prior written consent of the Trustee(s) then serving and shall not be subject to the claims of any creditors of any beneficiary or otherwise subject to involuntary transfer in any event, and the Trustee(s) shall continue to pay such income or principal, as the case may be, directly to or for such beneficiary notwithstanding any action by creditors. No spouse or person claiming to be the spouse of any beneficiary hereunder shall have any right or claim to the principal or the income of any trust hereunder. 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(s), the right of any beneficiary in respect to whose interest such process is attempted to receive either income or principal and the obligation of the Trustee(s) to pay same shall terminate until such process shall be released and discharged; provided that the Trustee(s) may make such advance from either principal or income for the support, maintenance, health care, education, and funeral expenses of such beneficiary as the Trustee(s), other than any Trustee that is the beneficiary in respect to whose interest is the subject of such process, in their discretion may deem proper under the circumstances.

**ITEM EIGHT**: The Personal Representatives and Trustees and their successors shall have the following powers that shall be exercisable in their discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate or any trust pending distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate or any trust; to sell and dispose of any or all such investments and assets of whatever kind and all property of any kind at any time held by them at public or private sale and at such prices and upon such terms as they shall deem proper for the purpose of paying my debts or making distribution or for any purpose whatever; to invest and reinvest in such assets as they shall deem prudent and in the best interest of the beneficiaries; to borrow money and to pledge assets comprising the estate or any trust; to compromise claims, including taxes, for or against my estate or any trust; to improve any real estate and to lease real estate as they choose, including power to give leases for periods extending beyond the duration of a trust; to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and deliver all assignments, transfers, documents and other legal instruments conveying property free of trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Personal Representatives and Trustees shall be exercisable without the necessity of application to any Court. I also authorize the Personal Representatives and Trustees to make any division or distribution in cash or in kind or partly in

each and reasonably and in good faith to value assets, and such valuation shall be conclusive upon all parties.

B. I give the Personal Representatives all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated Section 35-50-110, as if the language thereof were incorporated in this Will verbatim. I give the Trustees all of the powers recited in Tennessee Code Annotated Section 35-15-816, as amended from time to time, as if the language thereof were incorporated in this Will verbatim.

C. The Trustees shall be excused from complying with the notification requirements of Tennessee Code Annotated Section 35-15-813(b) and (c), as amended from time to time.

D. The Personal Representatives shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court but shall make reports to the beneficiaries at least annually. The Trustees shall be excused from making reports to any Court. The Trustees shall render an accounting of the administration of the trust each year to every beneficiary of full and legal competency who is then entitled to receive all or a portion of the income hereunder and to the legal guardian, or if none, the natural guardian, of every minor beneficiary who then entitled to receive all or a portion of the income hereunder. The written approval of each such beneficiary or guardian shall, as to all transactions shown therein, be final and binding upon all persons (whether in being or not) who are then or may thereafter become entitled to share in either the principal or income of the trust. The Trustees shall not be required to provide accountings to any other beneficiaries notwithstanding any provisions of the Tennessee Uniform Trust Code or other applicable law to the contrary.

E. In accordance with Tennessee Code Annotated Section 31-2-103, I direct that any real property that I may own at my death be administered as part of my estate subject to the control of my Personal Representative. The Personal Representatives shall have full authority, discretion and power at any time during the administration of my estate to sell, convey, improve, lease, encumber, manage or in any other lawful manner deal with and administer any such real property, without the requirement of having to obtain the approval of any court, the joinder of any beneficiary, or the disclosure of the identity of any beneficiary of my estate and without the necessity of any person or entity looking to the application of any proceeds that may or might result from any acts of my Personal Representatives. All such real property shall be deemed to be personal property following my death. All such real property, other than real property that is the subject of a specific devisee under the provisions hereof, shall be subject to sale by the Personal Representatives for the purposes of facilitating the distribution of my estate among the beneficiaries of my Will and paying any taxes, administrative expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate. The Personal Representatives shall be entitled to use the rents or other income of any real property, other than any real property that is the subject of a specific devise, for the purpose of paying any taxes, administrative expenses, or any other expenses or debts of my estate, but in the case of property subject to a specific devise, shall reimburse such rents or income to the devisee entitled to receive such real property upon the distribution of my estate. No fiduciary hereunder shall incur any personal liability for any loss for any depreciation in the value that is sustained as a result of said fiduciary retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any federal, state and/or local environmental law or regulation thereunder;

unless, however, such fiduciary contributed to the loss or depreciation in value through willful default, willful misconduct or gross negligence. Further, the Trustees shall be under no obligation to perform annual inspections or appraisals or to have periodic inspections or appraisals made of any real estate held in any trust hereunder, and the Trustees may retain such property regardless of its lack of productivity of income except as otherwise provided above.

F. The Trustees, in their discretion, shall have the power to allocate receipts and disbursements to principal or income in accordance with reasonable trust accounting principles notwithstanding any provision of the Uniform Principal and Income Act to the contrary.

G. If at any time a beneficiary eligible to receive net income or principal distributions is under legal disability or in the opinion of the Trustees is incapable of properly managing his or her financial affairs, then the Trustees may make those distributions directly to the beneficiary, to a lawful guardian of the beneficiary or to a custodian selected by the Trustees for the beneficiary under the applicable state Uniform Transfers to Minors Act or similar applicable law or may otherwise expend the amounts to be distributed for the benefit of the beneficiary in such manner as the Trustees consider advisable.

H. Upon the distribution of my estate or the termination of any trust, the Personal Representatives or Trustees, as the case may be, in their discretion may make distribution either in cash or in kind or partly in cash and partly in kind, including non-prorata in-kind distributions of any assets. Absent fraud, the Personal Representatives' or Trustees' determination of the value of any assets to be distributed shall be final and conclusive on all parties. To the fullest extent possible the Personal Representative and Trustees shall allocate any assets that constitute "income in respect of a decedent" under Section 691 of the Code to any bequest or bequests that qualify for the charitable deduction for federal income tax or federal estate tax purposes. Upon termination of the trust, the powers of the Trustees to sell and transfer the corpus of the trust shall continue to the extent necessary in order to enable the Trustees to wind up the trust estate, pay the expenses thereof and distribute the corpus thereof to the persons entitled thereto.

I. No individual Trustee hereunder shall have any fiduciary power as Trustee that would result in inclusion of any trust created hereunder in his or her gross estate for federal estate tax purposes.

J. If a trust created under this instrument would otherwise be partially exempt from generation-skipping tax after the intended allocation of a GST exemption to it, then, before such allocation and as of the relevant valuation date under Section 2642 of the Code with respect to such allocation, the Trustees may (but need not) create instead two separate trusts of equal or unequal value which shall be identical in all other respects to the original trust so that the allocation of GST exemption can be made to one trust which will be entirely exempt from generation-skipping tax. The two trusts created pursuant to this power shall have the same name as the original trust except that the trust to which the GST exemption is allocated shall have the phrase "GST Exempt" added to its name.

K. No powers of any fiduciary shall be exercisable in such a way as would disqualify any bequest or trust herein made to or for the benefit of my spouse which otherwise qualifies for the federal estate tax marital deduction, whether due to an election or otherwise; provided that the foregoing provision shall not require my Personal Representatives to make

or not make an election to qualify any particular trust for the federal estate tax marital deduction.

L. The provisions of Tennessee Code Annotated Section 35-50-124 shall not restrict the powers, rights and duties conferred upon the Trustees hereunder, provided such powers, rights and duties shall be subject to the limitations expressly set forth herein.

M. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary that may be appointed. Whenever the words "fiduciary," "Personal Representative" or "Trustee" appear herein, it shall be construed as including any successor fiduciary, personal representative or trustee, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

**ITEM NINE**: I currently own interests in various closely held businesses that are operated either in the form of a joint venture, corporate, partnership, limited partnership or limited liability company. The following provisions shall apply to any such interests (hereinafter referred to as "Business Interests"):

A. If my estate or any trust hereunder includes a Business Interest, in whole or in part, I fully empower the Personal Representatives and Trustees to retain and operate such Business Interest so long as such fiduciaries deems it advisable and to take action with respect to its management and disposition as the fiduciary deems prudent and in the best interests of the beneficiaries.

B. Some Business Interests are already subject to binding buy-sell agreements that limit an investor's ability to transfer or assign his or her interest in the business. If no buy-sell agreement is in existence with respect to a particular Business Interest at the time of my death, it is my desire that the Personal Representatives or Trustees seek to cooperate in any efforts to establish such an agreement that follows the same philosophy as that which exists with the other Business Interests if the Business Interests are deemed comparable by the Personal Representatives or Trustees, in their discretion. The Personal Representatives and Trustees shall be held harmless for any action or failure to act under this Paragraph.

C. The Personal Representatives and Trustees may convert any partnership in which it or they hold a general partnership interest to a limited liability company if it or they deem such action appropriate and assuming the Personal Representatives or Trustees are able to obtain the necessary consents, if any, of the other partners.

D. It is my desire that the Personal Representatives and Trustees retain Business Interests until such time as it or they, in their discretion, deem advisable in order to achieve a profitable rate of return or sales price. Further, it has been my experience that the sale of a business as a whole generally derives a greater return for all investors than the sale by one investor of his or her interest in the business. Thus, it is my desire that the Personal Representatives and Trustees, when possible, avoid a sale of a partial interest in any Business Interests, and instead cooperate with the other owners to sell the business as a whole if they determine that such action would achieve a better profit.

E. Some Business Interests may have relationships with each other. For example, an operating entity may lease real property from another entity. Because of these relationships between Business Interests, it is my desire that the Personal Representatives and Trustees not make decisions regarding any one of Business Interests only with regard to the effect of such decision on such Business Interest, but rather in the context of what effect such decisions may have on all Business Interests collectively. In making such decisions, the Personal Representatives and Trustees should, therefore, determine, in their discretion, what is the best course of action for all Business Interests, and not just the best course of action for an individual Business Interest.

F. If at any time any trust created hereunder trust contains any stock of a corporation which elects or has elected treatment as an "S Corporation" as defined by Section 1361(a)(1) of the Code (or any corresponding successor statute), such stock will be segregated from the other assets of such trust and treated as a separate trust. The Trustees will further divide the separate trust into shares for each beneficiary and such shares will be distributed outright or held in trust as herein provided. In addition, all other provisions of the trust to which the stock was allocated will apply to each share held in trust (and constituting a separate trust) except that the Trustees will distribute all of the income from each separate trust to its beneficiary in convenient installments as least annually. It is my intent that each separate trust will be recognized as a "Qualified Subchapter S Trust" (QSST) under Section 1361(d)(2) of the Code. Notwithstanding any provisions of this Will to the contrary, the Trustee's powers and discretions with respect to the administration of each separate trust (including methods of accounting, bookkeeping, making distributions and characterizing receipts and expenses) will not be exercised or exercisable except in a manner inconsistent with allowing each separate trust to be treated as a QSST as above described.

G. The Personal Representatives and Trustees shall be indemnified and held harmless for any depreciation in value of Business Interests, or for any loss suffered by my estate or any trust created hereunder as a result of actions taken or not taken in accordance with this **ITEM NINE**. Further, the Personal Representatives and Trustees shall be indemnified and held harmless for any losses that may be incurred by the Personal Representatives or Trustees as a result of it or their continuing to act as a general partner of any Business Interests, except for losses incurred due to an act of gross negligence or fraud on the part of the Personal Representatives or Trustees.

**ITEM TEN**: If the principal of any trust hereunder should be of a size or nature so as not to justify the creation or continuance of the trust for economic reasons, the Trustee of such trust in its discretion may terminate the trust and distribute the principal and any undistributed income to the beneficiaries in whom such trust is vested and, if not vested, to the income beneficiaries of such trust. If a beneficiary is under legal age, such minor's share shall be distributed to the beneficiary's natural or legal guardian, or to a person selected by the Trustee for that purpose, to be held as Custodian, without bond, for said minor beneficiary under the applicable state Uniform Transfers to Minors Act until such beneficiary reaches the age of twenty-five (25) years, at which time the assets shall be delivered by the Custodian to the beneficiary free of trust. If the Trustee acting hereunder are at any time also acting as Trustees for the same beneficiary or beneficiaries under another instrument, by whomever established,

the Trustee may commingle the trusts to the extent deemed feasible by the Trustee notwithstanding minor differences of provisions and thereafter administer the commingled trusts in accordance with the provisions of the trust instrument selected by the Trustee for that purpose, but no trust for which a federal estate tax marital deduction was taken shall be merged with a trust not qualifying for said marital deduction.

**ITEM ELEVEN**: Any and all estate, inheritance or other death taxes assessable by reason of my death, whether based on transfers under or outside my Will, are charged against the residue of my estate passing under Paragraph C. of **ITEM FOUR** hereinabove and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Personal Representatives shall seek reimbursement for, recovery of or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment or which is included in my gross estate by reason of Section 2036 of the Code and which tax is not otherwise paid or payable. Notwithstanding the foregoing, no such estate, inheritance or other death taxes shall be paid from any so-called Roth Individual Retirement Accounts included in the residue of my estate passing under Paragraph B. of **ITEM FOUR** unless or until all other assets have been exhausted. Any generation-skipping 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. I direct that all of my funeral expenses, expenses of administering my estate and debts (other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of life insurance policies on my life) be paid as soon as practicable and in such order and out of such of the assets of the residue of my estate passing under **ITEM FOUR** hereinabove as the Personal Representatives deem appropriate. Except as expressly provided herein, the Personal Representatives hereunder may in their discretion, but need not, pay any debts owed jointly by my wife and me that are secured by mortgages or other security instruments. Such debts, if paid, shall be without right of contribution from my wife and shall be paid out of such of the assets of my estate as the Personal Representatives deem appropriate. Except as otherwise expressly provided to the contrary, all real estate passing hereunder shall be transferred to the beneficiary or devisee thereof subject to any mortgage or deed of trust to which it was subject at the time of my death. The Personal Representatives shall be exonerated from liability to any beneficiary hereunder in the exercise or non-exercise of the discretion herein granted.

**ITEM TWELVE:** If my wife, DEBRA HILL MANN, and I die under such circumstances that it cannot be ascertained that our deaths were otherwise than simultaneous, or in the event my wife does not survive my death by more than one

hundred twenty (120) hours, it shall be conclusively presumed for all purposes of this Will that I survived her.

**ITEM THIRTEEN**: At any time and from time to time any individual Trustee is authorized to delegate to any corporate Trustee then serving the exercise of any or all powers, discretionary or otherwise, hereinabove granted to the Trustees hereunder and to revoke any such delegation at will. The delegation of any such power and the revocation of any such delegation shall be evidenced by a notarized writing delivered to the corporate Trustee with a copy to the beneficiaries then entitled to receive accountings under Paragraph D. of **ITEM EIGHT**. So long as any such delegation is in effect, any of the powers, discretionary or otherwise, hereby granted and so delegated may be exercised and action may be taken by the corporate Trustee alone with the same force and effect as if the Trustee delegating such power had personally joined in the exercise of such power and the taking of such action and the individual Trustee shall have no liability to the beneficiaries in connection with any acts or omissions by the corporate Trustee while such delegation is in effect.

**ITEM FOURTEEN**: Subject to having first obtained the written approval of daughter, ELIZABETH MANN EASTERLY, if living, my wife shall have the power from time to time to remove any Trustee of the MARITAL DEDUCTION QTIP TRUST then serving and to replace the same with a successor Eligible Corporate Fiduciary. My daughter, ELIZABETH MANN EASTERLY, if living, otherwise a majority of the group composed of the adult residual beneficiaries under **ITEM FOUR** (other than my wife) and the Guardians of any minor residual beneficiaries thereunder, shall have the power from time to time to remove any corporate Personal Representative or corporate Trustee of any other trust then serving, and to replace the same with a successor fiduciary which shall be an Eligible Corporate Fiduciary. All such successors shall be excused from bond as are the original fiduciaries and have the same powers and discretion as the original fiduciaries. These rights shall not be exhausted by one exercise thereof. The appointment shall be by notarized writing with a copy to the replaced fiduciary and a copy to the new fiduciary. The successor fiduciary is excused from inquiring into the administration of the estate by the replaced Personal Representative or of the trust by the replaced Trustee and shall not be liable for any acts of its predecessor. The replaced fiduciary shall, without Court proceedings or other formalities, make prompt settlement with and delivery of the assets to the successor fiduciary taking a receipt therefor and without requiring any indemnity from the successor fiduciary or any other party or imposing any severance, succession or termination charge by reason of the discontinuation of its service as Trustee.

**ITEM FIFTEEN**: Notwithstanding any other provision of this Will, the discretionary powers given the Trustees hereunder are hereby limited so that (i) no

Trustee with a beneficial interest in the income or principal of any trust hereunder shall participate in any decision regarding a discretionary distribution to that Trustee personally or to any other beneficiary except to the extent governed by and made pursuant to a standard under this instrument which constitutes an ascertainable standard within the meaning of Sections 2041 and 2514 of the Code, as from time to time amended, and (ii) no Trustee may use trust income or principal to discharge the legal obligation of that Trustee individually to support or educate a beneficiary hereunder. All power and discretion as to any such distribution is hereby vested in the Trustees other than the Trustee having such beneficial interest and if no such Co-Trustee is then serving, the Trustee shall be empowered to appoint as a Co-Trustee hereunder the alternate or successor Trustee herein designated, or if no alternates are named or are able or willing to serve, a Co-Trustee shall be selected in the manner provided in **ITEM ONE** for filling a fiduciary vacancy.

**ITEM SIXTEEN**: The proceeds of any insurance on my life which are receivable by the Personal Representatives may be used, but only in the sole and uncontrolled discretion of the Personal Representatives, in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

**ITEM SEVENTEEN**: Notwithstanding any other provision of this, my Last Will and Testament, to the contrary, it is my intention that the provisions made for my wife hereunder comply with or exceed the post-death provisions of the Prenuptial Agreement and, if my Personal Representatives determine to their reasonable satisfaction that the provisions of this Will fail to provide for my said wife in the manner and to the extent required under said Prenuptial Agreement, the Personal Representatives are authorized to petition a Court of applicable jurisdiction for the purpose of having the provisions of this Will or any trust created hereunder reformed so as to satisfy my obligations under said Prenuptial Agreement.

**ITEM EIGHTEEN**: Despite any other provisions of this Will, all beneficial interests in any trust created hereunder shall vest or terminate, and all powers of appointment over any assets contained in any trust hereunder must be exercised, within three hundred sixty (360) years after the date of my death or such longer period of time as would not violate the Tennessee Uniform Statutory Rule Against Perpetuities, currently codified at Tennessee Code Annotated Section 66-1-201 *et seq.*, and each share of the trust property, if any, still retained in trust at the end of that period shall be distributed immediately to the beneficiary in whom the share is vested, and if any share is not then vested, such share shall be distributed immediately to the income beneficiary or beneficiaries of such trust.

**ITEM NINETEEN**: In the event that one or more beneficiaries under this, my Last Will and Testament, or any of my heirs at law, directly or indirectly, institute or cause to be instituted or aid in any suit, action or proceeding (whether legal or administrative) to contest the validity of or abrogate any part or all of the provisions of this Will or any other instrument effecting my estate plan or the disposition of my assets following my death, including by way of illustration and not limitation any Will, codicil, trust agreement, buy-sell agreement, beneficiary designation or other instrument disposing of any portion of my assets at my death, or to alter, modify, interfere with or change the effect of any or all of the provisions of this Will or any such other estate planning instrument, or to resist the probate of my Will, then such beneficiary and his or her descendants shall forfeit all rights to any property passing under this Will or any other estate planning instruments that such beneficiary otherwise would have enjoyed or received. All property passing under this Will or my other estate planning instruments shall then be administered or distributed as if each such beneficiary and his or her descendants had predeceased me. In addition, such beneficiary and his or her descendants shall be precluded from serving in any fiduciary capacity under this instrument or such other estate planning instruments. In the event that any beneficiary institutes or aids in any such action or proceeding and the court or administrative agency grants the relief sought by such beneficiary, in whole or in part, notwithstanding the provisions hereof then the entire cost of defending such action or proceeding, including by way of illustration and not limitation, any and all legal or other professional fees, expert witness fees, deposition expenses, court costs, discretionary or non-discretionary, and all other costs or expenses incurred by my estate in connection therewith, shall be charged to the share of my assets otherwise passing under this Will or my other estate planning instruments to such beneficiary or his or her descendants. The foregoing shall not impair or restrict the right of any beneficiary hereunder to seek judicial review of the administration of my estate or any trust created by me in accordance with the provisions of this Will or my other estate planning instruments or the performance or discharge of any fiduciary duties owed by any fiduciary appointed

thereunder, to seek an inventory or accounting from any such fiduciary or to contest the fees charged by such fiduciary for the performance of its duties.

This Will is written on Twenty (20) pages.

**IN WITNESS WHEREOF**, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 2nd day of Oct, 2016.

CHARLES O. MANN, JR.

The foregoing instrument was signed, published and declared by the said CHARLES O. MANN, JR., as and for his Last Will and Testament in the joint sight and presence of the undersigned, who, at his request and in his sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

residing at Brentwood, Tennessee

residing at

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

Affiants, being first duly sworn, make oath as follows:

On October 20, 2016, we subscribed our names as attesting witnesses to the Will of CHARLES O. MANN, JR., at his request and in his sight and presence and in the sight and presence of each other. Said Will was executed by the Testator in our presence. We considered him to be of sound mind at the time said Will was executed, and he was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

Witness

JOHN L. VAN CLEAVE
Witness's Name Typed or Printed

1208 BROOKVIEW Drive

Brentwood, Tennessee 37027
Address

Witness

ENOCH R. GEORGE
Witness's Name Typed or Printed

3209 Lewis Road

Santa Fe Tn. 38482
Address

20th Subscribed and sworn to me by JOHN L. VAN CLEAVE and ENOCH R. GEORGE on this day of October, 2016.

Notary Public

My Commission Expires:
Jan. 9, 2019

BRITTANY NELSON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires Jan 9, 2019

CERTIFIED A TRUE COPY
Larry Roe
CLERK & MASTER
Kelli Glenn
DEPUTY CLERK

# TRUE COPY CERTIFICATION

I, **KAY B. HOUSCH**, 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.

**Kay B. Housch**

STATE OF TENNESSEE )
COUNTY OF WILLIAMSON )

Personally appeared before me, **MARJORIE A. HAINES**, a notary public for this county and state, **KAY B. HOUSCH**, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Marjorie A. Haines, Notary Public
My commission expires 10/02/2022

