Karen Johnson Davidson County
Batch# 645573 DEEDQC
05/28/2021 09:57:30 AM 27 pgs
Fees: $137.00 Taxes: $0.00
20210528-0072288

THIS INSTRUMENT PREPARED BY:

JEFFREY MOBLEY
Howard Mobley Hayes & Gontarek, PLLC
2319 Crestmoor Road
Nashville, Tennessee 37215
(615) 627-4444

STATE OF TENNESSEE)
COUNTY OF Davidson)

The actual consideration for this transfer is $NONE.

AFFIANT

Subscribed and sworn to before me this 26TH day of May, 2021.

Notary Public

My Commission Expires:

HUNTER R. MOBLEY NOTARY PUBLIC STATE OF TENNESSEE DAVIDSON COUNTY My Commission Expires 10-02-2023

This transfer is exempt from real estate transfer tax pursuant to T.C.A. § 67-4-409(a)(3)(D).

Address of New Owners:	Send Tax Bills To:	Tax Map and Parcel No.:
James C. Coogan, et al. 5669 Cloverland Drive Brentwood, Tennessee 37027	-SAME-	171 00 0 056.00

EXECUTORS' QUITCLAIM DEED

KNOW ALL PERSONS by these presents that **James C. Coogan and Elizabeth C. Leonard, Executors of the Estate of Mary Keogh Coogan, deceased** (the "decedent"), for and in consideration of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, and in connection with the vesting of title to the real estate passing under the decedent's Will that was duly admitted to probate as a muniment of title in the Seventh Circuit Court for Davidson County, Tennessee (Probate Division), on MAY 21, 2021, under Docket No. 16P-1909, hereby release, remise and quitclaim unto **James C. Coogan, Elizabeth C. Leonard and Daniel B. Coogan**, as

equal tenants in common, all of the right, title and interest of the decedent and the decedent's estate in and to a certain tract or parcel of land in Davidson County, Tennessee, being more particularly described on Exhibit A attached hereto and incorporated herein by reference.

Said property is quitclaimed subject to such limitations, restrictions and encumbrances as may affect the premises.

A certified copy of the Order admitting the Will to probate as a muniment of title in Davidson County, Tennessee, and a certified copy of the Will as probated, are both attached to this deed.

WITNESS our hands this 26TH day of May, 2021.

ESTATE OF MARY KEOGH COOGAN

By: _____
James C. Coogan, Executor

By: _____
Elizabeth C. Leonard, Executor

STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, James C. Coogan and Elizabeth C. Leonard, Executors of the Estate of Mary Keogh Coogan, with whom I am personally acquainted, and who acknowledged that such persons executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 26TH day of MAY, 2021.

My Commission Expires: _____

HUNTER R. MOBLEY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires 10-02-2023

_____
Notary Public

EXHIBIT A

Legal Description

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Re-Subdivision of Lots Nos. 18 and 19 Brentwood Gardens, of record in Book 4660, page 79, Register's Office for said County.

Being part of the same property conveyed to Eugene F. Coogan and wife, Mary K. Coogan, by deed from James A. Ford and wife, Zoraida V. Ford, of record in Book 4948, page 664, Register's Office for Davidson County, Tennessee.

Mary Keogh Coogan and Mary K. Coogan are one and the same person.

Eugene F. Coogan died on August 23, 2016. Mary K. Coogan subsequently died on September 11, 2016, and devised her entire interest in the subject property to James C. Coogan, Elizabeth C. Leonard and Daniel B. Coogan, as tenants in common with rights of survivorship, in accordance with her Will duly probated by the Seventh Circuit Court of Davidson County, Tennessee (Probate Division), and recorded in the Probate Court Clerk's Office for Davidson County, Tennessee, on May 21, 2021 under Docket No. 16P-1909.

This conveyance is subject to subsequent years' State and County taxes, which have been assumed by the Grantees; and the plan of record in Book 4660, page 79, Register's Office for Davidson County, Tennessee.

This is improved property known as 5669 Cloverland Drive, Brentwood, Tennessee 37027.

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the FINAL ORDER heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 21 day of MAY, 2021, in Docket Number 16P1909, IN RE: COOGAN, MARY K., as same remains of record in the Minutes of said Court. IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 21 day of MAY in the year 2021 and in the 244 year of American Independence.

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

IN THE SEVENTH CIRCUIT COURT FOR THE TWENTIETH JUDICIAL DISTRICT
STATE OF TENNESSEE / METROPOLITAN NASHVILLE - DAVIDSON COUNTY
(PROBATE DIVISION)

IN RE:
ESTATE OF
MARY K. COOGAN

Docket No: 16P1909
NOTICE OF ENTRY REQUESTED

ORDER PROBATING LAST WILL AND TESTAMENT FOR MUNIMENT OF TITLE ONLY

A petition to probate a document, alleged to be Last Will and Testament of the decedent, Mary K. Coogan, for muniment of title only was filed by James C. Coogan And Elizabeth C. Leonard, represented by attorney Jeffrey Mobley. Due to Tennessee Supreme Court order number ADM2020-00428 (re-issued on January 15, 2021, and again on February 12, 2021) banning in-court proceedings through mid-March and encouraging remote hearings thereafter, this case was set for review on April 28, 2021, without a hearing by Special Master Scott Pilkinton, acting under the authority of T.C.A. § 17-2-123(a).

The Court finds that Mary K. Coogan died on September 11, 2016 at the age of eighty-four. The decedent was domiciled in Tennessee and resided in Davidson County, giving this Court jurisdiction and venue to review this case.

The Petitioners have presented to the Court documents purported together to be the Last Will and Testament of the decedent, a witnessed will dated June 9, 1998, and a witnessed codicil dated June 8, 2006. The Court finds both were properly executed by the decedent and witnessed by at least two witnesses pursuant to T.C.A. § 32-1-104, and are properly proven by at least one witness by affidavit as allowed by T.C.A. § 32-2-110.

It is therefore **ORDERED, ADJUDGED,** and **DECREED** the Last Will and Testament of Mary K. Coogan, dated June 9, 1998, and the codicil dated June 8, 2006, are duly proven and hereby admitted for the limited purpose of establishing muniment of title only under T.C.A. § 32-2-111. Any real property or titled personal property owned by the decedent is vested in the appropriate beneficiaries of this will as stated therein, pursuant to and subject to T.C.A. § 31-2-103. A certified copy of this will and order shall be recorded in the office of the Register of Deeds in the county where the real property is located to establish muniment of title.

4/13

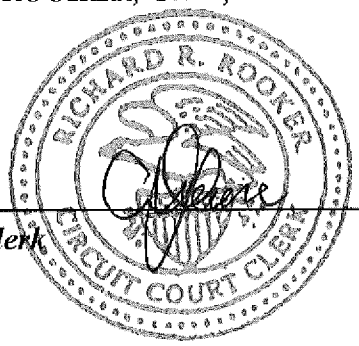
Special Master Scott Pilkinton

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 21 day of MAY, 2021, in Docket Number 16P1909, IN RE: COOGAN, MARY K., as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 21 day of MAY in the year 2021 and in the 244 year of American Independence.

RICHARD R. ROOKER, Clerk,



By: _____
Deputy Clerk

[SEAL]

FILED

MAY 21 2021

RICHARD ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

OF

MARY KEOGH COOGAN

+ Codicil

This Instrument Prepared By
Linda R. Koon
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, Tennessee 37219
615-742-4200

LAST WILL AND TESTAMENT

OF

MARY KEOGH COOGAN

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

I am married to Eugene F. Coogan referred to hereafter as my "husband," and have three children, James C. Coogan, Elizabeth M. Coogan and Daniel B. Coogan.

ARTICLE I.

APPOINTMENT OF FIDUCIARIES

1. Executor. I appoint my husband, Eugene F. Coogan, to be the Executor of this my Last Will and Testament, and direct that no bond shall be required of my Executor in any jurisdiction. If my husband shall be unwilling or unable to serve for any reason, then in such event I appoint my son, James C. Coogan and daughter, Elizabeth M. Coogan, to serve as alternate Co-Executors of this Will, without bond. If either my son or my daughter shall be unable or unwilling to serve, then the other may serve as alternate sole Executor, without bond.

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

2. Trustee. I appoint First American National Bank as Trustee of any trust created hereunder, and direct that no bond shall be required of my Trustee in any jurisdiction.

ARTICLE II.

DISPOSITION OF ESTATE

1. Property Insurance Policies. Any insurance policies which provide indemnity for the loss of any of my personal or real property by fire, windstorm, or other casualty (including any claim

M. K. C.

for such loss of any such property which I might have at the time of my death against any insurance company) I give and bequeath respectively to those persons or corporations, as the case may be, who shall become owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

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

I give and bequeath all of my personal and household effects that are not specifically bequeathed pursuant to the aforesaid separate writing, including all jewelry and other articles of personal use, automobiles and their accessories, and any and all interests that I may have in furniture, furnishings, art, and household goods and equipment, together with any insurance policies thereon, to my husband. If my husband does not survive me, then the aforesaid property shall be distributed to my children, to be divided among them as they shall agree, or if they shall fail to agree upon the division within six (6) months from the date of my death, then the property shall be divided among them by the Executor, in the Executor's sole and absolute discretion, in as nearly equal portions as may be practicable, having due regard for the personal preferences of my children.

Any articles of property selected by or for my children shall be delivered in kind to such children, or preserved and stored for them at the expense of my estate, as my Executor may determine advisable. The reasonable cost of packing, shipping and storing such personal property shall be charged against my estate as an expense of administration. Any articles not so selected may be sold either publicly or privately, or otherwise disposed of, as my Executor may elect, in the Executor's sole discretion, and any proceeds shall be added to my residuary estate.

M. K. C.

3. Residuary Estate to Husband if Husband Survives. In the event my husband survives me, I give, devise and bequeath the entire residue of my estate, including property of every kind which I may own or have an interest in at my death, real, personal, or mixed and wherever situated, to my husband, Eugene F. Coogan, outright and free of trust.

4. Alternate Disposition of Residuary Estate if Husband Does Not Survive. If my husband does not survive me, my Executor shall distribute the entire residue of my estate as follows:

(a) If my granddaughter, Amber Elizabeth Coogan, is living at the time of my death, my Executor shall first distribute One Hundred Thousand Dollars ($100,000) to my Trustee, to be held, administered and distributed to or for benefit of my granddaughter under the provisions of Article III of this Will. This trust shall be referred to as the "Amber Coogan Trust." If my granddaughter is not then living, this bequest shall lapse and pass as part of my residuary estate in paragraph (b) below.

(b) My Executor shall divide the entire residue of my estate remaining after the distribution described in paragraph (a) above into as many separate and equal shares as I have children then living and deceased children with issue then living. The Executor shall then distribute one share outright to each of my children then living. The share of any deceased child shall be distributed *per stirpes* to the issue of such deceased child, provided that the share of any beneficiary who is then under twenty-five (25) years of age shall be held in trust by my Trustee as provided in a separate Article of this Will. If Amber is to receive any distribution by reason of the death of her father prior to my death, then her share shall be added to the Amber Coogan Trust to be held, administered and distributed as provided in Article III.

ARTICLE III.

PROVISIONS FOR AMBER COOGAN TRUST

1. Purposes of Trust. My purposes in establishing this trust are to ensure that my granddaughter shall be able to maintain the approximate standard of living maintained during my lifetime; that she be provided with as fine an education as her efforts and abilities warrant; and that additional funds be available to her to make her life more comfortable and financially more secure.

M. K. C.

2. Administration of Trust. My Trustee shall hold, administer and distribute the amounts allocated to the Amber Coogan Trust as follows:

(a) Before my granddaughter attains the age of twenty-one (21), the Trustee shall be authorized to distribute all or any part of the income or principal of the trust to or for the benefit of my granddaughter in such amounts as the Trustee may, in the Trustee's sole discretion, deem necessary or desirable to provide for her health, education, maintenance and support. Any undistributed income shall be accumulated and added to principal annually.

(b) If and when my granddaughter is twenty-one (21) years of age, the Trustee shall pay out to her all of the net income of the trust, in quarterly or more frequent installments.

(c) When my granddaughter attains twenty-five (25) years of age, the Trustee shall distribute to her one-half (1/2) of the property in the trust. When my granddaughter attains thirty (30) years of age, the Trustee shall distribute to her all of the property then remaining in the trust and the trust shall terminate. To the extent that my granddaughter has attained any age specified herein before the time at which the Amber Coogan Trust is established, the Trustee shall distribute the appropriate portion of the trust to my granddaughter outright and free of trust at the time the trust is established.

(d) The Trustee shall be authorized to distribute to or for the benefit of my granddaughter, before she becomes thirty (30) years of age, such amounts as the Trustee may deem desirable to enable my granddaughter to marry, purchase a home, enter into a trade, profession or business, or for similar purposes if the Trustee shall deem such distribution for the best interest of my granddaughter.

(e) Should my granddaughter die after this trust has been established but before she has become entitled to receive all of the trust property, then the remainder of the trust shall be distributed *per stirpes* among my children and the issue of any deceased children, provided the share of any beneficiary who is then under twenty-five (25) years of age shall be held in trust for such beneficiary by my Trustee as provided in a separate Article of this Will.

M. K. C.

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

ARTICLE IV.

TRUSTS FOR BENEFICIARIES UNDER TWENTY-FIVE (25) YEARS OF AGE

Whenever the Trustee is directed to hold any money or property under this Article for a beneficiary who is then under twenty-five (25) years of age, the Trustee shall hold such money or property in trust for that beneficiary until he or she becomes twenty-five (25) years of age and in the meantime use such part of the income and principal of the share of such person as the Trustee may deem necessary to provide for his or her health, education, maintenance and support. If such person should die before becoming twenty-five (25) years of age, the property held in trust shall be distributed *per stirpes* among his or her issue, if any, and if such person leaves no issue, his or her share shall be distributed among the other beneficiaries of my Will as if such person had not survived his or her parent's death, provided that this trust shall be subject to the provisions in a separate Article of this Will regarding the Rule Against Perpetuities.

ARTICLE V.

FAILURE OF BENEFICIARIES

If all of my named or described beneficiaries should predecease me, or if there should at any time be no beneficiaries named or described to take any interest in trust prior to the termination of any trust hereunder, then the property shall be divided into two equal shares. One such share shall be distributed among those persons who would have been entitled thereto under the laws of descent and distribution of the State of Tennessee if I had died intestate at such time owning such property in fee simple, and the other such share shall be distributed among the persons who would have been entitled thereto under the laws of descent and distribution of the State of Tennessee if my husband had died intestate at such time owning such property in fee simple. If any property is to be distributed to any person who is then under twenty-five (25) years of age, such property shall be

M. K. C.

delivered to my Trustee to be held in trust for such person as provided in a separate Article of this Will.

ARTICLE VI.

SUCCESSION, RESIGNATION OR REMOVAL OF TRUSTEE

1. Right of Removal. My son James C. Coogan, during his lifetime, and thereafter my granddaughter, with her legal guardian representing her if she is a minor, may remove any Trustee then acting as Trustee hereunder by notice to such Trustee. In the event of the removal of the Trustee, then the person then holding removal power may appoint a successor Trustee by written notice to the successor Trustee within 30 days after removal of the existing Trustee. If a successor Trustee is not appointed within thirty (30) days of removal, then the removed Trustee may apply to a court of competent jurisdiction for judicial settlement of accounts and appointment of a successor Trustee. Any minor beneficiary or other beneficiary under an incapacity shall be represented by his or her legal guardian in such proceeding.

2. Resignation of Trustee and Right of Appointment. Any Trustee serving hereunder may resign by giving thirty (30) days notice to the person then having the power of removal, who shall appoint a successor Trustee. In the event any person or persons designated to appoint a successor Trustee shall fail to appoint a successor Trustee within the time specified, then the Trustee may apply to a court of competent jurisdiction for leave to resign, for the appointment of a successor Trustee, and the judicial settlement of all accounts.

3. Successor Trustee. Any successor Trustee shall be a bank or trust company in the United States having trust assets under administration, in a fiduciary capacity, of One Hundred Million Dollars ($100,000,000) or more. Any notices hereunder shall be made by a written instrument, effective upon delivery. No successor Trustee shall be liable or responsible in any manner for any acts or defaults of any predecessor Trustee. A removed or resigning Trustee shall effect a transfer of assets within forty-five (45) days of such notice. Any Trustee appointed, by its acceptance of this Trust, shall be deemed to have agreed that, upon termination of the Trust or upon a change of Trustee, it will not impose a severance, succession or termination charge by reason of the discontinuance of its services as Trustee.

M. K. C.

ARTICLE VII.

DEBTS, ADMINISTRATION EXPENSES AND TAXES

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

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

2. Payment of Taxes. I direct that my Executor pay as an expense of administration all transfer, estate, inheritance, succession and other death taxes (but not including generation-skipping transfer taxes), together with any interest or penalty thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise (exclusive of any tax imposed as a result of Sections 2036, 2041 or 2044 of the Internal Revenue Code, or a corresponding provision of state law) out of my residuary estate. Any generation-skipping transfer tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law, and any tax attributable to property included in my estate under Sections 2036, 2041 or 2044 of the Internal Revenue Code shall be apportioned against and paid by the persons in possession thereof or benefitted thereby, in the manner provided by law.

M. K. C.

ARTICLE VIII.

POWERS AND DUTIES OF EXECUTOR AND TRUSTEE

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

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

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

M. K. C.

4. Power to Move Situs of Trust. If at any time it appears that it would be in the best interest of a beneficiary to have the situs of a trust established under this Will transferred to a different jurisdiction, I authorize that said transfer be made. I further direct that the guardians of the person of any minor beneficiary be authorized to instruct the Trustee to make application for removal to another jurisdiction on behalf of such beneficiary, pursuant to the procedure set forth in T.C.A. Section 34-11-117 et seq. (transfer of fiduciary relationship).

5. Administration of Trust by Executor. During the period of administration of my estate, my Executor shall be fully authorized and empowered to exercise all of the powers and duties of the Trustee; and I direct that my Executor shall do so in order that payments of income or principal for the benefit of the beneficiaries of my Will shall not be delayed pending the administration of my estate.

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

M. K. C.

an incapacitated beneficiary should die before attaining capacity, the balance of such property remaining at his or her death shall be distributed to his or her estate.

7. Administrative Powers and Duties.

(a) I relieve my Executor and Trustee from the duty to file any inventory or accountings with any court.

(b) My Executor, upon the request of one or more residuary beneficiaries of my estate, shall prepare an inventory of estate assets and an accounting of their disposition. My Trustee shall make reports from time to time, at least annually, to the beneficiaries of any trust created in this Will, showing in reasonable detail the assets of the trust estate which constitute principal, and the income therefrom, and amounts paid to or expended for each such beneficiary.

(c) My Trustee is authorized to commingle the corpus of any trust estates herein created with the corpus of any other trust established by me or my husband for any of our children or their issue solely for the purpose of convenience and economy with respect to administration and investment.

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

(e) My Trustee shall be entitled to receive annual fees for the Trustee's services and shall be authorized, in the Trustee's discretion, to employ accountants, attorneys, investment advisors, or other institutions or persons, to assist in the administration and

M. K. C.

investment decisions for any trust created in this Will, or to enter into a custodial arrangement with a bank or other financial institution of his choosing. The fees of the Trustee as well as any other person or institution employed by the Trustee in accordance with this paragraph may be paid from the income or principal of the trusts created hereunder, as the Trustee shall determine.

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

8. Tax Elections and Consents.

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

(b) I am cognizant of the fact that the provisions of the Internal Revenue Code (and other applicable laws) in force at the time of my death, and applicable to my estate, may permit my Executor to elect to claim certain administration and other expenses as deductions, either in the income tax returns of my estate or in the estate tax return. It is my desire that my Executor elect to claim from time to time such expenses as deductions on the particular tax returns which, in my Executor's opinion, should result in the smallest combined taxes being paid, irrespective of whether such expenses shall be payable from

M. K. C.

income or corpus; and my Executor is directed not to make adjustments between income or principal, or between property interests passing to beneficiaries under my Will which may be substantially affected as a result of any election under this Article. It is my wish that such property interests as may be determined as a result of my Executor's election under this Article shall be the interest such beneficiary shall receive. I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

(c) My Executor shall also be authorized, in my Executor's sole discretion and without court approval, to allocate any federal exemptions from the federal generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of this tax, regardless of whether such property is included in my probate estate, or to exclude any such property from such allocation. In this regard, I authorize, but do not direct, my fiduciaries to divide at any time any trust created under my Will into separate trusts, in order that the federal generation-skipping transfer tax inclusion ratio for each such trust shall be either zero or one.

9. Limitation on Individual Trustee. No individual Trustee shall have the right to participate in any decision regarding discretionary distributions of income or principal for his or her benefit, or for the benefit of any other individual to the extent that such discretionary distributions may directly or indirectly benefit the individual Trustee, the Trustee's creditors or estate, or the creditors of the Trustee's estate or to discharge any support or other legal obligation of the Trustee to the distributee.

10. Marital Deduction Not To Be Reduced by Fiduciary's Power. Any power granted to my fiduciaries shall be void to the extent that its existence or exercise shall cause my estate to lose all or any part of the tax benefit afforded by the marital deductions under Federal or state laws. In distributing assets to the beneficiaries hereunder, my fiduciaries are forbidden to use any basis for evaluation which, according to applicable laws and regulations, would adversely affect the marital deduction status of the bequest for my husband hereunder, anything to the contrary in this Will notwithstanding.

M. K. C.

ARTICLE IX.

MISCELLANEOUS PROVISIONS

1. References.

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

(b) Family. As used herein, the terms "child," "children" and "issue" are intended to include adopted persons.

(c) Construction. Throughout this Will, the singular number shall be deemed to include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. Paragraph headings are used for convenience only, and shall not be resorted to for interpretation of this Will. All references to the "Internal Revenue Code" shall mean the Federal Internal Revenue Code of 1986, as from time to time amended. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

2. Qualified Disclaimer. Any person entitled to receive property under the terms of my Will may disclaim all or any part of the property otherwise passing to him or her by complying with the statutory requirements of Section 2518 of the Internal Revenue Code, as amended, and the federal regulations thereunder, and Tennessee Code Annotated Section 31-1-103, as amended, or other applicable provisions of law. Unless otherwise provided herein, such disclaimed property shall be distributed pursuant to the terms of my Will as if the disclaiming person had predeceased me.

3. Interests of Beneficiaries Nonalienable. No disposition, charge, or encumbrance of either the income or principal of any trust created under this Will by the beneficiary thereof by way of anticipation shall be of any validity or legal effect or be in any way regarded by the Trustee, and such income or principal, or any part, shall not be subject to any claim of any creditor of any beneficiary. No part of either principal or income shall be subject to attachment, garnishment, execution, receivership or trustee's process; and in the event that any such process shall be served upon the Trustee with respect to the interest of a beneficiary, the right of that beneficiary to receive

M. K. C.

either income or principal shall terminate until such process shall be released and discharged. Provided, however, that the Trustee may make advances from either principal or income for the support, maintenance, health and education of such beneficiary as the Trustee, in the Trustee's sole discretion, may deem wise and proper under the circumstances.

4. Rule Against Perpetuities. No trust created hereunder shall remain unvested beyond twenty-one (21) years after the death of the last surviving child of mine or issue of a child of mine living at the date of my death. At such time, any trust created hereunder that is still in existence shall vest in the then income beneficiaries, irrespective of their ages, in the same proportion as they are then receiving or will become entitled to receive income when it is distributed. The share vested in a beneficiary pursuant to this subparagraph shall be distributed to him or her upon such beneficiary attaining the age set forth pursuant to the terms of such trust. Provided, however, if any beneficiary should die prior to receiving the principal vested in such beneficiary, then such principal shall be immediately distributed to such beneficiary's estate. It is my intent that all trusts established under this Will shall vest within the period permitted by the Tennessee Uniform Statutory Rule Against Perpetuities, and the provisions of this Will shall be construed and interpreted accordingly.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of fourteen (14) pages, and on each page I have affixed my initials or my signature for better identification, this 9th day of June, 1998.

Mary Keogh Coogan

Mary Keogh Coogan

The foregoing instrument was signed, sealed, published and declared by Mary Keogh Coogan (the "Testator"), to be the Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the request and in the presence of the Testator, and in the presence of each other, having hereunto subscribed our names as witnesses this 9th day of June, 1998.

WITNESS:

Linda R. Koon

ADDRESS:

2803 Wimbledon Rd.
Nashville, TN 37215

Philip F. Cimer

152 Kenner Ave
Nashville, TN 37205

202105280072288

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

On this day Linda R. Koon and Phillip F. Cramer personally appeared before me, the undersigned Notary Public, and after being duly sworn according to law, depose and say:

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

2. That they witnessed the execution of the Last Will and Testament of Mary Keogh Coogan (the "Testator"), dated June 9, 1998, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

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

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

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

Linda R. Koon

Phillip F. Cramer

Subscribed and sworn to before me, this 9th day of June, 1998.

Sarah Gwaltney
NOTARY PUBLIC

My Commission Expires:
9-26-98

FIRST CODICIL

TO THE LAST WILL AND TESTAMENT

OF

MARY KEOGH COOGAN

This Instrument Prepared By
Linda R. Koon
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, TN 37219
615-742-4200

FIRST CODICIL

TO THE LAST WILL AND TESTAMENT

OF

MARY KEOGH COOGAN

I, Mary Keogh Coogan a resident of Brentwood, Davidson County, Tennessee do make, publish and declare this to be the First Codicil to my Last Will and Testament heretofore executed by me on June 9, 1998.

ARTICLE I.

I hereby delete Paragraph 4 of Article II in its entirety and substitute the following in its place:

> 4. Alternate Disposition of Residuary Estate if Husband Does Not Survive. If my husband does not survive me, my Executor shall divide all of the rest, residue and remainder of my property of every kind and description, and wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have power of disposition or appointment) into as many separate and equal shares as I have children then living and deceased children with issue then living. One share shall be distributed to each of my children then living. The share of any deceased child shall be distributed *per stirpes* to the issue of such deceased child, provided that the share of any beneficiary who is then under twenty-five (25) years of age shall be held in trust by my Trustee as provided in Article IV of this Will.

ARTICLE II.

I hereby republish and reaffirm my Last Will and Testament as herein modified, amended and supplemented by this First Codicil as if the same were set out here in full and do incorporate the same by these references thereto, and do hereby republish and declare my Last Will and Testament as amended, modified and supplemented as my Last Will and Testament.

IN WITNESS WHEREOF, I have set my hand and seal to this, the First Codicil to my Last Will and Testament, this 8th day of June, 2006.

Mary Keogh Coogan

M. K. C.

202105280072288

The foregoing instrument was signed, sealed, published and declared by Mary Keogh Coogan, the Testator, to be the First Codicil to Testator's Last Will and Testament, in the presence of all of us at one and the same time, and we, at the Testator's request and in the Testator's presence and in the presence of each other, have hereunto subscribed our names as witnesses this 8th day of June, 2006.

WITNESS:

Linda K. Koon

Kevin C. Engelman

ADDRESS:

2803 Wimbledon Rd
Nashville, TN 37215

110 Cedar Forest Dr.
Smyrna, TN 37167

M. K. C.

202105280072288

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, LINDA R. KOON and Kim C. Engelman, who, after being duly sworn according to law, depose and say:

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

2. That they witnessed the execution of the First Codicil to the Last Will and Testament of Mary Keogh Coogan, dated June 8, 2006, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

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

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

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

Linda R. Koon
Witness

Kim C. Engelman
Witness

Subscribed and sworn to before me this 8th day of June, 2006.

Pauline Emery
NOTARY PUBLIC

My Commission Expires:

PAULINE EMERY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY TENNESSEE

NOTARY PUBLIC
AT LARGE
Pauline Emery
My Commission Expires
November 24, 2007
STATE OF TENNESSEE

352373.01 4140-0001

CERTIFICATE OF AUTHENTICITY

I, Jeffrey Mobley, 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.

Jeffrey Mobley

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Julia C. Hunt, a notary public for this county and state, Jeffrey Mobley, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary Public

My Commission Expires:

Notary's Seal (if on paper)

