THIS AFFIDAVIT OF HEIRSHIP PREPARED BY:

PAUL C. HAYES, ESQ.
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Karen Johnson Davidson County
Batch# 369372 AFFIDAVITH
03/09/2020 11:50:30 AM 27 pgs
Fees: $137.00 Taxes: $0.00
20200309-0026219

AFFIDAVIT OF HEIRSHIP

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Pursuant to Tenn. Code Ann. Section 30-2-712, I, EDWARD W. GRAHAM, III, being duly sworn, hereby state as follows:

1. My full name is Edward W. Graham, III. I currently reside at 102 Haverford Drive, Nashville, Tennessee 37205.

2. My father, Edward W. Graham, Jr. (the "Decedent"), died on December 29, 2019, as a resident of Nashville, Davidson County, Tennessee, as evidenced by the Certificate of Death attached hereto as Exhibit A.

3. At the time of the Decedent's death, the Decedent owned the improved property described on Exhibit B (the "Property").

4. The Decedent died testate. The Decedent's last will and testament was admitted to probate as a muniment of title only in the Seventh Circuit Court for Davidson County, Tennessee, Probate Division, Case No. 20P-368 (the "Will"), a copy of which is attached as Exhibit C. The Decedent's son, Edward W. Graham, III, was nominated as the Executor under the Will.

5. This affidavit confirms that title to the Property vested in equal shares in the Decedent's children, Edward W. Graham, III, Arthur Cooney Graham, Betty Bledsoe Graham Whittemore, and John Richman Graham, immediately following the Decedent's death. The

Decedent's children, Edward W. Graham, III, Arthur Cooney Graham, Betty Bledsoe Graham Whittemore, and John Richman Graham, were the residuary beneficiaries under the provisions of the Will. The Decedent's real property passed as part of the residuary estate under the provisions of the Will. Pursuant to Tenn. Code Ann. § 31-2-103, fee simple title to the Property vested in Edward W. Graham, III, Arthur Cooney Graham, Betty Bledsoe Graham Whittemore, and John Richman Graham, as tenants in common, at the Decedent's death because the Will did not contain specific provisions directing the Property to be administered as part of the Decedent's probate estate.

FURTHER AFFIANT SAITH NOT.

Dated this the 6th day of March, 2020.

Edward W. Graham

EDWARD W. GRAHAM, III

Sworn to and subscribed before me on this
the 6th day of March, 2020.

Cindy Gaskins

Notary Public

My Commission Expires:

CINDY GASKINS
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires 05-02-2022

EXHIBIT A

Certificate of Death of Edward W. Graham, Jr.

(Attached)

STATE OF TENNESSEE
Office of Vital Records

TENNESSEE DEPARTMENT OF HEALTH
CERTIFICATE OF DEATH

STATE FILE NUMBER 2019 075357

1. Decedent's Legal Name: EDWARD WITT GRAHAM JR			2. Sex: MALE	3. Date of Death: 12/29/2019
4. Time of Death (Approx): 11:05 AM	5a. Age: 97	6. Date of Birth: 03/09/1922	7. Birthplace: NASHVILLE, TN	
8a. Place of Death: DECEDENT'S HOME				
8b. Facility Name: 4215 HARDING PIKE		8c. City or Town: NASHVILLE		8d. County of Death: DAVIDSON
9. Marital Status: WIDOWED	10. Surviving Spouse (name prior to first marriage)	11a. Decedent's Usual Occupation: EXECUTIVE		11b. Kind of Business/Industry: GENESCO
12. Social Security Number: 416-14-3133	13a. Residence-State or Foreign Country: TENNESSEE	13b. County: DAVIDSON		13c. City or Town: NASHVILLE
13d. Street and Number: 4215 HARDING PIKE		13e. Inside City Limits? YES	13f. Zip Code: 37205	14. Was Decedent ever in US Armed Forces? YES
15. Decedent's Education: BACHELOR'S DEGREE	16. Decedent of Hispanic Origin? NO, NOT SPANISH/HISPANIC/LATINO		17. Decedent's Race: WHITE	
18. Father's Name: EDWARD WITT GRAHAM SR		19. Mother's Name Prior to First Marriage: KATIE SHARPE		
20a. Informant's Name: EDWARD WITT GRAHAM III	20b. Relationship to Decedent: SON	20c. Mailing Address: 102 HAVERFORD AVENUE, NASHVILLE, TN 37205		
21a. Method of Disposition: CREMATION	21b. Place of Disposition: NASHVILLE CREMATION SERVICE		21c. Location: NASHVILLE, TN	
22a. Signature of Funeral Director: ▶ /e/ MARY ANN MORGAN	22b. License Number: 3839	22c. Signature of Embalmer: ▶		22d. License Number
23a. Name and Address of Funeral Home: MOUNT OLIVET FUNERAL HOME AND CEMETERY, 1101 LEBANON PIKE, NASHVILLE, TN 37210-3001				23b. License Number: 970
24. Registrar's Signature: ▶ /e/ EDWARD G BISHOP III		25. Date Filed: 01/20/2020		

26. Certifier

26a. ☒ PHYSICIAN – TO THE BEST OF MY KNOWLEDGE, DEATH OCCURRED AT THE DATE, TIME, AND PLACE, AND DUE TO THE CAUSE(S) AND MANNER STATED.

26b. ☐ MEDICAL EXAMINER – ON THE BASIS OF EXAMINATION, AND/OR INVESTIGATION, IN MY OPINION, DEATH OCCURRED AT THE DATE, TIME, AND PLACE, AND DUE TO THE CAUSE(S) AND MANNER STATED.

27a. Certifier: ▶ /e/ BENJAMIN DOUGLAS WOMACK	27b. License Number: 043262	27c. Date Signed: 01/20/2020

27d. Name and Address: BENJAMIN DOUGLAS WOMACK 1211 MEDICAL CENTER DRIVE, NASHVILLE, TN 37232

28. Part I. ENTER THE CHAIN OF EVENTS (DISEASES, INJURIES OR COMPLICATIONS) THAT DIRECTLY CAUSED THE DEATH. DO NOT ENTER TERMINAL EVENTS SUCH AS CARDIAC ARREST, RESPIRATORY ARREST, OR VENTRICULAR FIBRILLATION WITHOUT SHOWING THE ETIOLOGY. ENTER ONLY ONE CAUSE ON A LINE.

		Approximate Interval Onset to Death
IMMEDIATE CAUSE (Final disease or condition resulting in death)	a. CARDIOPULMONARY ARREST	SECONDS
Sequentially list conditions, if any, leading to the cause listed on line a. Enter the UNDERLYING CAUSE (disease or injury that initiated the events resulting in death) LAST	b. CONGESTIVE HEART FAILURE	YEARS
	c. AORTIC STENOSIS	YEARS
	d.	

Part II. OTHER SIGNIFICANT CONDITIONS CONTRIBUTING TO DEATH BUT NOT RESULTING IN THE UNDERLYING CAUSE GIVEN IN PART I

29a. Was an Autopsy Performed? NO

29b. Were Autopsy Findings Available to Complete the Cause of Death?

30. Manner of Death: NATURAL	31. Did Tobacco Use Contribute to Death? NO	32. If Female: N/A		
33. If Transportation Injury: Specify	34a. Date of Injury	34b. Time of Injury	34c. Injury at Work?	34d. Place of Injury
	34e. Describe How Injury Occurred			34f. Location of Injury

HT-1659 (Rev 8/2017) RDA 10112

11765052

I hereby certify the above to be a true and correct representation of the record or document on file in this department. This certified copy is valid only when printed on security paper showing the red embossed seal of the Tennessee Department of Health. Alteration or erasure voids this certification. Reproduction of this document is prohibited.

Tennessee Code Annotated 68-3-101 et seq., Vital Records Act of 1977

Edward G. Bishop III
State Registrar

Lisa Piercey, MD, MBA, FAAP
Commissioner

1 1 7 6 5 0 5 2

Date Issued: Jan-21-2020

SEAL OF THE STATE OF TENNESSEE XVI AGRICULTURE COMMERCE 7786

DEPARTMENT OF HEALTH XVI AGRICULTURE COMMERCE TENNESSEE

CERTIFICATION OF VITAL RECORD

202003090026219

EXHIBIT B

Property

4215 Harding Pike, Unit 506, Nashville, Davidson County, Tennessee
Parcel ID No. 103 160 B 05300 CO

Land in Davidson County, Tennessee, being Unit No. 506 on the Plan of Windsor Tower Condominium Apartments of record in Plat Book 5200, page 71, Register's Office for said County, to which plan reference is made for a more complete description, together with the appurtenant interest in the common elements of 4215 Harding Road Homeowners Association, a horizontal property regime established by Master Deed of record in Book 5313, page 338, amended in Book 8666, page 789, said Register's Office.

Being the same property conveyed to Edward W. Graham, and wife, Betty B. Graham, by deed dated November 28, 2007 from Carol Ann Thomason, unmarried, of record as Instrument No. 20071203-0139965, Register's Office for Davidson County, Tennessee. Betty B. Graham subsequently died on February 24, 2009. A copy of Betty B. Graham's death certificate is attached hereto as Exhibit C.

Also being the same property conveyed to Edward W. Graham, Jr., unmarried, by deed dated September 14, 2009 from Edward W. Graham for the purpose of clarifying the identity of the property owner, the legal name of Edward W. Graham being Edward W. Graham, Jr., of record as Instrument No. 20090915-0086203, Register's Office for Davidson County, Tennessee.

Edward W. Graham, Jr. subsequently died on December 29, 2019 and devised his entire interest in the property to his children, Edward W. Graham, III, Arthur Cooney Graham, Betty Bledsoe Graham Whittemore, and John Rickman Graham by Will recorded in the Seventh Circuit Court for Davidson County, Tennessee Clerk's Office (Probate Division) on March 5, 2020 under Docket No. _____.

This is improved property known as 4215 Harding Pike, Unit 506, Nashville, TN 37205.

EXHIBIT C

Muniment for Title – Order and Last Will and Testament of Edward W. Graham, Jr.

(Attached)

Copy

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IN THE SEVENTH CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE

PROBATE DIVISION

IN RE:	)	
	)	
MUNIMENT OF TITLE PROBATE ONLY OF THE WILL OF EDWARD W. GRAHAM, JR., DECEASED	)	**No.** 20P368
	)	
	)	

ORDER TO PROBATE AS MUNIMENT OF TITLE

This cause came on to be heard on the 5th day of March 2020, before Honorable Randy Kennedy, Judge, upon the Petition of Edward W. Graham, III that a paper writing purporting to be the last will and testament of Edward W. Graham, Jr., deceased, be admitted to probate only, as a muniment of title.

Whereupon, the Petitioner produced a paper writing purporting to be the last will and testament of Edward W. Graham, Jr., bearing a date of August 11, 2009, having the name Edward W. Graham, Jr. signed thereto as testator, subscribed by Mary Gregory and Paul C. Hayes as attesting witnesses, naming Edward W. Graham, III as personal representative, and waiving any bond of said Executor under Article I, page 1 of the last will and testament.

Based on the testimony of the subscribing witnesses, Mary Gregory and Paul C. Hayes, taken upon affidavit as authorized by and in accordance with Tenn. Code Ann. § 32-2-110, it appears that: each of the subscribing witnesses did subscribe his or her respective name as an attesting witness to the last will and testament; the last will and testament was written during the lifetime of the Decedent and published, signed, and subscribed by the Decedent in the presence of the attesting witnesses; the Decedent was then of sound mind; and, at the Decedent's request, the attesting witnesses signed the last will and testament in the Decedent's presence and in the presence of each other on August 11, 2009.

And, it further appearing that: said paper writing bears the true signature of Edward W. Graham, Jr.; that Edward W. Graham, Jr.'s usual place of domicile and residence at the time of Edward W. Graham,

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Jr.'s death was Nashville, Davidson County, Tennessee; and that Edward W. Graham, Jr. died in Davidson County, Tennessee, on December 29, 2019, at the age of ninety-seven (97) years.

And, it further appearing that the Decedent owned a parcel of real property in Davidson County, Tennessee, at his death.

And, it further appearing that the Decedent did not leave a probate estate to be administered and that no formal administration is required.

It is, therefore, **ORDERED, ADJUDGED AND DECREED** that said paper writing is the true, whole last will and testament of Edward W. Graham, Jr., deceased; that the same is hereby admitted to probate as such; and that the Clerk is directed to file and record the same, and that no formal administration is required.

ENTERED this 5th day of March, 2020.

HON. RANDY KENNEDY, JUDGE

APPROVED FOR ENTRY:

Paul C. Hayes

Paul C. Hayes, Attorney
Howard Mobley Hayes & Gontarek, PLLC
2319 Crestmoor Road
Nashville, Tennessee 37215
Office: (615) 627-4444
Facsimile: (615) 627-4448
Email: phayes@howardmobley.com
Tennessee Supreme Court Reg. No. 016465

Attorney for Petitioner

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20P368

FILED
MAR 05 2020

LAST WILL AND TESTAMENT

OF

EDWARD W. GRAHAM, JR.

THIS INSTRUMENT PREPARED BY:
WALLER LANSDEN DORTCH & DAVIS, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219-1760

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LAST WILL AND TESTAMENT

OF

EDWARD W. GRAHAM, JR.

FILED
MAR 05 2020
CLERK & MASTER
DAVIDSON COUNTY

I, EDWARD W. GRAHAM, JR., of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish, and declare this as my last will and testament (also referred to herein as my "Will"), hereby revoking all last wills and testaments and codicils heretofore made by me.

I am currently a widower and unmarried. The names of my living children are EDWARD W. GRAHAM, III, ARTHUR COONEY GRAHAM, BETTY BLEDSOE (BEBE) GRAHAM WHITTEMORE, and JOHN RICKMAN GRAHAM. All references to my children in this document are to these children.

ARTICLE I.
Appointment of Executor and Trustee

A. Appointment of Executor. I nominate and appoint the following individuals, successively in the order named, to serve as Executor of this my Will, without bond: my son, EDWARD W. GRAHAM, III; then my son, ARTHUR COONEY GRAHAM; then my daughter, BETTY BLEDSOE (BEBE) GRAHAM WHITTEMORE; and then my son, JOHN RICKMAN GRAHAM. Whenever the term "Executor" is used herein, it shall be deemed to apply to the party or parties acting as such, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

B. Appointment of Trustee. I nominate and appoint such one or more individuals or corporate fiduciary as shall be appointed by my Executor to serve as Trustee of any trust established under my Will, without bond. Whenever the term "Trustee" is used herein, it shall be deemed to apply to the party or parties acting as such, and any reference to such party or parties in one gender shall be deemed to mean the proper gender.

C. Waiver of Inventory and Accounting. I hereby expressly excuse my Executor from filing any inventory, interim accountings, and final accounting that might otherwise be required pursuant to applicable law, unless any beneficiary of my residuary estate specifically requests such reports.

D. Appointment of Ancillary Personal Representative. If the appointment of an Executor of my estate is necessary or desirable in any jurisdiction in which the Executor named herein is unable or unwilling to act, I appoint as my Executor in

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that jurisdiction such person or corporation as may be designated in an instrument signed by the Executor named herein, to serve without security or any bond, and to have all the powers with respect to my estate in that jurisdiction that my Executor named herein is given with respect to my domiciliary estate (including the power to sell real or personal property at public or private sale for any purpose), to be exercisable without the joinder of any beneficiary or the approval of any court.

ARTICLE II.
Payment of Debts and Taxes

I direct that all of my legally enforceable debts, funeral expenses, and expenses in connection with the administration of my estate shall be paid as soon as may be convenient after my death, except that, in the discretion of my Executor, any property that is encumbered by a debt secured by a mortgage may be paid off without right of contribution or retained in the discretion of my Executor with such property passing subject to such mortgage. I further direct that all transfer, estate, inheritance, and other death taxes that are payable because of my death, including any interest or penalties thereon, with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of that portion of my residuary estate that does not qualify for the charitable deduction under Code Section 2055, if any, or does not qualify for any other exclusion or deduction for federal estate tax purposes, as an expense of administration, without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property (except as otherwise specifically provided in this Article).

In addition, to the maximum extent permitted by law, my Executor shall seek reimbursement for, recovery of, or contribution toward the payment of estate taxes attributable (calculated on an incremental basis) to property over which I have a power of appointment or that is included in my gross estate under Code Sections 2035(a), 2036 through 2039, 2041, and 2042, if such taxes are not otherwise paid or payable.

I authorize (but do not require) my Executor, in its sole discretion, to use the proceeds of any life insurance payable to my estate or to my Executor for the payment of my debts or taxes of my estate.

ARTICLE III.
Disposition of Tangible Personal Property and Specific Bequests

A. Written Memorandum. I may leave one or more handwritten memoranda (dated and signed subsequent to the date of this Will) disposing of certain items of tangible personal property. Except as otherwise provided in any such memorandum, if an individual named therein does not survive me, then the

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bequest made in such memorandum to that individual shall lapse. In addition, such memorandum shall not operate to revoke this Will unless expressly stated therein. If such a memorandum is not located within ninety (90) days following my death, my Executor shall administer my estate under the rebuttable presumption that no such memorandum exists.

B. Bequest of Tangible Personal Property. Except as provided in paragraph A. of this Article, I give all furniture, household furnishings, automobiles, personal effects, and all other items of tangible personal property (except cash on hand or deposit) that I own at the time of my death to my children to be divided in substantially equal shares as to the value thereof, in such manner as shall be practicable as to the individual items thereof, and as my children shall agree. If a child of mine is deceased, his or her share shall be divided among and distributed to his or her then living descendants, *per stirpes*, or if the child has no then living descendants, then his or her share shall be equally divided among my remaining children as provided in the preceding sentence. If I have no then living descendants, this bequest shall lapse, and the property shall be administered as part of my residuary estate.

To the extent that the beneficiaries fail to agree as to the division of any one or more items of tangible personal property within a reasonable period of time after my death, or if one or more of the beneficiaries are disabled or minors, my Executor shall divide the property (or, in its sole and absolute discretion, sell the property and divide the proceeds therefrom) among the beneficiaries in the proportions set forth above. Any decision made by my Executor with respect to either the selection or sale of tangible personal property shall be final and binding on all beneficiaries. My Executor may distribute the share of any minor beneficiary to such beneficiary directly, or to the person who has custody of such beneficiary, with such person holding the beneficiary's share for the benefit of the beneficiary until the termination of the custody, at which time the property shall be distributed to the beneficiary.

If, in the discretion of my Executor, any of my tangible personal property is not suitable for immediate delivery, my Executor may retain such property in safekeeping for future delivery. My Executor shall pay all expenses associated with safeguarding, insuring, packing, shipping, storing, delivering, and distributing the tangible personal property to the beneficiary at his or her residence, and such expenses shall be deemed to be a proper part of the expenses of administering my estate.

ARTICLE IV.
Disposition of Residuary Estate

The remainder of all of my property, real, personal, and mixed, of whatever kind and character and wherever situated, including any property payable to my

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Executor or my estate as the result of my death (collectively my "residuary estate"), shall be divided into as many equal shares as shall be necessary to create one share for each of my then living children and one share for each of my deceased children with one or more then living descendants. Each share created for a deceased child of mine with then living descendants shall be divided among the deceased child's then living descendants, *per stirpes*. If I have no then living descendants, the Trustee shall distribute my residuary estate as provided in the Article titled *Ultimate Distribution*. Each share created for a beneficiary under this Article shall be distributed to such beneficiary, outright and free of trust, subject to the provisions of the Article titled *Underage and Disabled Beneficiaries*.

ARTICLE V.
Underage and Disabled Beneficiaries

Whenever any outright distribution of income or principal is required to be made to a beneficiary by a provision of this Will and the beneficiary is under the age of twenty-one (21) years, unless otherwise specifically provided herein, or when the beneficiary is disabled (as defined below), the Executor shall instead make such distribution to my Trustee (as to any property not already held in trust), or the Trustee shall retain such distribution (as to property already held in trust), as the case may be, in a separate trust, as follows:

A. Distributions of Trust Income and Principal. The Trustee may distribute to or apply for the benefit of the beneficiary as much of the net income and principal of the trust as the Trustee, in its sole and absolute discretion, deems advisable for the beneficiary's health, education, maintenance, and support. Any net income not distributed to the beneficiary shall be accumulated and added to principal at least annually.

B. Termination and Distribution. The Trustee shall distribute the trust property to the beneficiary, outright and free of trust, when the beneficiary attains the age of twenty-one (21) years, or, if later, when the beneficiary ceases to be disabled.

C. Distribution Upon the Beneficiary's Death. Unless sooner terminated, upon the death of the beneficiary, any property in the trust shall be distributed to the beneficiary's then living descendants, *per stirpes*. If the beneficiary is not survived by any of his or her descendants, the Trustee shall distribute the balance of the trust property to the beneficiary's estate.

ARTICLE VI.
Ultimate Distribution

If at any time there is no person or entity entitled to receive all or any part of my property, then such property shall be distributed, outright and free of trust, to

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those persons who would be my heirs, and in such proportions, as if I had died at such time, intestate, unmarried, and domiciled in Tennessee.

ARTICLE VII.
Resignation, Removal, and Appointment of Trustees

A. Resignation. Any Trustee shall have the right to resign as Trustee upon thirty (30) days prior written notice to the remaining Trustee or Trustees, if any, and to all of the beneficiaries of the eldest generation of beneficiaries then eligible to receive distributions of net income from any trust created under this Will. Such notice shall be given to the natural or legal guardian or conservator of any beneficiary who is under a legal disability. An individual serving as a Trustee of any trust established herein shall cease to serve as such Trustee whenever such individual is disabled.

B. Beneficiaries' Right to Remove Trustee. The beneficiaries of the eldest generation of my beneficiaries who are then eligible to receive distributions of net income from a trust established herein may, by majority vote, remove any Trustee of such trust at any time. The natural or legal guardian or conservator of any beneficiary who is a minor or under another legal disability shall exercise such right. Any such removal right shall be exercised by a writing delivered to the Trustee. A Trustee may be removed for any reason, without cause. Any Trustee who has been given notice of removal shall continue to serve as Trustee until a replacement Trustee has been appointed and agreed to serve, unless at the time of such removal there is an additional Trustee then serving.

C. Appointment of Successor Trustees.

1. Designation of Successor Trustee by Beneficiaries. The beneficiaries of the eldest generation of my beneficiaries who are then eligible to receive distributions of net income from a trust established herein may, by majority vote, appoint one or more individuals or a corporate fiduciary to serve as successor Trustee of any such trust. Any successor Trustee thus appointed shall be subject to the removal powers described above.

2. Power of Trustee to Designate Successor Trustee. Any individual Trustee may designate one or more individuals or a corporate fiduciary to serve as such Trustee's immediate successor in the event such Trustee ceases to serve as a Trustee, provided that (i) there is no successor who has been appointed in accordance with the provisions of this Will who is willing and able to serve as such, and (ii) the Trustee has not been removed as trustee. The Trustee may make this designation at any time (including by a valid last will and testament or Qualified Revocable Trust), and any such designation made by the Trustee may be changed from time to time and shall only become effective upon such Trustee ceasing to serve as a Trustee for any

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reason. Any such successor Trustee thus appointed shall be subject to the removal powers described above.

3. Designation of Successor Trustee if Vacancy. If there is at any time a vacancy in the office of Trustee and such vacancy is not filled pursuant to the above provisions, any beneficiary can petition a court of competent jurisdiction, *ex parte*, to designate one or more individuals or a corporate fiduciary to serve as successor Trustee. A vacancy shall not be deemed to exist so long as at least one Trustee is serving; provided, however, that a vacancy shall be deemed to exist in the office of Disinterested Trustee if there is no Disinterested Trustee serving at a time when certain powers are reserved to a Disinterested Trustee and the affected beneficiaries request the appointment of a Disinterested Trustee.

D. Corporate Fiduciaries. Any corporate fiduciary named pursuant to the provisions of this Will or appointed by a court of competent jurisdiction as a Trustee must be a bank or trust company situated in the United States having trust powers under applicable federal or state law. Such fiduciary shall be a Disinterested Trustee.

E. Powers and Liabilities of Successor Trustee. Any successor Trustee shall have all of the rights, powers, and privileges, including the right to serve without bond, and shall be subject to all of the obligations and duties, both discretionary and ministerial, as given to the original Trustee. Any successor Trustee shall be subject to any restrictions imposed on the original Trustee. No successor Trustee shall be required to examine the accounts, records, and acts of any previous Trustee. No successor Trustee shall in any way be responsible for any act or omission to act on the part of any previous Trustee.

ARTICLE VII.
Powers and Duties of Executor and Trustee

A. In General. In addition to all powers given under applicable law and those set forth below, both my Executor and Trustee shall have all of the powers enumerated in T.C.A §35-50-110 and the Tennessee Uniform Trust Code as they exist on the date of my death.

B. Executor's Authority to Make Tax Elections. My Executor may, in its sole discretion, exercise any available election concerning state and/or federal income, inheritance, estate, succession, gift, and/or generation-skipping transfer tax law, including but not limited to any election relating to the deduction and/or allocation of estate administration expenses with or without compensating adjustments between income and principal, allocation of available exemptions, and deferral of a tax liability. My Executor shall be indemnified and held harmless for

any claim in connection with the exercise of any available tax election pursuant to the provisions of this paragraph.

C. Funding of Bequests. Other than bequests of specifically identified property and/or tangible personal property under the Article titled *Distribution of Tangible Personal Property and Specific Bequests*, my Executor is authorized to satisfy any bequest made under my Will in cash or in kind, and if wholly or partly in kind, to select and distribute the specific asset or assets so selected. In determining the amounts to be allocated to each such bequest, each asset shall be valued at an amount equal to its final value as determined for tax purposes. In addition, the assets allocated to such bequests and among such bequests must be fairly representative of the appreciation and depreciation (from the value determined for transfer tax purposes) in the value of all property (including cash) available for allocation. Such bequests shall carry with them (as income and not as principal) their proportionate share of the income of my estate from the date of my death.

D. Power to Distribute Trust Property. My Executor shall have the power to distribute to the beneficiary of a trust under this Will any property or portion thereof or income therefrom given to the Trustee of such trust if, pursuant to the terms of such trust, the property or income therefrom would immediately be subject to final distribution directly to the beneficiary with no discretion in the Trustee to withhold it (because of age or disability). The receipt of the beneficiary shall discharge my Executor.

E. Distribution and Receipts. Whenever income and/or principal may be distributed to or for the benefit of a beneficiary, such distributions, unless specifically stated otherwise, may be made directly to such beneficiary or to others for the use or benefit of such beneficiary, as the Executor or Trustee, as the case may be, deems proper. The receipt of the distributee shall be a sufficient acquittance for the Trustee or Executor, but such receipt shall not be required. Further, such distributions may be made without the intervention of any guardian or the approval of any court.

F. Accounting and Notification to Trust Beneficiaries. The Trustee shall not be required to render an accounting to any court, however, the Trustee shall report, at least annually, all of the receipts, disbursements, and distributions occurring during the reporting period, along with a complete statement of the trust property, to the beneficiaries of the eldest generation of my beneficiaries then eligible to receive distributions of the net income from the various trusts created under this Will. If any beneficiary to whom an account is so rendered is under a legal disability, the Trustee shall render the account to the beneficiary's parent or other legal representative. Except as specifically set forth above, I direct the Trustee hereunder not to provide the notification otherwise required pursuant to T.C.A. §35-15-813(b), or any similar successor statute. The Trustee shall not be

required to respond to requests pursuant to T.C.A. §35-15-813(a) for information regarding the trusts from any beneficiary who is not a current recipient of the annual accounting.

G. Funeral, Cremation, and Burial Expenses. The Trustee may, in its sole discretion, pay the funeral, cremation, and burial expenses of an income beneficiary of any trust created under this Will. Funeral, cremation, and burial expenses shall include, but shall not be limited to, the cost of memorials of all types and memorial services of such kinds as the Trustee shall approve. Such payments, if any, shall be paid from the assets of the trust or trusts from which the beneficiary was eligible to receive income.

H. Early Termination of Trusts Based on Cost. If the Disinterested Trustee determines, in its sole and absolute discretion, that any trust created hereunder has become uneconomical to administer due to the cost of administration relative to the value of the trust property, the Disinterested Trustee may terminate such trust or trusts and distribute the trust property, including any accrued but undistributed net income, to the beneficiaries then entitled to receive discretionary payments of income of the trust, *per stirpes*.

I. Limitation on Trustee's Power to Discharge Trustee's Obligations. In no event shall the Trustee have the authority to exercise any power given to the Trustee to make discretionary distributions of either principal or income to satisfy any legal support obligation of the Trustee, other than distributions for the health, education, maintenance, and support of a Trustee who is also a beneficiary of a trust created hereunder.

J. Executor's and Trustee's Compensation. The Executor and Trustee shall be entitled to fair and reasonable compensation for the services they render as fiduciaries. The Executor and Trustee shall be reimbursed for the reasonable costs and expenses incurred in connection with their fiduciary duties under this Will and shall reasonably compensate those persons employed by them, including agents, auditors, accountants, and attorneys. No fiduciary serving as Trustee of a trust established herein shall be entitled to a termination fee in the event such fiduciary is removed or otherwise ceases to serve as Trustee. A corporate fiduciary's regular schedule of fees for administering a trust and/or an estate shall not be entitled to any presumption of reasonableness.

K. Distribution Powers. Wherever it shall become necessary to divide assets between the trusts herein created, or within any of the said trusts, or to distribute any of the assets, or to satisfy a pecuniary amount, such division or distribution shall be in any manner deemed proper by the Trustee and may be made in cash or in kind, or partly in cash and partly in kind. Also, the judgment of the Executor or Trustee on the relative values of such assets shall be binding and conclusive on all interested parties.

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L. Transactions with Other Trusts and Estates. The Executor and/or Trustee may enter into any transaction authorized by this Article with fiduciaries or other trusts or estates in which any beneficiary hereunder has an interest, even though such fiduciary is also an Executor and/or Trustee under my Will.

M. Discretionary Distributions. The Trustee, when exercising its discretion to make a distribution from any trust created under my Will, may take into consideration any income or other resources that are available outside of the trust to a beneficiary and of which the Trustee has actual knowledge.

N. Methods of Payment. Whenever the Executor or Trustee, as the case may be, desires to make a discretionary distribution of income or principal pursuant to the provisions of this Will to or for the benefit of a beneficiary who is under the age of twenty-one (21) years or disabled, such distribution may be made in any one or more of the following ways, without court supervision and without the necessity for posting a bond:

1. Directly to the beneficiary;

2. To persons, corporations, or other entities for the use and benefit of the beneficiary;

3. To an account in a commercial bank, brokerage, or savings institution in the name of the beneficiary, or in a form reserving the title, management, and custody of the account to a suitable person, corporation, or other entity for the use and benefit of the beneficiary;

4. In any prudent form of annuity purchased for the use and benefit of the beneficiary;

5. To any person or duly licensed financial institution, including the Executor or Trustee, as a custodian under the Uniform Transfers to Minors Act, or any similar act, of any state, or in any manner allowed by any state statute dealing with gifts or distributions to minors or other individuals under a legal disability;

6. To any guardian or conservator of the beneficiary; or

7. To invest in or contribute to a qualified Code Section 529 plan as an account owner on behalf of a beneficiary and exercise any options under such account consistent with the purposes set forth herein.

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ARTICLE VIII.
Miscellaneous

A. Definitions.

1. Code and T.C.A. Unless the context indicates otherwise, references to the "Code" shall mean the Internal Revenue Code of 1986, as amended (and any references to a section thereof shall include any successor, substituted, or amended section of the Internal Revenue Code), and shall also include the Treasury Regulations promulgated thereunder; provided, however, it shall not include any Treasury Regulation, or any portion thereof, that has been held invalid by a court having jurisdiction over federal tax matters. Unless otherwise indicated, any references to T.C.A. shall mean the Tennessee Code Annotated, as amended (and any references to a section thereof shall include any successor, substituted, or amended section of the Tennessee Code Annotated).

2. Disability of Beneficiary. Except as otherwise provided in this Will, any beneficiary shall be deemed "disabled" or under a "disability" for purposes of this Will, if, upon a good faith determination made by the Trustee, such individual lacks the physical or mental capacity, personal or emotional stability, or maturity of judgment needed to effectively manage his or her personal or financial affairs (whether because of injury, mental or medical condition, substance abuse or dependency, gambling addiction, or any other reason). Individuals under the age of majority shall be considered legally incapacitated and under a disability for purposes of this Will.

3. Disability of Individual Fiduciary. Except as otherwise provided in this Will, any individual fiduciary shall be considered disabled or incapacitated when at least two of his or her attending physicians certify in writing to any other fiduciary then serving under this Will (or, if none, then to the named successor trustee and, if none, then to the beneficiaries of the eldest generation then eligible to receive income from the trust) that his or her physical and/or mental state is so deteriorated that he or she is no longer able to attend to his or her own affairs without assistance. After a person is deemed to be disabled, he or she will continue to be so deemed until the Trustee then serving as successor to the disabled fiduciary receives a medical opinion letter written by at least one of his or her attending physicians stating that such person's physical and/or mental state is such that he or she is once again able and capable of attending to his or her own affairs without assistance.

By accepting appointment, each fiduciary hereby authorizes each physician who examines such person to determine his or her incapacity and to disclose such physician's diagnosis or opinion by writing to any third party

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including, but not limited to, a named successor trustee, a beneficiary, the attorney-in-fact of a beneficiary, and/or the personal representative of my estate. For purposes of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), pursuant to 45 CFR § 164.508, and solely for the purposes of making a determination of the individual fiduciary's disability and obtaining a written diagnosis or opinion of such disability by a physician, each individual fiduciary hereby authorizes any health care provider to disclose to a physician making the diagnosis any pertinent individually identifiable health information, including any protected health information which may be requested by such physician to determine whether such individual fiduciary by reason of illness or mental or physical disability is unable to give prompt and intelligent consideration to financial matters. The disclosure may be by mail, fax, electronic transmission, or verbally. This consent shall be valid during any interval an individual is serving in any capacity as a fiduciary under any trust created under this Will.

4. Disinterested Trustee. "Disinterested Trustee" means a Trustee who is neither (1) a person who is or in the future may be eligible to receive income or principal pursuant to the terms of the trust, even if the person's only interest is a remote contingent remainder interest; nor (2) related or subordinate to a beneficiary or the grantor within the meaning of Code Section 672(c).

5. Education. As used in this Will, "education" shall be construed liberally and shall include, but shall not necessarily be limited to, attendance at private pre-school institutions, private grade schools, private college preparatory institutions, undergraduate, as well as post-graduate institutions, institutions for children or adults subject to learning disabilities, vocational schools, and trade schools. Expenses incurred for "education" shall be deemed to include all costs charged by such schools or institutions, together with other expenses incident to obtaining such education. Further, whenever a child resides away from home in attendance at an educational institution, such expenses shall include reasonable charges for room and board, transportation expenses for a reasonable number of trips between home and the educational institution, and a reasonable monthly allowance for the child.

6. Final Value Determined for Tax Purposes. The phrase "final value determined for tax purposes" shall mean the final value determined for the applicable asset(s) for federal estate tax purposes, or if there was no federal estate tax return filed, then the final value determined for the applicable asset(s) for state estate and/or inheritance tax purposes.

7. Issue; Child; Children; Descendants. The terms "issue," "child," "children," and "descendants" shall include persons adopted before attaining

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the age of eighteen (18) years, unless the beneficiary who adopted the person specifically states in his or her will that such adopted child shall not be included within the meaning of said terms for purposes of this Will. Provided, however, if a beneficiary adopts the child of his or her spouse, such terms shall not include such adopted child unless the beneficiary is married to such spouse at the time of the determination or was married at the time of the earliest to occur of such beneficiary's death or the death of such spouse. The terms "parents" and "ancestors" with respect to adopted persons shall refer to the adoptive parents and their ancestors. 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.

8. "*Per stirpes*" Distributions. Whenever a distribution is directed to be made to the descendants of a deceased person, "*per stirpes*," the amount to be distributed shall be divided into a sufficient number of equal shares to create one share for each child of the deceased person who is then living, and one share for each deceased child of the deceased person who left descendants who are then living (with the share created for the deceased child to again be divided among his or her descendants in like manner).

9. Qualified Revocable Trust. For purposes of this Will, a Qualified Revocable Trust shall be a qualified revocable trust as defined in Code Section 645.

B. Submission to Substance Abuse Testing. At any time and from time to time, the Trustee may require any beneficiary of a trust created under my last will and testament to submit to a drug test or any other diagnostic tool selected by the Trustee to assist the Trustee in determining whether the beneficiary has engaged in the use of addictive drugs (whether obtained by prescription or illegally) or is suffering from active alcoholism. Refusal by such beneficiary to submit to such test shall automatically terminate all distributions (including distributions of principal) to such beneficiary until the beneficiary submits to the test and is determined to not be engaged in the use of addictive drugs or suffering from active alcoholism. If any such test does reveal that the beneficiary has used such drugs or could be suffering from active alcoholism, the Trustee may refrain from making any distributions (including distributions of principal) to the beneficiary otherwise provided under a trust created under this last will and testament, until the Trustee is convinced that such drug use has been terminated and is not likely to reoccur or the alcoholism is in "remission" and is not likely to reoccur. At such time, the Trustee may recommence distributions to such beneficiary for so long as such beneficiary is

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determined by the Trustee, whether by testing or otherwise, to be free from the use of addictive drugs or suffering from active alcoholism. During any period that distributions have ceased because of the use of addictive drugs or active alcoholism, the Trustee may expend such amounts as it deems appropriate from the beneficiary's share to a health care provider for counseling and for drug and/or alcohol treatment of the beneficiary.

C. Disclaimer and Renunciation by Beneficiary. The following provisions notify the beneficiaries under this Will of their right to disclaim any benefit, right, or power created hereunder. For the purposes of this paragraph only, the term beneficiary includes those individuals holding powers under this Will in a non-fiduciary capacity.

1. Qualified Disclaimers. If any beneficiary is entitled to a benefit (including a power) under this Will, such beneficiary or a representative of an incapacitated or minor beneficiary or such beneficiary's personal representative, if such beneficiary is deceased, may disclaim all or any part of that benefit. In addition to any other method of disclaimer or release recognized by law, the beneficiary or his or her representative may disclaim or release any interest under this Will by delivering to the Trustee a notarized instrument to that effect. Disclaimed or released benefits shall pass in the same manner as if such beneficiary had predeceased the vesting of such benefit.

2. Renunciation. If any beneficiary of a trust created under this Will has any right or power with respect to the trust, exercisable in either a fiduciary or non-fiduciary capacity and either alone or in conjunction with any other person, including but not limited to the right to appoint and remove a Trustee, a power of appointment with respect to property of the trust, or a right of reversion, said beneficiary may renounce all or any part of the right or power, even though the renunciation may fail to qualify as a valid disclaimer under applicable state law. Any beneficiary may designate the renunciation as irrevocable, may designate a specific time period in which the renunciation shall be effective, or may designate an event upon the occurrence of which the renunciation shall become null and void. Any renunciation shall become effective by delivering to the Trustee a notarized instrument to that effect. Upon receipt by the Trustee, the renunciation shall be valid and binding even though it may fail to qualify as a valid disclaimer or release under applicable state law. The right or power renounced shall be exercisable by the person(s), if any, who could have exercised the power had the renouncing beneficiary died. At such time as a renunciation is no longer in effect, the right or power previously renounced shall be exercisable by the person(s), if any, who could have exercised the power had the renunciation never been made. In addition, if, in the discretion of the Trustee, any individual may receive a distribution or other benefit from this trust, then

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such individual may exclude himself or herself from the class of permissible beneficiaries of such distribution or benefit in the same manner as provided above.

D. Gender; Number. Words of any gender, including pronouns, shall be deemed to include the other gender, as appropriate, and the references to the singular shall include the plural, and vice versa, unless the context indicates such a reading would be inappropriate.

E. Maintaining Property in Trust. If, on the termination of any separate trust created under this Will, a final distribution is to be made to a beneficiary of a different trust created under this Will that has not terminated at such time, such distributions shall be added to such trust rather than being distributed outright to such beneficiary.

F. Protective Clause. Except as otherwise provided herein, no power of appointment shall be subject to involuntary exercise and neither the principal of any trust created hereunder nor the income therefrom while in the hands of the Trustee shall be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber the same, or any part thereof, nor anticipate the same, by assignment or otherwise. Any such attempted sale, assignment, alienation, pledge, or attachment of the principal or income held in any trust hereunder shall be null and void and shall not be recognized under any circumstances by the Trustee. In the event of any attempted sale, assignment, alienation, pledge, attachment, execution, or claim resulting from an act of a beneficiary or beneficiaries, voluntarily, involuntarily, by operation of law, by bankruptcy, or otherwise with respect to the principal or income of any trust created hereunder, the Trustee is authorized to withhold from such beneficiary or beneficiaries all or part of any distribution otherwise payable thereunder to such beneficiary or beneficiaries until such attempted anticipation, voluntary or involuntary transfer, or lien is completely removed, during which time the Trustee may apply such distribution, or any part thereof, for the use and benefit of such beneficiary or beneficiaries in such amount or amounts and in such manner as the Trustee, in its sole discretion, may determine is necessary for such beneficiary's health, education, maintenance, and support, taking into consideration all financial resources of which the Trustee has actual knowledge. This spendthrift provision is material to the purposes for which I have created each trust hereunder.

G. Rule Against Perpetuities. The principal and undistributed income of each trust created hereunder shall vest in the then beneficiaries of the trust on the latest date required by applicable law so as not to violate the Rule Against Perpetuities, if applicable. At that time, the property held in trust shall be discharged of any further trust and shall immediately vest in and be distributed to the then mandatory income beneficiaries of the trust, *per stirpes*; or if there are no

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living mandatory income beneficiaries, then to the beneficiaries then entitled to receive discretionary payments of income of the trust, *per stirpes*. The provisions of this paragraph are material to the purposes for which I have created the various trusts under my Will.

H. *Situs* (Legal Location) of Trusts. The *situs* of any trust created under this Will may be changed by the person(s) holding the power to remove Trustee(s) under the Article titled *Resignation, Removal and Appointment of Trustees* through agreement and representation, if any, as required thereunder to remove a trustee. If such consent is obtained, such persons shall notify the Trustee in writing of such change of trust *situs* and shall, if necessary, designate a successor Trustee in the new *situs*. This notice shall constitute removal of the current Trustee if appropriate, and any successor Trustee shall assume its duties as provided under this Will. A change in *situs* under this paragraph shall be final and binding and shall not be subject to judicial review. If the addition of a Trustee in the new *situs* requires the removal of one but not all current Trustees, the Trustee to be removed shall be determined by the person(s) (in the same manner of agreement and representation) who may change the *situs* of any trust under this paragraph.

I. Fiduciary Liability. T.C.A. §35-3-117(i) shall not apply to any corporate fiduciary serving as trustee hereunder.

J. State Law. The validity of this Will and the trusts created hereunder shall be determined by reference to the laws of the State of Tennessee. Questions with regard to the construction and administration of the various trusts contained hereunder shall be determined by reference to the laws of the state in which the trust *situs* is then currently located.

K. Survivorship Presumptions. A beneficiary shall be deemed to have survived another individual only if such beneficiary survives the individual by at least ninety (90) days. A beneficiary shall be deemed to be "then living" at the death of another individual only if such beneficiary survives the individual by at least ninety (90) days.

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IN WITNESS WHEREOF, I have hereunto set my hand to this my Will, this the 11th day of August, 2009.

Edward W Graham Jr
EDWARD W. GRAHAM, JR.

The foregoing last will and testament was, on the day and year written above, published and declared by EDWARD W. GRAHAM, JR. in our presence to be his last will and testament. We, in his presence and at his request, and in the presence of each other, have attested the same and have signed our names as attesting witnesses.

WITNESSES:

Paul C. Hayes ADDRESS: 511 Union St., Ste 2700
Nashville, TN 37219

Mary Gregory ADDRESS: 114 St. Mary's Ct.
Smyrna, TN 37167

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STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

We, the witnesses, whose names are signed to the foregoing last will and testament and printed below, having been sworn, declared to the undersigned officer that EDWARD W. GRAHAM, JR., in the presence of both witnesses, signed the instrument declaring it to be his last will and testament, and that each of the witnesses, in the presence of EDWARD W. GRAHAM, JR. and in the presence of each other, signed the last will and testament as a witness.

We declare that at the time of our attestation of this Will, EDWARD W. GRAHAM, JR. was, according to our best knowledge and belief, over the age of eighteen, under no undue duress or constraint, of sound and disposing mind, memory and understanding, and in all respects competent to make a last will and testament.

Mary Gregory
WITNESS

Mary Gregory
(Printed name)

Paul C. Hayes
WITNESS

Paul C. Hayes
(Printed name)

SWORN TO AND SUBSCRIBED before me, on this the 11th day of August, 2009.

NOTARY PUBLIC
My Commission Expires: 4/23/2013

LETA J. MEEK
STATE OF TENNESSEE
NOTARY PUBLIC
DICKSON COUNTY, TENN.
My Commission Expires APR 23, 2013

THIS INSTRUMENT PREPARED BY:
WALLER LANSDEN DORTCH & DAVIS, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219-1760

CERTIFICATE OF AUTHENTICITY

I, Paul C. Hayes, 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.

Paul C. Hayes

Paul C. Hayes

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Lisa D. Hill, a notary public for this county and state, Paul C. Hayes, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Lisa D. Hill

Notary Public

My Commission Expires: 5-3-2021

Notary's Seal (if on paper)

