Karen Johnson Davidson County
Batch# 784398 WILL
01/04/2022 02:13:32 PM 11 pgs
Fees: $57.00 Taxes: $0.00
20220104-0001309

LAST WILL AND TESTAMENT

OF

MELISSA ANN WALL

I, Melissa Ann Wall, a resident of and being domiciled in Sumner County, Tennessee, and being of sound mind and disposing memory, do hereby make, declare, and publish this to be my Last Will and Testament and I do hereby revoke all Wills and Codicils made by me at any time heretofore.

ARTICLE I

1. I nominate and appoint Aubrey B. Harwell, Jr., to serve as Executor of this Will and of my estate. If he shall not survive me or if he shall fail to qualify as Executor hereunder for any reason or, having qualified, shall die or resign, then I nominate and appoint Aubrey B. Harwell, III as successor Executor of this Will and my estate. Any reference herein to Executor or successor Executor shall be deemed to include the other and be a reference to whomever of the above shall be serving in such capacity.

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

ARTICLE II

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

Melissa Wall

WILL BOOK 2021 PAGE 2479

expenses and taxes shall arise out of the administration of my domiciliary estate or otherwise, as soon as practicable after my death.

2. I direct that all such debts and expenses be paid from my residuary estate, all without apportionment and without contribution by any recipient of any such property; provided, however, that all such inheritance and estate taxes, including interest and penalties thereon, and all charges to principal that are not deducted in computing my Federal estate tax shall not be charged against that portion of my estate qualifying for the marital deduction.

3. In the event that any property or interest in property passing under this will, by operation of law, or otherwise by reason of my death shall be encumbered by lien or shall be pledged to secure an obligation, whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually, it is my intention that such indebtedness, to the extent not discharged as a result of a payment directly to the owner of such obligation as a named beneficiary under the terms of any policy of life insurance, shall not be charged to or paid from my estate; but, rather, that the devisee, legatee, joint owner taking by survivorship, or beneficiary receiving such property or interest in such property shall take such property subject to all encumbrances existing at the time of my death.

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

5. Should any part of the property owned by me at the time of my death consist of business interests, the transfers of which are restricted under the terms of business agreements, then

Melissa Wall

WILL BOOK 2021 PAGE 2480

I intend that my Executor and the beneficiaries hereof shall honor and abide by the terms and provisions of all such agreements existing and in force at the time of my death.

ARTICLE III

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

2. Further, I expressly relieve my Executor of the duty of converting the assets of my estate into cash, and I expressly empower my Executor to retain any or all of the assets of my estate, real or personal and specifically including, but not limited to, any stock, bonds, or other investment property which I may own at the time of my death, without incurring any liability by reason of such retention, to borrow money upon the security of any assets of my estate, to invest in all forms of property, including, but not limited to, common and preferred stocks, without restriction as to legal investments for fiduciaries, to purchase investments at a premium or discount, to give proxies, to join in any recapitalization, merger, reorganization, or voting trust or plan affecting investments, to deposit securities under agreements and to pay assessments, to subscribe for stock and bond

Melissa Wall

WILL BOOK 2021 PAGE 2481

privileges; and, generally, to exercise all rights of security holders, to carry investments in the name of a nominee or in bearer form, and to continue indefinitely the operation of any business in which I may have an interest at the time of my death, either individually, as a partner, or stockholder, and my Executor may deliver to the legatees and beneficiaries of my estate any such business or interest therein.

3. I anticipate that at the time of my death I will own a substantial interest in several business enterprises and properties and, consequently, I expect that my interest in such business enterprise or enterprises will constitute a part of my estate. I hereby vest my Executor with the following specific powers and authority, as supplemental to all other powers and without limitation by reason of specification:

(a) To retain and continue to operate any such business or businesses for such period or periods, as the case may be, as my Executor may deem advisable;

(b) To control and participate in the management of any such business or businesses. In this connection, my Executor, in his sole discretion, shall determine the manner and extent of his active participation in the operation of such business enterprises, and my Executor may delegate all or any part of his powers to such person or persons as he may select, including any associate, partner, officer, or employee of any such business.

(c) To invest other assets of my estate in any such business or businesses, to pledge other assets of my estate as security for loans made to or for use in any such business, and to loan funds from my estate to any such business, all upon such terms and conditions as my Executor may deem appropriate.

Melissa Wall

WILL BOOK 2021 PAGE 2482

(d) To organize one or more corporations under the laws of this or any other state or country and to transfer thereto all or any part of any such business or businesses or other property held in my estate, and to receive, in exchange therefore, such stocks, bonds, and/or other securities as my Executor may deem advisable.

(e) To treat any such business or businesses as entities separate from my estate. In its accounting to any court and/or to any beneficiary, my Executor shall only be required to report the earnings and condition of any such business in accordance with standard business accounting practices.

(f) To retain in any such business or businesses such amount of the net earnings for working capital and other purposes of such business as my Executor may deem advisable in conformity with sound business practice.

(g) To sell or liquidate all or any part of any such business or businesses at such time and price and upon such terms and conditions, including credit, as my Executor may determine. My Executor is specifically authorized and empowered to make such sale to any other person having an interest therein, to any officer or employee thereof, to any individual Executor, or to any beneficiary hereunder.

(h) To exercise any of the rights and powers herein conferred in conjunction with another or others according to the terms and provisions of any agreements governing the relationship among the persons owning interests in any such business or businesses.

I am aware that certain risks are inherent in the operation of any business and in the operation of these enterprises in particular. Therefore, I direct that my Executor shall not be held liable for any loss resulting from the retention and/or operation of any of my interests therein and I

Melissa Wall

WILL BOOK 2021 PAGE 2483

direct that any and all liabilities arising therefrom shall be satisfied first from the business itself and second out of my estate.

4. Without in any way limiting the generality of the preceding paragraphs, I hereby authorize and empower my Executor, in the exercise of reasonable discretion with respect to all property, real, personal, and mixed, at any time forming the part of my estate, to exercise the powers set forth in paragraphs 1 through 32, inclusive, of Section 35-50-110 of the Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference, including the specific incorporation by reference of the "Prudent Man Rule;" provided, however, that the power and authority set out in paragraph 19, Section 35-50-110 of the Tennessee Code Annotated, is restricted and limited to such amounts and such periods of time as may be reasonably required to the best interest of the beneficiaries hereof. I further direct pursuant to TENN. CODE ANN. § 31-2-103 that any interests in real property which I may own at my death be administered as part of my estate subject to the control of my Executor, who shall have the full power to grant, bargain, sell, convey, lease, encumber, manage and otherwise deal in any lawful manner with said real property at any time during the administration of my estate, in the sole discretion of my Executor, without the approval or joinder of any beneficiary and without the necessity of any person or entity looking into the application of any proceeds that may or might result from any acts of my Executor in the premises. In addition, my Executor and any successors are authorized to do any and all things which I might do if living and which my Executor or any successors shall deem advisable for the proper protection and management of the assets of my estate during its administration.

Melissa Wall

WILL BOOK 2021 PAGE 2484

5. Without limiting the general grant of authority and power to my Executor in this Will, I grant to my Executor any and all authority, power and access to any and all of my digital assets, including but not limited to documents, photographs, music, videos, movies, notes, records, memoranda, electronic communications and other information, data and records of all types, kinds and formats (collectively my "digital estate") stored on any device or in any server or in the "cloud" or elsewhere. My Executor may access, manage, deactivate, delete and take any and all other actions without limitation regarding my digital estate.

My Executor is also granted all authority, power and access over and to any digital and/or electronic device or equipment (collectively the "device") owned or used by me during my life and may access any and all of my digital estate on any device.

By granting my Executor this authority, power and access over my digital estate and any device, I expressly provide that my Executor:

(1) has the same authority, power and access as I had during my lifetime;

(2) has my lawful consent as an account holder or authorized user; and

(3) is authorized as a user of any account, device or other repository of my digital estate.

Melissa Wall

WILL BOOK 2021 PAGE 2585

ARTICLE IV

Taking into consideration the financial wealth and circumstances of the family of Donald Wall, I hereby give and bequeath to them the china crystal I inherited from my mother, such dishware to be distributed among them as they see fit, but I bequeath nothing further or otherwise.

ARTICLE V

1. Notwithstanding the specific bequests of Article IV above, I may leave a written memorandum or list with regard to desired distribution of some of my personal property which must be discovered within thirty (30) days of the date of my death to be effective. If more than one memorandum or list shall be discovered, I deem that the later dated memorandum or list shall be controlling. It is my direction that this memorandum or list be followed by my Executor as closely as possible in making the distribution of the items of personal property referenced therein, and I do hereby give, devise and bequeath to the persons referenced in said memorandum or list the items of personal property referenced therein. Should any person referenced in said memorandum or list predecease me, the items of personal property that would have gone to such deceased individual are to be distributed as a part of the residuary of my estate.

2. I hereby give, devise and bequeath all of the rest, residue, and remainder of the property which I may own at the time of my death, real, personal, and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, to the Melissa Wall Fund that is to be established at The Community Foundation of Middle Tennessee, the assets to be used and distributed pursuant to the terms and conditions established by the Fund.

Melissa Wall

WILL BOOK 2021 PAGE 2486

3. My Executor is authorized to satisfy and fund these bequests in money or in kind or partly in each.

(a) Any assets transferred in kind to satisfy the bequests hereunder shall be valued for that purpose at the fair market value determined as of the dates of their respective transfers.

(b) The decision of my Executor as to which assets shall be distributed in satisfaction of the above bequests, as to whether my estate shall be valued under any optional provisions of the Federal estate tax law, as to what tax elections shall be exercised, and as to what proceedings are necessary to complete the ascertainment of any tax shall be conclusive and binding upon all persons.

4. As used in this will, the words "marital deduction," "charitable deduction," "gross estate," "taxable estate," and "pass" shall have the same meaning as said words have in the provisions of the Federal Internal Revenue Code applicable to my estate. All references herein to the Federal Internal Revenue Code are references to the Federal Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament consisting of ten (10) typewritten pages, do publish and declare this instrument as my Last Will and Testament, and for the purpose of identification, I have signed each such page, all in the presence of the persons witnessing it at my request on this the 17th day of September, 2021.

Melissa Ann Wall

MELISSA ANN WALL

STATE OF TENNESSEE SUMNER COUNTY
THE UNDERSIGNED, CLERK AND MASTER OF THE SAID COUNTY AND STATE
HEREBY CERTIFIES THAT THE FOREGOING IS A CORRECT COPY OF THIS
INSTRUMENT FILED IN THE FOREGOING CAUSE IN THE CHANCERY COURT OF
GALLATIN, TENNESSEE.
THIS THE 17th DAY OF Dec 2021
MARK T. SMITH, CLERK AND MASTER
BY: _____
DEPUTY CLERK AND MASTER

CO. CHANCERY CO. SUMNER GALLATIN, TN

2021 2487

Melissa Wall

ATTESTATION CLAUSE

The said Melissa Ann Wall, of sound mind and disposing memory, being over eighteen (18) years of age, signed this instrument in our presence, as and for her Last Will and Testament, and signified and declared to us that same was her Last Will and Testament; and we, Renee Lancaster and Christine Marshall, the undersigned, at her request, and in her presence and sight, and in the presence and sight of each other, have subscribed our names hereto as attesting witnesses the day and date above written.

Renee Lancaster

Address: 1201 Demonbreun St. Suite 1000
Nashville, TN 37203

Christine Marshall

Address: 1201 Demonbreun Street, Suite 1000
Nashville, TN 37203

Melissa Wall

WILL BOOK 2021 PAGE 2488

AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF SUMNER)

We, the undersigned, Renee Lancaster and Christine Marshall, being first duly sworn, make oath as follows:

The said Melissa Ann Wall, of sound mind and disposing memory, being over eighteen (18) years of age, signed the foregoing instrument consisting of ten (10) typewritten pages in our presence, as and for her Last Will and Testament, and signified and declared to us that same was her Last Will and Testament; and we, the undersigned, at her request and in her presence and sight, and in the presence and sight of each other, have subscribed our names thereto as attesting witnesses the day and date written therein.

Renee Lancaster

Christine Marshall

Sworn to and subscribed before me this 17th day of September, 2021.

Notary Public

My Commission Expires: 5/9/23

STEPHEN C. SEXTON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

Prepared By:
NEAL & HARWELL, PLC
1201 Demonbreun Street
Suite 1000
Nashville, TN 37203

STATE OF TENNESSEE SUMNER COUNTY
THE UNDERSIGNED, CLERK AND MASTER OF THE SAID COUNTY AND STATE HEREBY CERTIFIES THAT THE FOREGOING IS A CORRECT COPY OF THIS INSTRUMENT FILED IN THE FOREGOING CAUSE IN THE CHANCERY COURT OF GALLATIN, TENNESSEE
THIS THE 17th DAY OF Dec 2021
MARK T. SMITH, CLERK AND MASTER
BY: _____
DEPUTY CLERK AND MASTER

WILL BOOK 2021 PAGE 2489