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20220812-0091969

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL AND TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **22P1442**.

ESTATE OF ELIZABETH LEE HUANG

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 12th day of August in the year Two Thousand and twenty-two.

RICHARD R. ROOKER, Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____ Deputy Clerk

EFILED 08/12/22 10:23 AM CASE NO. 22P1442 Richard R. Rooker, Clerk

This Instrument Was Prepared By:
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FILED
AUG 12 2022
RICHARD R. ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT

OF

ELIZABETH LEE HUANG

I, **Elizabeth Lee Huang**, a citizen of the United States of America, as well as a citizen and resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my last will and testament. I revoke all former wills and codicils at any time heretofore executed by me.

ITEM I

APPOINTMENT OF FIDUCIARIES, REFERENCES, DEFINITIONS AND CERTAIN RELATED PROVISIONS

1.1 Appointment Of Executor And, Or, Alternate Or Successor Executors.

(a) I nominate, constitute and appoint my husband, Cliff Ju Huang, to be the executor of this my last will and testament; and I direct that my husband shall not be required to make bond in such capacity in any jurisdiction.

(b) If my husband predeceases me, or if my husband for any reason fails to qualify as the executor hereunder (or having qualified, dies or resigns), then I nominate, constitute and appoint the following to serve as consecutive alternates and, or, as consecutive successors to my husband as executor, and in the order that is specified herein, as follows: the first alternate or the first successor executrix of this my last will and testament shall be my daughter, Tricia Huang Pil; the second alternate or the second successor executrix of this my last will and testament shall be my daughter, Cynthia Huang-Pollock; and the third alternate or the third successor executor of this my last will and testament shall be my son, Mark Lee Huang; and I direct that none of the alternate or the successor executors shall be required to make bond in such capacity in any jurisdiction.

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(c) If it becomes necessary for a resident of the State of Tennessee to serve as a resident co-executor hereunder, then I direct that the executor, or the alternate or the successor executors, as the case may be, who are nominated, constituted and appointed pursuant to the provisions of Paragraphs 1.1(a) or 1.1(b) hereinabove and who would otherwise then be serving individually, shall choose an individual who is a resident of the State of Tennessee, or a bank or trust company which is qualified to do business in the State of Tennessee, to serve as the resident co-executor of this my last will and testament; and I direct that the individual, bank or trust company which is chosen as the resident co-executor hereunder shall not be required to make bond in such capacity in any jurisdiction.

1.2 Appointment Of Trustee, And, Or, Alternate Or Successor Trustees, Of The Trusts Created For My Husband's Benefit.

(a) I nominate, constitute and appoint my husband, Cliff Ju Huang, to be the trustee of each trust that is created pursuant to the provisions of Item V hereinbelow for my husband's benefit; and I direct that my husband shall not be required to make bond in such capacity in any jurisdiction.

(b) My husband shall have the right, with full power of substitution and resubstitution, to appoint an individual or individuals, and, or, a bank or trust company which is qualified to do business in the State of Tennessee, to serve as alternate or as successor trustees (including successive alternate or successor trustees) or as alternate or as successor co-trustees (including successive alternate or successor co-trustees) of each trust that is created pursuant to the provisions of Item V hereinbelow for my husband's benefit; and I direct that any such alternate or successor trustee, or any such alternate or successor co-trustees, shall not be required to make bond in such capacity in any jurisdiction. Any designation, substitution or resubstitution of an alternate or a successor trustee, or of alternate or successor co-trustees, shall be by an instrument in writing, duly executed and acknowledged by my husband and filed either in the court in which this my last will and testament was admitted to probate, or in the office of the register of deeds for the county in which this my last will and testament was admitted to probate.

(c) If my husband fails to designate an individual or individuals, and, or, a bank or trust company, pursuant to the provisions of Paragraph 1.2(b) hereinabove, to serve as the alternate or as the successor trustee, or as the alternate or as the successor co-trustees, of the trust that is created pursuant to the provisions of Item V hereinbelow for my husband's benefit, then I nominate, constitute and appoint the following individuals to serve as consecutive alternate trustees and, or, as consecutive successor trustees, as the case may be, and in the order that is specified herein, as follows: the first alternate or the first successor

trustee of each such trust shall be my daughter, Tricia Huang Pil; the second alternate or the second successor trustee of each such trust shall be my daughter, Cynthia Huang-Pollock; and the third alternate or the third successor trustee of each such trust shall be my son, Mark Lee Huang; and I direct that none of the alternate or the successor trustees shall be required to make bond in such capacity in any jurisdiction.

(d) If it becomes necessary for a resident of the State of Tennessee to serve as a resident co-trustee for any trust created hereunder for my husband's benefit, then I direct that the trustee, or the alternate or the successor trustees, as the case may be, who are nominated, constituted and appointed pursuant to the provisions of Paragraphs 1.2(a), 1.2(b) or 1.2(c) hereinabove and who would otherwise then be serving individually, shall choose an individual who is a resident of the State of Tennessee, or a bank or trust company which is qualified to do business in the State of Tennessee, to serve as the resident co-trustee of each such trust that requires a resident co-trustee; and I direct that the individual, bank or trust company which is chosen as the resident co-trustee hereunder shall not be required to make bond in such capacity in any jurisdiction.

1.3 Appointment Of Trustee, And, Or, Alternate Or Successor Trustee, Of The Trusts Created For The Benefit Of Persons Other Than My Husband.

(a) I nominate, constitute and appoint my daughter, Tricia Huang Pil, to be the trustee of each trust that may be created hereunder for the benefit of my son's, Mark Lee Huang's, issue; and I direct that Tricia Huang Pil shall not be required to make bond in such capacity in any jurisdiction. If Tricia Huang Pil predeceases me, or if she for any reason fails to qualify as the trustee pursuant to the provisions of this Paragraph 1.3(a) [or having qualified, dies or resigns], then I nominate, constitute and appoint the following to serve as consecutive alternate trustees and, or, as consecutive successor trustees, as the case may be, and in the order that is specified herein, as follows: the first alternate or the first successor trustee of each such trust shall be my daughter, Cynthia Huang-Pollock; and the second alternate or the second successor trustee of each such trust shall be the TIAA-CREF Trust Company; and I direct that neither of the alternate or the successor trustees shall be required to make bond in such capacity in any jurisdiction.

(b) I nominate, constitute and appoint my daughter, Tricia Huang Pil, to be the trustee of each trust that may be created hereunder for the benefit of my daughter's, Cynthia Huang-Pollock's, issue; and I direct that Tricia Huang Pil shall not be required to make bond in such capacity in any jurisdiction. If Tricia Huang Pil predeceases me, or if she for any reason fails to qualify as the trustee pursuant to the provisions of this Paragraph 1.3(b) [or having qualified, dies or resigns], then I nominate, constitute and appoint the

following to serve as consecutive alternate trustees and, or, as consecutive successor trustees, as the case may be, and in the order that is specified herein, as follows: the first alternate or the first successor trustee of each such trust shall be my son, Mark Lee Huang; and the second alternate or the second successor trustee of each such trust shall be the TIAA-CREF Trust Company; and I direct that neither of the alternate or the successor trustees shall be required to make bond in such capacity in any jurisdiction.

(c) I nominate, constitute and appoint my daughter, Cynthia Huang-Pollock, to be the trustee of each trust that may be created hereunder for the benefit of my daughter's, Tricia Huang Pil's, issue; and I direct that Cynthia Huang-Pollock shall not be required to make bond in such capacity in any jurisdiction. If Cynthia Huang-Pollock predeceases me, or if she for any reason fails to qualify as the trustee pursuant to the provisions of this Paragraph 1.3(c) [or having qualified, dies or resigns], then I nominate, constitute and appoint the following to serve as consecutive alternate trustees and, or, as consecutive successor trustees, as the case may be, and in the order that is specified herein, as follows: the first alternate or the first successor trustee of each such trust shall be my son, Mark Lee Huang; and the second alternate or the second successor trustee of each such trust shall be the TIAA-CREF Trust Company; and I direct that neither of the alternate or the successor trustees shall be required to make bond in such capacity in any jurisdiction.

(d) I nominate, constitute and appoint the TIAA-CREF Trust Company to be the trustee of each trust that may be created hereunder for the benefit of persons other than my husband, and my daughters', and, or, my son's, issue; and I direct that it shall not be required to make bond in such capacity in any jurisdiction.

(e) If it becomes necessary for a resident of the State of Tennessee to serve as a resident co-trustee hereunder, then I direct that the trustee, or the alternate or the successor trustees, as the case may be, who are nominated, constituted and appointed pursuant to the provisions of Paragraphs 1.3(a), 1.3(b) or 1.3(c) hereinabove and who would otherwise then be serving individually, shall choose an individual who is a resident of the State of Tennessee, or a bank or trust company which is qualified to do business in the State of Tennessee, to serve as the resident co-trustee of each trust, which is created pursuant to the provisions of Item VI hereinbelow, that requires a resident co-trustee; and I direct that the individual, bank or trust company which is chosen as the resident co-trustee hereunder shall not be required to make bond in such capacity in any jurisdiction.

1.4 Fiduciaries' Scope Of Authority. Each fiduciary who is named herein (including any alternates and successors) shall be deemed to have acted within the scope of such fiduciary's authority; to have exercised reasonable care, diligence and prudence; and to have acted impartially as to all persons who are interested in my estate, or in any trust that is created hereunder, unless the contrary is proved by affirmative evidence; and, in the absence of such proof, such fiduciary shall not be liable for any losses arising from the depreciation or shrinkage in value of any property which such fiduciary is authorized to hold or acquire.

1.5 References And Definitions.

(a) The fiduciaries who are named herein are sometimes hereinafter referred to as follows: "the executor" with respect to the executor or any alternates or successors serving in such capacity; "the trustee" with respect to the following: the trustee, or any alternates or successors serving in such capacity, of the trusts that are created pursuant to the provisions of Item V hereinbelow for my husband's, Cliff Ju Huang's, benefit; and the trustee, or any alternates or successors serving in such capacity, of the trusts which are created pursuant to the provisions of Item VI hereinbelow for the benefit of persons other than my husband; and "the fiduciaries" with respect to both the executor and the trustee. The foregoing terms are used for the sake of convenience, regardless of the gender or the number of the parties serving in such fiduciary capacities, with such terms to be read as the context requires.

(b) My husband, Cliff Ju Huang, is sometimes hereinafter referred to as "my husband"; and my children, Tricia Huang Pil, Cynthia Huang-Pollock and Mark Lee Huang, are sometimes hereinafter referred to individually as "my child" and collectively as "my children." Other references to "child" or "children," if any, are to the lawful blood descendants in the first degree of a designated parent.

(c) Throughout this my last will and testament, the term "issue" means lawful blood descendants in the first, second or any other degree of a designated ancestor; moreover, an adopted child and such adopted child's own lawful blood descendants shall be considered as lawful blood descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of the adopting parent or parents and shall not be considered descendants of the adopted child's natural parents; provided, however, where a child is adopted by a spouse of one of the child's natural parents, then the child shall be considered a descendant of such natural parent, as well as a descendant of the adopting parent.

(d) Throughout this my last will and testament, whenever property is to be distributed to designated issue on a "*per stirpes*" basis, the property shall be distributed to the persons and in the relative proportions that personal property of the named ancestor would be distributed under the laws of the State of Tennessee in force at the time which is stipulated for distribution if the named ancestor had died intestate at such time, domiciled in the State of Tennessee, not married and survived only by such issue.

(e) Throughout this my last will and testament, 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 that is created hereunder, whether such child is entitled to share in the disposition of the then-remaining principal and undistributed income of the trust; provided, however, for all other purposes such child's rights shall accrue from the child's date of birth.

(f) Throughout this my last will and testament, the term "adult" means a person who has attained the age of majority under the laws of the State of Tennessee; and the term "minor" means a person who has not attained the age of majority under the laws of the State of Tennessee.

(g) Throughout this my last will and testament, the term "health, education, support and maintenance" shall be construed in such a manner as to be an ascertainable standard both for Federal estate tax purposes, within the meaning of Internal Revenue Code § 2041, and for Federal gift tax purposes, within the meaning of Internal Revenue Code § 2514, such that the exercise, release or lapse of a power which is limited by this ascertainable standard shall not be taxable as a general power of appointment for either Federal estate tax or Federal gift tax purposes.

(1) Moreover, the terms "support" and "maintenance" are synonymous, and their meaning shall not be limited to the bare necessities of life; and

(2) The term "education" shall include college and professional education; and

(3) The term "health" shall include medical, dental, hospital and nursing expenses, and expenses of invalidism.

(h) Throughout this my last will and testament, the masculine gender includes the feminine or neuter gender, and the singular number includes the plural number, with such terms to be read as the context requires.

(i) Throughout this my last will and testament, whenever the TIAA-CREF Trust Company is named, it shall be deemed to refer to any bank or trust company into which it may hereafter be merged or consolidated.

(j) Throughout this my last will and testament, the term "shall" is used in an imperative sense, and the term "may" is used in a permissive sense.

(k) Throughout this my last will and testament, the words "and" and "or" are used interchangeably to mean any one or more, or all, of the terms that are joined by these words, unless the context specifically indicates otherwise.

(l) Throughout this my last will and testament, the term "Internal Revenue Code" means the Internal Revenue Code of 1986, 26 United States Code §§ 1, *et seq.*, as now existing and as amended from time to time hereafter (and any corresponding provisions of succeeding law).

(m) Throughout this my last will and testament, the term "Tennessee Code Annotated" means the official compilation of the statutes, codes and session laws of the State of Tennessee of a public and general nature, as now existing and as amended from time to time hereafter (and any corresponding provisions of succeeding law).

(n) Throughout this my last will and testament, the term "Treasury Regulations" means the applicable income, estate, gift and generation-skipping transfer tax regulations, as the case may be, that are issued by the U.S. Treasury Department, as now existing and as amended from time to time hereafter (and any corresponding provisions of succeeding regulations).

(o) The item and paragraph titles or captions, which are contained in this my last will and testament, are only used as a matter of convenience and reference, and in no way define, limit, extend or describe the scope of this my last will and testament or the intent of any provisions hereof.

1.6 Recognition And Approval Of Conflicting Interests.

(a) I recognize that in the exercise of fiduciary powers, the executor and the trustee may be placed in a position of having conflicting interests, both as fiduciaries and as individuals.

(b) I direct that any such conflicting interests shall not be a basis for the executor's and the trustee's not participating in the exercise of their respective fiduciary powers in connection with any property, whether real, personal or mixed, that I own at the time of my death.

1.7 Authority To Appoint Ancillary Administrators.

(a) If it becomes necessary, then I authorize the executor to nominate, constitute and appoint ancillary administrators to serve in jurisdictions other than Tennessee.

(b) I further direct that no bond shall be required of any such ancillary administrators for the faithful performance of such ancillary administrators' duties.

1.8 Notice To Beneficiaries Under Will.

(a) Pursuant to the provisions of Tennessee Code Annotated § 30-2-301, the executor shall furnish a copy of this my last will and testament to each beneficiary hereunder.

(b) If a beneficiary hereunder is a minor or is otherwise under a legal disability at the time a copy of this my last will and testament is to be furnished to such beneficiary, then the executor shall furnish the copy to such beneficiary's legal guardian.

1.9 Waiver Of Inventory And Accountings.

(a) Pursuant to the provisions of Tennessee Code Annotated § 30-2-301, the executor is excused from the requirement of making and filing an inventory with the court exercising probate jurisdiction over my estate.

(b) Pursuant to the provisions of Tennessee Code Annotated § 30-2-601, the executor is excused from the requirement of making and filing accountings with the court exercising probate jurisdiction over my estate.

1.10 Corporate Successor To Business Of Corporate Fiduciary. Any corporate successor to the estate administration and trust business of a corporate fiduciary, acting hereunder at any time, shall succeed to the capacity of its predecessor without conveyance or transfer.

1.11 Corporate Fiduciary Fees. I direct that the compensation of each corporate fiduciary, acting hereunder at any time, shall be pursuant to each such corporate fiduciary's own published schedule of fees, as each such schedule of fees is in effect at the time or times when services are rendered.

1.12 Individual Fiduciary Fees. I direct that the compensation of each individual fiduciary, acting hereunder at any time, shall, unless waived, be paid pursuant to the published schedule of fees for the TIAA-CREF Trust Company as each such schedule of fees is in effect at the time or times when services are rendered by an individual fiduciary.

ITEM II

RESIGNATION OF TRUSTEE

2.1 Resignation Of Trustee. Each trustee who is serving hereunder (whether originally appointed herein or appointed as an alternate or as a successor trustee) shall have the right to resign as the trustee of each trust that is created hereunder, by giving sixty days' written notice of resignation to the then-current income beneficiary, or to the legal guardian of the then-current income beneficiary, if the then-current income beneficiary is a minor or is otherwise under a legal disability, of the trust with respect to which the trustee's resignation relates; provided, however, a trustee's resignation shall not take effect until a successor trustee is appointed to act in the resigning trustee's place.

2.2 Authority Of Alternate Or Successor Trustee. Any alternate or successor trustee, acting hereunder at any time, shall possess and exercise all the powers and authority that are conferred herein on the original trustee.

ITEM III

FUNERAL EXPENSES, ADMINISTRATION EXPENSES, DEBTS AND DEATH TAXES

3.1 Payment Of Funeral Expenses And Administration Expenses. I direct that all my funeral expenses and all expenses of administering my estate (both domiciliary and ancillary) shall be paid by the executor out of my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, as soon as practical after my death, without apportionment against the share of any beneficiary.

3.2 Payment Of Debts.

(a) Subject to the provisions of Paragraph 3.2(b) hereinbelow, I direct that all my lawful debts shall be paid by the executor out of my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, as soon as practical after my death, without apportionment against the share of any beneficiary.

(b) If any property or interest in property passing pursuant to the provisions of this my last will and testament, or by operation of law or otherwise by reason of my death, is, at the time of my death, encumbered by mortgage or lien or pledged to secure any obligation (whether the encumbered or pledged property or interest in property is, at the time of my death, owned by me jointly or individually), then it is my intention that any such indebtedness shall not be charged to or paid from my estate, but, instead, that the devisee, legatee, joint owner taking by right of survivorship or beneficiary receiving the property or interest in property shall take the same subject to all the encumbrances existing at the time of my death.

(c) If permitted by law, then the executor may pay a debt without requiring the creditor to file a claim against my estate. I suggest that the executor consult with the attorney for my estate before paying any of my debts.

3.3 Payment Of Death Taxes.

(a) If my husband predeceases me, then my husband's last will and testament may have created a trust or trusts or made some other form or forms of disposition for my benefit and, with respect to which trusts or other forms of disposition, the personal representative of my husband's estate may have made certain elections, under Internal Revenue Code § 2056(b)(7) and, or, under corresponding provisions of state death tax laws,

to qualify all or some part of each such trust or other form of disposition for the Federal estate tax marital deduction and for state death tax marital deductions (with each such trust or other form of disposition being hereinafter referred to as a "QTIP trust" in this Paragraph 3.3).

(1) With respect to each QTIP trust, if, by reason of Internal Revenue Code § 2044 or corresponding provisions of state death tax laws, the assets of a QTIP trust are includable in my gross estate for death tax purposes and, with respect to which inclusion of the assets of a QTIP trust in my gross estate for death tax purposes, my husband's last will and testament requires the trustee, or the recipients of the assets of such QTIP trust, or others, to make available, from the property then belonging to the principal of the QTIP trust, the amounts needed to satisfy the death taxes attributable to the inclusion of the assets of the QTIP trust in my gross estate for death tax purposes, then I direct the executor to make a written request of the trustee, or of the recipients of the assets of the QTIP trust, or of others, as the case may be, for such amounts; and, upon receipt of such amounts, to apply the amounts to the payment of the death taxes attributable to the inclusion of such assets of the QTIP trust in my gross estate for death tax purposes.

(2) With respect to each QTIP trust, if, by reason of Internal Revenue Code § 2044 or corresponding provisions of state death tax laws, the assets of a QTIP trust are includable in my gross estate for death tax purposes and, with respect to which inclusion of the assets of a QTIP trust in my gross estate for death tax purposes, my husband's last will and testament does not require the trustee, or the recipients of the assets of such QTIP trust, or others, to make available, from the property then belonging to the principal of the QTIP trust, all or some part of the amounts needed to satisfy the death taxes attributable to the inclusion of the assets of the QTIP trust in my gross estate for death tax purposes, then I direct the executor (after taking into consideration any provisions made by my husband's last will and testament for the payment of death taxes attributable to the inclusion of the assets of the QTIP trust in my gross estate for death tax purposes) to exercise fully any rights of recovery that my estate may have against the trustee, or against the recipients of the assets of the QTIP trust, or against others, as the case may be, for the amounts needed to satisfy the death taxes attributable to the inclusion of the assets of the QTIP trust in my gross estate for death tax purposes, as such rights of recovery are provided by Internal Revenue Code § 2207A, or otherwise, and by corresponding provisions of state death tax laws; and, upon recovery of such amounts, to apply the amounts to the payment of the death taxes attributable to the inclusion of the assets of the QTIP trust in my gross estate for death tax purposes.

(b) Further, I direct that any other Federal and state estate, inheritance, legacy and succession taxes (including penalties and interest) that are payable in any

jurisdiction by reason of my death [including any such taxes which are imposed on account of any of the following: policies of insurance on my life; jointly held property; and any other property which is taxable as a part of my estate, but not coming into the hands of the executor; but excluding, however, any taxes which are imposed with respect to any QTIP trust referred to in this Paragraph 3.3 and any taxes imposed on generation-skipping transfers as a result of Chapter 13 of the Internal Revenue Code and corresponding provisions of state transfer tax laws] shall be paid from my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, without apportionment against the share of any beneficiary.

ITEM IV

DISPOSITION OF TANGIBLE PERSONAL PROPERTY

4.1 Disposition Of Certain Items Under Memorandum.

(a) I may have left a memorandum of disposition that is written entirely in my handwriting, which memorandum of disposition is incorporated herein by reference, indicating that certain items of tangible personal property are to be distributed to the beneficiaries who are designated in the memorandum, and I direct the executor to comply with the instructions which are contained in any such memorandum.

(b) If the executor is unable, after diligent search and inquiry, to locate and identify such memorandum, then I authorize the executor to dispose of all my tangible personal property, pursuant to the provisions of Paragraph 4.2 hereinbelow, on the assumption that no such memorandum was executed or is then in existence.

4.2 Disposition Of Balance Of Tangible Personalty. Any clothing, jewelry, personal effects, automobiles (together with any policies of insurance thereon) and any other tangible personal property, wherever situated, that I use in a personal manner (specifically excluding, however, all my tangible personal property which I use in a trade, business or farm operation), but not mentioned by me in the memorandum which is referred to in Paragraph 4.1 hereinabove, I give and bequeath as follows (subject, however, to the provisions of Paragraphs 4.3 and 4.4 hereinbelow):

(a) If my husband survives me, then to my husband; or

(b) If my husband predeceases me, then to my issue who survive me, *per stirpes*; or

(c) In default thereof, the bequests that would otherwise have been made pursuant to the provisions of this Paragraph 4.2 shall lapse and the aforementioned tangible personal property shall, instead, form a part of my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, as if such tangible personal property had been an original part thereof.

4.3 Determinations Made By Executor. Any determinations that are made with respect to, or any division of, my tangible personal property, or any other action which is taken by the executor pursuant to the provisions of Paragraphs 4.1 and, or, 4.2 hereinabove, shall be conclusive upon all persons who are interested in my estate.

4.4 Disposition To A Minor. If, pursuant to the provisions of Paragraphs 4.1 and, or, 4.2 hereinabove, a disposition of tangible personal property is to be made to a minor by the executor, then the disposition shall be made to the minor's guardian, whose receipt shall constitute full acquittance of the executor.

4.5 Expenses Relating To Tangible Personal Property. All expenses that are associated with safeguarding, insuring, packing, storing, delivering and distributing the tangible personal property, which is disposed of pursuant to the provisions of this Item IV, shall be deemed to be part of the expenses of administering my estate.

ITEM V

PRE-RESIDUARY PECUNIARY MARITAL DEDUCTION FORMULA BEQUEST IN QTIP TRUST

5.1 Amount Of Bequest In Trust.

(a) If my husband survives me, then I give, devise and bequeath to the trustee, in trust, that amount, if any, which, when added to the total value of all interests in property passing or which shall have already passed at the time of my death to my husband (other than those interests passing pursuant to the provisions of this Item V) for which a marital deduction is allowable under the Federal estate tax laws in effect at the time of my death, is equal to the amount of the maximum unlimited marital deduction which is allowable to my estate for Federal estate tax purposes, reduced to the extent of the maximum reduction, if any, which, if an election with respect to this pecuniary bequest under Internal Revenue Code § 2056(b)(7) would be made by the executor, whether or not such election is in fact made, would not result in any increase in the Federal estate tax that is due with respect to my estate or in the amount of any state estate, inheritance, legacy and succession taxes

which are payable by my estate solely by reason of the availability of a credit therefor against my Federal estate tax.

(b) In determining the amount of the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, no amount passing under any other item of this my last will and testament shall be considered allowable for Federal estate tax marital deduction purposes to the extent that allowance of the Federal estate tax marital deduction requires an election under Internal Revenue Code § 2056(b)(7).

5.2 Valuations And Income Tax Elections.

(a) For the purpose of determining the amount of the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, all values and facts shall be those that are finally determined for Federal estate tax purposes.

(b) Elections made by the executor with respect to an optional valuation date in determining the value of my gross estate for Federal estate tax purposes, as well as with respect to deductions for Federal income tax purposes, shall determine the aforesaid values and the amount of the pecuniary marital deduction formula bequest, in trust, that is made pursuant to the provisions of this Item V.

(c) I recognize that no amount may be disposed of pursuant to the provisions of this Item V, and that any amount which is disposed of pursuant to the provisions of this Item V will be affected by the action of the executor in exercising the foregoing Federal tax elections.

5.3 Definitions.

(a) The phrase "passing or which shall have already passed" as used in this Item V has the same meaning as that phrase has for marital deduction purposes under the Federal estate tax laws in effect at the time of my death.

(b) The word "income" as used in this Item V has the same meaning as that word has for marital deduction purposes under the Federal estate tax laws in effect at the time of my death.

5.4 Pecuniary Marital Deduction Formula Bequest Shall Be Satisfied With Qualifying Property.

(a) Subject to the express provisions of this Item V, the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, may be satisfied in cash, or in kind, or both, as the executor determines to be appropriate.

(b) It is my intention that the executor shall have the greatest allowable discretion in selecting the assets to be used in satisfying the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, and in determining the values thereof, consistent with ensuring that the pecuniary marital deduction formula bequest is eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

(c) The pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, shall, in all events, be satisfied exclusively with assets qualifying for the Federal estate tax marital deduction under the Internal Revenue Code, based on the fair market value or values of the asset or assets at the time or times of distribution thereof.

(d) The pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, shall not, under any circumstances, be satisfied in any manner that would make the pecuniary marital deduction formula bequest ineligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

(e) Unless, and except to the extent that, other assets of my estate which are eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code are not sufficient to satisfy, in full, the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, this pecuniary marital deduction formula bequest shall not be satisfied with assets that are subject, by reason of my death, to any estate, inheritance, legacy and succession tax, or any death duty, of any foreign country or political subdivision thereof.

5.5 Interpretation.

(a) It is my intention that the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, shall be eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code; accordingly,

and notwithstanding any other provision of this my last will and testament, the fiduciaries have no power or authority, consistent with the provisions of Tennessee Code Annotated § 35-50-112, that would cause the disallowance of the Federal estate tax marital deduction under the Internal Revenue Code.

(1) Therefore, all provisions of this my last will and testament shall be interpreted, construed and administered so that the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, shall be eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

(2) Any provision of this Item V, or of this my last will and testament generally, shall be void if such provision cannot be interpreted, construed and administered in a manner that is consistent with my intention to have the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, be eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

(b) No fact, including the availability of any credit or deduction, shall be taken into account in determining the amount of the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, if taking such fact, credit or deduction into account would make the pecuniary marital deduction formula bequest ineligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code. If taking into account any fact, including the availability of any credit or deduction, would make the pecuniary marital deduction formula bequest ineligible to qualify for the Federal estate tax marital deduction, then the determination of the amount of the pecuniary marital deduction formula bequest shall be made as though any such fact has not occurred and any such credit and deduction is not available.

(c) If a state, in which I own an asset or property interest at the time of my death, imposes an estate, inheritance, legacy or succession tax [hereinafter referred to as "a state death tax" in this Paragraph 5.5(c)] on such asset or property interest, and with respect to the transfer or receipt of such asset or property interest, a state death tax marital deduction is allowable, then the death tax marital deduction bequest for such state shall be satisfied exclusively with property qualifying for the death tax marital deduction for such state; provided, however, that in no event shall this Paragraph 5.5(c) be interpreted, construed or administered so as to make the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, ineligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

5.6 QTIP Election.

(a) I authorize the executor, in the executor's sole and absolute discretion, to elect, under Internal Revenue Code § 2056(b)(7), and under corresponding provisions of state death tax laws, whether any part, or all, of the property passing pursuant to the provisions of this Item V will qualify for the Federal estate tax marital deduction, or for any state death tax marital deduction, allowable for purposes of determining the amount of the Federal estate tax that is payable under the Internal Revenue Code, and the amount of any state death taxes which are payable under any state estate, inheritance, legacy or succession tax as a result of my death.

(1) The executor's decision as to whether to make or not to make any full or partial election under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, shall be final, so that any such election is binding upon and conclusive against the personal representative of my husband's estate and all parties interested in or claiming an interest in my estate or in my husband's estate.

(2) The executor shall incur no liability for determining whether to exercise, in whole or in part, or not to exercise, any election available under Internal Revenue Code § 2056(b)(7) or under corresponding provisions of state death tax laws.

(b) I direct the executor to consider making elections under Internal Revenue Code § 2056(b)(7), and under corresponding provisions of state death tax laws, in order to reduce the Federal estate tax and the state death taxes that are payable as a result of my death; and to defer the payment of such death taxes, to the greatest extent which is practical, until my husband's death.

(1) I recognize that the effect of exercising the election which is provided by Internal Revenue Code § 2056(b)(7), and by corresponding provisions of state death tax laws generally, will be to increase the value of the assets that are subsequently includable in my husband's gross estate for Federal estate tax and state death tax purposes.

(2) I believe the investment yield and appreciation of the property that otherwise would be paid in Federal estate tax and state death taxes as a result of my death, and the reduced need for liquid assets, should at least offset any resulting increase in the Federal estate tax and in the state death taxes which are payable as a result of my husband's death.

(3) However, if, after considering the guidelines that are set forth in Paragraph 5.6(c) hereinbelow, the executor determines that the foregoing may not occur, then the executor shall consider the following alternatives: making a partial election under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, or both; refraining from making any election under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, or both; or any combination thereof.

(4) If the executor has any reasonable doubt as to whether an election should be made under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, then the executor should exercise any such available election.

(5) If the executor has any reasonable doubt as to the extent to which an election should be made under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, then the executor should exercise any such election to qualify a larger part of the property passing pursuant to the provisions of this Item V, rather than a smaller part thereof, for the marital deduction that is allowable in determining the Federal estate tax and the state death taxes which are payable as a result of my death.

(c) In determining whether to exercise an election under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, the executor shall consider the following:

(1) My husband's life expectancy, based on my husband's age and apparent state of health;

(2) Any Federal estate tax and any state death taxes that the executor can reasonably anticipate will be imposed as a result of my husband's death;

(3) The reasonably anticipated investment yield, appreciation and depreciation of the property that would otherwise be used to pay the Federal estate tax and the state death taxes that are payable as a result of my death;

(4) All income and other resources that are available to my husband;

(5) The value of any other property for which my estate will receive a marital deduction that is allowable in determining the Federal estate tax and the state death taxes which are payable as a result of my death;

(6) The potential increase or decrease in any state death "pick-up" tax that is payable as a result of my death or as a result of my husband's death;

(7) The potential imposition of any Federal generation-skipping transfer tax and any state generation-skipping transfer taxes that are payable as a result of my death or as a result of my husband's death;

(8) The effect of any credits that are allowable to my estate or to my husband's estate, or to both estates, by reason of Internal Revenue Code § 2013 and corresponding provisions of state death tax laws;

(9) The amount of cash and marketable securities that can be made available to pay the Federal estate tax and the state death taxes which are payable as a result of my death, by reason of a redemption of stock under Internal Revenue Code § 303;

(10) The effect of any election that is available to the executor under the Internal Revenue Code, and under corresponding provisions of state death tax laws, to defer or to reduce the Federal estate tax and the state death taxes which are payable as a result of my death; and

(11) Any other factor that the executor determines to be relevant or appropriate.

(d) In making the foregoing determination, the executor shall ignore the following: the income taxes that may be payable by my husband's estate; the income taxes which may be payable by any parties who are interested in or claiming an interest in my husband's estate; and any unenacted, prospective changes in the Federal estate tax under the Internal Revenue Code and in state estate, inheritance, legacy and succession taxes under state death tax laws.

(e) In determining my husband's life expectancy, assets, income and other resources, the executor shall conclusively rely upon the written representations of those facts that are made to the executor by my husband.

(1) Absent clear and compelling evidence that my husband's representations are inaccurate or unreliable, no further inquiry need be made by the executor concerning those facts.

(2) If my husband fails or refuses to furnish information concerning life expectancy, assets, income and other resources, then the executor shall make reasonable assumptions with respect thereto, based upon the facts that the executor knows.

(f) The executor is authorized to determine the relative importance to my estate of the aforementioned considerations and to ignore those factors that the executor determines are either inapplicable to my estate or excessively expensive to consider in relation to the benefit which is likely to result from considering the same.

(g) If my husband serves as a co-executor of this my last will and testament, then my husband shall not participate in determining whether to exercise an election under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, or in determining the extent to which any such election will be exercised; provided, however, if my husband serves as the sole executor of this my last will and testament, then my husband may make any such election.

(h) If there are two or more persons or institutions, in any combination thereof, serving as the executor, and the executor is authorized to exercise an election under Internal Revenue Code § 2056(b)(7) and under corresponding provisions of state death tax laws, then the decision of a majority of those serving as the executor as to whether or not to exercise an election under Internal Revenue Code § 2056(b)(7), or under corresponding provisions of state death tax laws, and the extent to which any such election or elections should be exercised, shall be the decision of all those serving as the executor, with no liability on anyone serving as the executor who is not in the majority.

5.7 Trust Provisions. The trust estate that is created pursuant to the provisions of this Item V shall be held and administered by the trustee for the uses and purposes, upon the terms and conditions and with the powers and duties which are set forth hereinbelow.

(a) Commencing with my date of death, the trustee shall pay to my husband, as long as my husband lives, all the income that is derived from the trust estate, currently, in regular monthly or other convenient installments, but no less frequently than quarter-annually.

(1) No provision of this Item V, or of this my last will and testament generally, shall be deemed to limit my husband's right, commencing with my date of death, to receive currently (in regular monthly or other convenient installments, but no less frequently than quarter-annually) the entire income that is derived from the trust estate.

(2) Notwithstanding any other provision of this Item V, or of this my last will and testament generally, all the accrued and undistributed income remaining in the trust estate at the time of my husband's death shall be paid to my husband's estate and not be subject to any other disposition; including, but not limited to, a disposition under any limited power of appointment that may be granted to my husband pursuant to the provisions of this Item V.

(3) If, at any time, the trust estate contains unproductive property, then my husband, during the continuance of the trust estate, shall have the absolute right, power and authority to require the trustee either to make nonproductive property of the trust estate productive or to convert such nonproductive property to productive property.

(b) The trustee has full power to encroach, from time to time and at any time, upon the principal of the trust estate for my husband's health, education, support and maintenance, as long as my husband lives; and in considering whether or not to make any principal distributions to my husband, the trustee shall give primary consideration to my husband's health, education, support and maintenance, rather than to the conservation of the trust estate for persons having remainder interests therein.

(c) The amount of the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of this Item V, shall be computed as though the executor had made an election under Internal Revenue Code § 2056(b)(7) to qualify the entire trust estate for the marital deduction that is allowable to my estate for Federal estate tax purposes under the Internal Revenue Code, whether or not such election is in fact made.

(1) If the executor determines to make a partial election under Internal Revenue Code § 2056(b)(7), then the partial election shall be made with respect to a fractional or percentile share of the property passing pursuant to the provisions of this Item V, so that the elective part reflects its proportionate share of the increase or the decrease in value of the entire property for purposes of applying Internal Revenue Code §§ 2044 and 2519; provided, however, that in all events the executor shall make any such partial election under Internal Revenue Code § 2056(b)(7) in the manner which is prescribed by the applicable Treasury Regulations.

(2) If the executor determines to make a partial election under Internal Revenue Code § 2056(b)(7), and the applicable Treasury Regulations permit the trust estate to be divided into separate trusts in order to reflect a partial election which has been made, or which is to be made, then the trust estate shall be divided or severed into two separate and independent trusts; with the marital deduction trust being sometimes hereinafter

referred to as "the Marital Trust," and the non-marital deduction trust being sometimes hereinafter referred to as "the Non-Marital Trust," in this Item V.

(A) Any division or severance of the trust estate into the Marital Trust and the Non-Marital Trust resulting from a partial election under Internal Revenue Code § 2056(b)(7) shall be made only if, as a result thereof, all the assets of the Marital Trust and none of the assets of the Non-Marital Trust will be subject to the provisions of Internal Revenue Code §§ 2044 and 2519.

(B) Any division or severance of the trust estate into the Marital Trust and the Non-Marital Trust resulting from a partial election under Internal Revenue Code § 2056(b)(7) shall be made by the executor according to the fair market value of the assets composing the trust estate at the time that the division or severance of the trust estate is made; provided, however, that in all events the executor shall make any such division or severance in the manner which is prescribed by the applicable Treasury Regulations.

(3) If a partial election under Internal Revenue Code § 2056(b)(7) is made by the executor and, therefore, both the Marital Trust and the Non-Marital Trust are created, then I direct the trustee, commencing with my date of death, to pay to my husband, as long as my husband lives, all the income that is derived from both such trusts, currently, in regular monthly or other convenient installments, but no less frequently than quarter-annually; and, further, to pay to my husband's estate all the accrued and undistributed income remaining in both such trusts at the time of my husband's death; regardless of the fact that the division or severance into separate trusts has been made.

(A) In addition to the foregoing provision, the dispositive, administrative and other provisions of the Marital Trust and the Non-Marital Trust shall be identical to each other; and, in turn, these provisions shall be identical to the dispositive, administrative and other provisions that are provided in this my last will and testament for the sole trust which would otherwise have been created pursuant to the provisions of this Item V in the absence of a partial election under Internal Revenue Code § 2056(b)(7) resulting in the division or severance of the trust estate into two separate and independent trusts; by way of further amplification, my husband has the absolute right, power and authority to require the trustee of both the Marital Trust and the Non-Marital Trust either to make the nonproductive property of such trusts productive or to convert such non-productive property to productive property.

(B) If permitted by the applicable Treasury Regulations, then I request, but do not direct, that any encroachment on trust principal by the trustee, for my husband's health, education, support and maintenance, shall first be charged to that part of the trust estate which the executor elects to qualify for the Federal estate tax marital deduction (*i.e.*, either the Marital Trust or the "elected" part of the trust estate, if the trust estate is not divided or severed into the Marital Trust and the Non-Marital Trust), until such part of the trust estate is completely exhausted.

(C) If my residuary estate, which is disposed of pursuant to the provisions of Item VI hereinbelow, is insufficient to pay all my funeral expenses, the expenses of administering my estate, my lawful debts and death taxes (all as provided by Item III hereinabove), and the executor makes a partial election under Internal Revenue Code § 2056(b)(7), then I direct the executor to pay any remaining funeral expenses, expenses of administering my estate, lawful debts and death taxes, first from the Non-Marital Trust (or from the "non-elected" part of the trust estate, if the trust estate is not divided or severed into the Marital Trust and the Non-Marital Trust) and, only after exhaustion thereof, to pay any remaining part of the foregoing from the Marital Trust (or from the "elected" part of the trust estate, if the trust estate is not divided or severed into the Marital Trust and the Non-Marital Trust).

(d) Upon my husband's death, and subject to the provisions of Paragraph 5.7(e) hereinbelow, the trustee shall (except to the extent that my husband's last will and testament contains a different direction for the payment of Federal estate tax and state death taxes which are imposed upon my husband's estate by reason of the inclusion of the value of any part of a trust, which is created pursuant to the provisions of this Item V, in my husband's gross estate for death tax purposes, as a result of an election to qualify some part or all of the trust for the marital deduction or deductions with respect to my estate) make available to the personal representative of my husband's estate, from the property then belonging to the principal of the trust or trusts which are qualified for the marital deduction or deductions, such amount as the personal representative of my husband's estate determines to be equal to the excess of all death taxes which are payable as a result of my husband's death, over the death taxes which would otherwise be payable as a result of my husband's death if, in the computation thereof, there is not included any part of the property belonging to the marital deduction trust or trusts.

(1) The trustee shall distribute this amount at such time or times as the personal representative of my husband's estate requests in writing, as funds are needed to pay my husband's death taxes.

(2) The determination by the personal representative of my husband's estate as to the amount that is payable pursuant to the provisions of this Paragraph 5.7(d) shall be conclusive upon all persons who are interested in the marital deduction trust or trusts.

(e) If the executor makes an election under Internal Revenue Code § 2652(a)(3), then the trustee may divide or sever the principal of the trust estate, which is created pursuant to the provisions of Paragraph 5.1 hereinabove, into two fractional share trusts:

(1) One trust as to which the election is made under Internal Revenue Code § 2652(a)(3) and with respect to which trust an allocation is made of my generation-skipping transfer tax exemption that is allowed under Internal Revenue Code § 2631(a) [so that the inclusion ratio of the trust shall be zero]; and the second trust being the balance of the trust estate principal; provided, however, that in all events the executor shall make any such division or severance in the manner which is prescribed by the applicable Treasury Regulations; and

(2) The dispositive, administrative and other provisions of each such trust shall be identical;

(A) Provided, however, that if the foregoing division or severance is made, then the trustee shall, to the extent possible, pay all death taxes on both trusts that are payable by reason of my husband's death from the second trust, and shall make distributions of principal, if any, to my husband from the second trust, until the second trust is exhausted; and

(B) If the personal representative of my husband's estate allocates my husband's generation-skipping transfer tax exemption to a fractional share of the second trust, then the trustee may hold such fractional share as a separate trust or may merge it with the first trust; and

(C) Also provided, however, that the foregoing provisions shall be interpreted, construed and administered on a basis which is consistent with the applicable Treasury Regulations.

(f) Further, upon my husband's death, each trust that is created pursuant to the provisions of this Item V, as each such trust is then constituted [but only after all the accrued and undistributed income remaining in each such trust at the time of my husband's

death and the distributions, if any, which are required pursuant to the provisions of Paragraphs 5.7(d) and 5.7(e) hereinabove, have first been paid and distributed to my husband's estate], shall be distributed and paid to my then-surviving issue, *per stirpes*;

(1) Provided, however, that any property or interest in property which would otherwise pass hereunder to a person who is one of my then-surviving issue and who is also then a beneficiary of a trust which is being held pursuant to the provisions of Paragraph 6.1 hereinbelow, or to a person who is one of my then-surviving issue and who then would otherwise have been a beneficiary of a trust, which would have been held pursuant to the provisions of Paragraph 6.1 hereinbelow, if, during my lifetime I had not used my so-called "applicable exclusion amount" and, accordingly, no property or interest in property passed to the trustee, in trust, pursuant to the provisions of Item VI hereinbelow, shall not pass to such person outright, but, instead, shall be added to the principal of the trust or trusts (and with respect to two trusts, then on a fractional or percentile basis based on the relative fair market value of each such trust on my date of death) with respect to which the person is then, or would otherwise have been [except for the full use of "the applicable exclusion amount" during my lifetime preventing the creation of a trust pursuant to the provisions of Item VI hereinbelow] a beneficiary, to be held, administered and distributed pursuant to the provisions of the trust or trusts which are then in existence or pursuant to the provisions of the trust which is created by this direction as if such trust had otherwise been created, pursuant to the provisions of Item VI hereinbelow, or had otherwise not been exhausted (or terminated) after creation; and

(2) Provided further, however, that any property or interest in property which would otherwise pass hereunder to a person who is one of my then-surviving issue, but who is under twenty-one years of age and not a beneficiary of a trust which is created, or which would otherwise have been created, pursuant to the provisions of Paragraph 6.1 hereinbelow, or which has otherwise been exhausted (or terminated) after creation [as discussed in Paragraph 5.7(f)(1) hereinabove], shall vest in interest in such person, but with such property or interest in property to be held and administered by the trustee pursuant to the provisions of Paragraph 6.3 hereinbelow;

Or, in default thereof, to the persons and, or, entities whose identity and respective share shall be determined pursuant to the provisions of Paragraph 6.2 hereinbelow (subject, however, to the provisions of Paragraph 6.3 hereinbelow).

ITEM VI

DISPOSITION OF RESIDUARY ESTATE

6.1 Disposition, Generally.

(a) My entire residuary estate, consisting of all the rest, residue and remainder of my property of every kind and description [whether real, personal or mixed (including lapsed legacies and devises, but excluding any property over which I have a power of appointment, it being my intention not to exercise any such power; unless, however, a power of appointment has otherwise specifically been exercised hereinabove)], wherever situated and whether acquired before or after the execution of this my last will and testament, shall be divided by the executor into as many equal shares as I have children who survive me and as I have deceased children leaving issue who survive me.

(b) I give, devise and bequeath one such share to each of my children who survive me and one such share to the then-surviving issue of each of my children who have predeceased me, *per stirpes*; provided, however, that with respect to any child of a deceased child of mine (hereinafter referred to as "a grandchild" in this Paragraph 6.1) who has not then-attained thirty-five years of age, and with respect to any child of a deceased grandchild (hereinafter referred to as "a great-grandchild" in this Paragraph 6.1) who has not then-attained twenty-one years of age, the share or the partial share that would otherwise pass to such grandchild or to such great-grandchild (but not the share or the partial share of any issue of a deceased great-grandchild, which share or partial share shall pass to the deceased great-grandchild's own then-surviving issue, *per stirpes*, outright, absolutely, in fee simple and free of trust) shall, instead, be distributed and paid to the trustee, in trust, with each such trust to be designated with the name of such grandchild or such great-grandchild, as the case may be, and be held and administered by the trustee as a separate and distinct trust for the uses and purposes which are set forth hereinbelow.

(1) Until the grandchild or the great-grandchild in whose name a trust is designated hereunder attains twenty-one years of age, the trustee may, from time to time and at any time, pay to, or for the benefit of, the grandchild or the great-grandchild in whose name a trust is designated hereunder, all or such part of the net income of the grandchild's or of the great-grandchild's own trust as the trustee determines to be advisable for the grandchild's or for the great-grandchild's health, education, support and maintenance.

(2) Any net income of a grandchild's or of a great-grandchild's trust that is not paid to, or for the benefit of, the grandchild or the great-grandchild in whose name

a trust is designated hereunder, shall be incorporated periodically, but at least annually, into the principal of the grandchild's or of the great-grandchild's own trust, to be held, administered and distributed pursuant to all the terms, conditions and limitations applying thereto.

(3) When any grandchild in whose name a trust is designated hereunder attains twenty-one years of age, then the trustee shall thereafter pay to the grandchild, quarter-annually or at more frequent intervals, the entire net income of the grandchild's own trust until the final termination of the grandchild's trust as provided hereinbelow.

(4) When any grandchild in whose name a trust is designated hereunder attains twenty-five years of age, then the trustee shall distribute and pay to the grandchild one-third of the principal and accumulated income, if any, of the grandchild's own trust, outright, absolutely, in fee simple and free of trust.

(5) When any grandchild in whose name a trust is designated hereunder attains thirty years of age, then the trustee shall distribute and pay to the grandchild one-half of the then-remaining principal and accumulated income, if any, of the grandchild's own trust, outright, absolutely, in fee simple and free of trust.

(6) When any grandchild in whose name a trust is designated hereunder attains thirty-five years of age, or when any great-grandchild in whose name a trust is designated hereunder attains twenty-one years of age, then the trustee shall distribute and pay to the grandchild or to the great-grandchild the entire then-remaining principal and income, whether current or accumulated, of the grandchild's or of the great-grandchild's own trust, outright, absolutely, in fee simple and free of trust.

(7) After a share or a partial share has been set aside for a grandchild or for a great-grandchild, then the trustee shall have the continuing power to encroach upon the principal of a grandchild's or of a great-grandchild's trust, from time to time and at any time, the trustee determines that a principal encroachment from the grandchild's or from the great-grandchild's own trust **(A)** is advisable for the grandchild's or for the great-grandchild's health, education, support and maintenance, **(B)** to permit the grandchild or the great-grandchild to enter into or engage in a business or profession in which the trustee believes the grandchild or the great-grandchild has reasonable prospects of success, and **(C)** to permit the grandchild or the great-grandchild to make a reasonable down payment on a personal residence, and to distribute to, or for the benefit of, the grandchild or the great-grandchild the amount of any such principal encroachments.

(8) Notwithstanding any other provision of this Paragraph 6.1, or of this my last will and testament generally, no trustee, acting pursuant to the provisions of this Paragraph 6.1, shall apply any part of the income, whether current or accumulated, or the principal, of a trust to the payment of any legal obligation of a parent of a beneficiary of a trust (including, but not limited to, obligations that are imposed by local law with respect to support or to education of a beneficiary of a trust by the beneficiary's parents); nor shall any trustee, acting hereunder at any time, make any distributions from a trust that would have the effect of discharging any person's legal obligation to support or to educate a beneficiary of a trust (including an individual trustee's own personal legal obligation, if any, to support or to educate the beneficiary of a trust).

(9) Notwithstanding any other provision of this Paragraph 6.1, or of this my last will and testament generally, no trustee, acting pursuant to the provisions of this Paragraph 6.1, shall possess any power constituting a "general power of appointment" within the meaning of Internal Revenue Code §§ 2041 and 2514. By way of further amplification, under no circumstances shall any trustee, acting hereunder at any time, possess any power to appoint any part of the income, whether current or accumulated, or the principal, of a trust to any of the following: the trustee, individually; the trustee's individual creditors; the trustee's individual estate; or the creditors of the trustee's individual estate.

(10) If, prior to the time that a trust is created for a grandchild or for a great-grandchild pursuant to any of the foregoing provisions, the grandchild or the great-grandchild attains the age when a mandatory partial or a mandatory total distribution and payment is required to be made to the grandchild or to the great-grandchild pursuant to the provisions of Paragraphs 6.1(b)(4), 6.1(b)(5) and 6.1(b)(6) hereinabove, then the grandchild's or the great-grandchild's share or partial share shall be partially or totally distributed and paid to the grandchild or to the great-grandchild, as the case may be, outright, absolutely, in fee simple and free of trust, in the same proportions as are required to be distributed and paid by such mandatory provisions.

(11) If a grandchild or a great-grandchild in whose name a trust is designated hereunder dies prior to the complete distribution of the grandchild's or of the great-grandchild's own trust, then, upon the grandchild's or upon the great-grandchild's death, the grandchild's or the great-grandchild's own trust, as then constituted, shall be distributed and paid to such appointee or appointees (including the grandchild's or the great-grandchild's own estate), and in such estates, interests and proportions, as the grandchild or as the great-grandchild appoints in the grandchild's or in the great-grandchild's own valid last will and testament; subject, however, to the other provisions of this Paragraph 6.1(b)(11) hereinbelow.

(A) Before the exercise of the general testamentary power of appointment, which is granted to a grandchild or to a great-grandchild pursuant to the provisions of this Paragraph 6.1(b)(11), is effective, the grandchild or the great-grandchild holding the power shall do the following: specifically refer to the power that is granted pursuant to the provisions of this Paragraph 6.1(b)(11); expressly declare an intention to exercise the power which is granted pursuant to the provisions of this Paragraph 6.1(b)(11); execute a last will and testament subsequent to the creation of the trust with respect to which the power relates; and comply with the rule against perpetuities and accumulations.

(B) In disposing of any property that is subject to a general testamentary power of appointment, which is granted pursuant to the provisions of this Paragraph 6.1(b)(11), the trustee may rely upon an instrument which is admitted to probate in any jurisdiction as a grandchild's or as a great-grandchild's last will and testament, or may assume that a grandchild or a great-grandchild died intestate if the trustee has no notice of a last will and testament within six months after a grandchild's or a great-grandchild's death.

(12) To the extent that the general testamentary power of appointment, which is granted to a grandchild or to a great-grandchild pursuant to the provisions of Paragraph 6.1(b)(11) hereinabove, is not fully and effectually exercised by the grandchild or by the great-grandchild holding the power, then, upon the grandchild's or upon the great-grandchild's death, the grandchild's or the great-grandchild's own trust, as then constituted, or the part thereof which is not fully and effectually appointed, shall be distributed and paid to the following: to the grandchild's or to the great-grandchild's own then-surviving issue, *per stirpes*; or, in default thereof, to the then-surviving issue, *per stirpes*, of the grandchild's or of the great-grandchild's parent who is one of my issue; or, in default thereof, to my then-surviving issue, *per stirpes*; or, in default thereof, to the person or persons whose identity and respective share shall be determined pursuant to the provisions of Paragraph 6.2 hereinbelow; provided, however, any property or interest in property that would otherwise pass hereunder either to a person who is then a beneficiary of another trust that is being held pursuant to the provisions of this Paragraph 6.1, or to a person who will be a beneficiary of a trust which is to be held pursuant to the provisions of Paragraph 6.3 hereinbelow (because such person is then under twenty-one years of age, and not a beneficiary of a trust which is then being held pursuant to the provisions of this Paragraph 6.1), as the case may be, shall not pass to such person outright, but, instead, shall be added to the principal of the trust with respect to which the person is, or will be, a beneficiary, to be held, administered and distributed by the trustee pursuant to the provisions of that trust.

(c) If, at any time, the aggregate net fair market value of the assets composing the principal account of any trust, which is created pursuant to the provisions of

this Paragraph 6.1, totals less than $100,000.00, then the trustee may terminate the trust and, thereafter, distribute the trust, as then constituted, to the beneficiary for whom that trust is held.

6.2 Takers In Default.

(a) If, in the absence of this Paragraph 6.2, I would die intestate, or a trust that is created hereunder would fail for lack of a beneficiary, then I give, devise and bequeath my entire residuary estate, or the entire principal of any trust which is created pursuant to the provisions of Item V hereinabove [but only after all the accrued and unpaid income remaining, at the time of my husband's death, in each trust which is created pursuant to the provisions of Item V hereinabove, and the distributions, if any, which are required pursuant to the provisions of Paragraphs 5.7(d) and 5.7(e) hereinabove, have first been paid and distributed to the personal representative of my husband's estate], or the entire principal (including undistributed income, if any) of any trust which is created pursuant to the provisions of this Item VI, as the case may be, as follows (subject, however, to the provisions of Paragraph 6.3 hereinbelow): one-half thereof to my husband's heirs-at-law and one-half thereof to my heirs-at-law; or, if either my husband or I have no heirs-at-law, then all to the heirs-at-law of the other of us.

(b) Our heirs-at-law are the persons who would take the property of an intestate under the laws of the State of Tennessee in effect at the time such heirs-at-law are to be determined, which time shall be at my death if I would otherwise die intestate, or at the death of the last beneficiary of each trust that is created hereunder, if such trust would otherwise fail for lack of a beneficiary.

6.3 Trusts For Persons Under Twenty-One Years Of Age.

(a) If any person to whom a bequest, legacy, devise, distribution or payment is to be made pursuant to the provisions of Paragraph 6.1(b)(12) hereinabove is then under twenty-one years of age, and such person is not a beneficiary of a trust which is then being held pursuant to the provisions of Paragraph 6.1 hereinabove, or if any person to whom a bequest, legacy, devise, distribution or payment is to be made pursuant to the provisions of Paragraph 6.2 hereinabove is then under twenty-one years of age, as the case may be (with each such person being hereinafter referred to as "a beneficiary" in this Paragraph 6.3), then each such beneficiary's bequests, legacies, devises, distributions or payments shall vest in interest in each such beneficiary, but with each such beneficiary's bequests, legacies, devises, distributions or payments to be collectively held and administered by the trustee in a separate

and distinct trust for each such beneficiary until the beneficiary for whom a trust is held attains twenty-one years of age.

(1) Until a beneficiary's trust terminates, the trustee may, from time to time and at any time, pay and distribute to, or for the benefit of, the beneficiary of the trust such amounts of the net income, principal, or both, of the trust, as the trustee determines to be advisable for the beneficiary's health, education, support and maintenance; subject, however, to the provisions of Paragraphs 6.3(b) and 6.3(c) hereinbelow.

(2) Any net income of a beneficiary's trust that is not paid to, or for the benefit of, the beneficiary of the trust shall be incorporated periodically, but at least annually, into the principal of the beneficiary's trust, to be held, administered and distributed pursuant to all the terms, conditions and limitations applying thereto.

(3) When the beneficiary of a trust attains twenty-one years of age, then the trustee shall distribute and pay to the beneficiary of the trust the entire then-remaining principal and income of the trust, whether current or accumulated, outright, absolutely, in fee simple and free of trust.

(4) If the beneficiary of a trust dies prior to attaining twenty-one years of age, then the trustee shall distribute and pay to the personal representative of the beneficiary's estate the entire then-remaining principal and income of the trust, whether current or accumulated.

(5) Separate books and records shall be kept for each trust that is created pursuant to the provisions of this Paragraph 6.3; provided, however, it shall not be necessary that physical division of assets be made for each trust.

(b) Notwithstanding any other provision of this Paragraph 6.3, or of this my last will and testament generally, no trustee, acting pursuant to the provisions of this Paragraph 6.3, shall apply any part of the income, whether current or accumulated, or the principal, of a trust to the payment of any legal obligation of a parent of a beneficiary of a trust (including, but not limited to, obligations that are imposed by local law with respect to support or to education of a beneficiary of a trust by the beneficiary's parents); nor shall any trustee, acting hereunder at any time, make any distributions from a trust that would have the effect of discharging any person's legal obligation to support or to educate a beneficiary of a trust (including an individual trustee's own personal legal obligation, if any, to support or to educate the beneficiary of a trust).

(c) Notwithstanding any other provision of this Paragraph 6.3, or of this my last will and testament generally, no trustee, acting pursuant to the provisions of this Paragraph 6.3, shall possess any power constituting a "general power of appointment" within the meaning of Internal Revenue Code §§ 2041 and 2514. By way of further amplification, under no circumstances shall any trustee, acting hereunder at any time, possess any power to appoint any part of the income, whether current or accumulated, or the principal, of a trust to any of the following: the trustee, individually; the trustee's individual creditors; the trustee's individual estate; or the creditors of the trustee's individual estate.

(d) If, at any time, the aggregate net fair market value of the assets composing the principal account of any trust, which is created pursuant to the provisions of this Paragraph 6.3, totals less than $100,000.00, then the trustee may terminate the trust and, thereafter, distribute the trust, as then constituted, to the beneficiary for whom that trust is held.

ITEM VII

DISCLAIMERS OR RENUNCIATIONS

7.1 Right To Disclaim Or Renounce. Any person (including any fiduciary) who is permitted by law to disclaim or to renounce may, pursuant to the applicable disclaimer and, or, renunciation statutes, disclaim or renounce, in whole or in part, any bequest, devise, interest, benefit, right, privilege or power that is made or granted to such person by this my last will and testament.

7.2 Effect Of Disclaimer Or Renunciation. Unless otherwise specifically provided in this my last will and testament, if a person makes a disclaimer or renunciation, then the disclaimed or renounced bequest, devise, interest, benefit, right, privilege or power, or the part thereof that is disclaimed or renounced, shall devolve hereunder as though the person making the disclaimer or renunciation had predeceased me; provided, however, any such disclaimer or renunciation shall not affect any other bequest, devise, interest, benefit, right, privilege or power which is made or granted pursuant to the provisions of this my last will and testament.

7.3 Intention. I do not intend by this Item VII to suggest that any particular person disclaim or renounce any bequest, devise, interest, benefit, right, privilege or power which is made or granted pursuant to the provisions of this my last will and testament.

ITEM VIII

POWERS OF THE FIDUCIARIES

8.1 Specific Powers Granted. Subject to the satisfaction of all bequests, legacies and devises that are set forth hereinabove, and, further, subject to all the provisions and limitations which are expressly set forth in this my last will and testament otherwise, the fiduciaries are authorized (with respect to any property, whether real, personal or mixed, which is held at any time under any provision of this my last will and testament) to do the following:

(a) To retain any property, or undivided interests in property, that is owned by me at the time of my death, including residential property, regardless of any lack of diversification or risk, for such period of time as the fiduciaries determine to be appropriate; and to exchange any such property for other property and to retain such property which is received in exchange, although such property represents a large percentage of the total property of my estate, or of any trust which is created hereunder, or even the entirety thereof;

(b) To invest and reinvest all or any part of my estate, or all or any part of any trust that is created hereunder, in any property and in undivided interests in property, wherever situated, including the following: bonds, debentures and notes, whether secured or unsecured; stocks of corporations, regardless of class; interests in limited partnerships; interests in limited liability partnerships; interests as members in limited liability companies; real estate or any interest in real estate; and interests in trusts, investment trusts (whether of the open or the closed fund type) and participations in common, collective or pooled trust funds;

(c) To sell, dispose of or grant options to purchase any property (whether real, personal or mixed, whether tangible or intangible and whether owned by me at the time of my death) composing a part of my estate, or of any trust that is created hereunder, for cash or upon credit, and to exchange any property of my estate, or of any trust which is created hereunder, for other property, at such times and upon such terms and conditions as the fiduciaries determine to be appropriate; and no person dealing with the fiduciaries is bound to see to the application of any monies paid;

(d) To hold any securities or other property in any of the following forms: in the fiduciaries' own names; in the fiduciaries' names as the executor or as the trustee; in the name of a nominee (with or without disclosure of any fiduciary relationship); or in bearer form;

(e) To sell or exercise stock subscription or conversion rights;

(f) To refrain from voting or to vote shares of stock that are owned by my estate, or by any trust which is created hereunder, at shareholders' meetings, whether in person or by special, limited or general proxy; and, in general, to exercise all the rights, powers and privileges of an owner with respect to any securities composing a part of my estate or of any trust which is created hereunder;

(g) To participate in any plan of reorganization, consolidation or merger involving any company or companies (including limited liability companies) whose stock, interests or other securities compose a part of my estate or of any trust that is created hereunder; to deposit such stock or other securities under any plan of reorganization with any protective committee; to delegate to such committee, discretionary power with relation thereto; to pay a proportionate part of the expenses of such committee and any assessments which are levied under any such plan; to accept and retain new securities which are received by the fiduciaries pursuant to any such plan; to exercise all conversion, subscription, voting and other rights of whatsoever nature pertaining to such property; and to pay any amount or amounts of money as the fiduciaries determine to be appropriate in connection therewith;

(h) To borrow money and encumber, mortgage or pledge any asset of my estate, or of any trust that is created hereunder, for a term within or extending beyond the term of the anticipated administration of my estate or for a term within or extending beyond the term of any trust which is created hereunder;

(i) To enter, for any purpose, into a lease as lessor or as lessee, with or without option to purchase or renew, for a term within or extending beyond the term of the anticipated administration of my estate or for a term within or extending beyond the term of any trust that is created hereunder;

(j) To subdivide, develop and dedicate real property for public use; to make or obtain the vacation of plats; to adjust boundaries; to adjust differences in valuation on exchange or partition by giving or receiving consideration; and to dedicate easements for public use without consideration;

(k) To make ordinary and extraordinary repairs and alterations in buildings and other structures; to demolish any improvements; to raze existing party walls and buildings; and to erect new party walls and buildings;

(l) To continue or permit the continuation of any unincorporated and, or, any incorporated business or limited liability company that I own or in which I have an interest at the time of my death, for such period of time as the fiduciaries determine to be appropriate; or to recapitalize or liquidate the same, upon such terms and conditions as the fiduciaries determine to be appropriate; and, without limiting the generality of the foregoing powers, the fiduciaries have the power to do the following: invest additional sums in any such business, even to the extent that my estate, or any trust which is created hereunder, is invested largely or entirely in any such business, without liability for any loss resulting from lack of diversification; act as an employee or select other employees of any such business, the same to be compensated without regard to any such person being a fiduciary or a beneficiary hereunder; and make such other arrangements in respect thereof as the fiduciaries determine to be appropriate;

(m) To settle and adjust my partnership interest in any partnership (whether a general partnership, a limited partnership or a limited liability partnership) in which I have an interest at the time of my death, upon such terms and conditions as the fiduciaries determine to be appropriate; and, without limiting the generality of the foregoing powers, the fiduciaries have the power to continue in any such partnership and to subject to the risks of the business the assets representing my interest therein at the time of my death, for such period of time and upon such terms and conditions as the fiduciaries determine to be appropriate; no change in the constitution of any such partnership by the death or the retirement of any partners or by the admission of any additional partners shall affect the powers that are granted herein; and the fiduciaries may invest additional sums in any such partnership, even to the extent that my estate, or any trust which is created hereunder, is invested largely or entirely in any such partnership, without liability for any loss resulting from lack of diversification;

(n) To collect, receive and receipt for rents, issues, profits and income of my estate or of any trust that is created hereunder;

(o) To insure the assets of my estate, or of any trust that is created hereunder, against damage or loss; and to insure the fiduciaries against liability with respect to third persons;

(p) To deal with the fiduciaries, in the fiduciaries' separate capacities or in any fiduciary capacities, in buying and selling assets, in lending and borrowing money and in all other transactions, irrespective of the occupancy by the same person of dual positions;

(q) To compromise, adjust, arbitrate, sue on or defend, abandon and otherwise deal with and settle claims in favor of or against my estate, or in favor of or against any trust that is created hereunder, as the fiduciaries determine to be appropriate;

(r) To employ and compensate agents, accountants, investment advisors, brokers, attorneys-in-fact, attorneys-at-law, tax specialists, realtors and other assistants and advisors as the fiduciaries determine to be necessary for the proper administration of my estate or of any trust that is created hereunder; and to do so without liability for any neglect, omission, misconduct or default of any such agent or professional representative; provided, however, that such individual was selected and retained with reasonable care;

(s) To determine what shall be charged or credited to income or to principal; and to determine whether or not to establish depreciation reserves;

(t) To hold and retain the principal of my estate, or of any non-marital deduction trust that is created hereunder, undivided until actual division becomes necessary in order to make distributions; to hold, manage, invest and account for the several shares, or parts thereof, by appropriate entries on the fiduciaries' books of account; and to allocate to each share, or part thereof, such share's proportionate part of all receipts and expenses; provided, however, that the carrying of several trusts as one shall not defer the vesting in title or possession of any share or part thereof;

(u) To make payment in cash or in kind, or partly in cash and partly in kind, upon any division or distribution of my estate or of any trust that is created hereunder;

(v) Except as otherwise specifically provided herein, any allocations or distributions of specific pecuniary amounts that are to be made hereunder may be made by the fiduciaries in one or more allocations or distributions, in cash or in kind (*i.e.*, in the form of a whole or partial undivided interest in one or more specific properties, whether real, personal or mixed), or partly in cash and partly in kind, and with or without being made subject to liabilities (whether pre-existing or newly created); provided, however, that as of the effective date or dates of any such allocations or distributions, the net fair market value of the assets and liabilities composing any such allocations or distributions shall represent the specific pecuniary amounts which such allocations or distributions are to satisfy;

(w) Except as otherwise specifically provided herein, any allocations or distributions of a fractional share of the assets of any part of my estate, or of any trust that is created hereunder, need not be pro rata nor include any particular asset, but rather may be composed of such assets and be made subject to such liabilities (whether pre-existing or

newly created), if any, pro rata or not, as the fiduciaries determine to be appropriate; provided, however, that as of the effective date or dates of any such allocations or distributions, the net fair market value of the assets and liabilities composing any such allocations or distributions shall represent the proper fractional share of the then-net fair market value of the whole which such allocations or distributions are to satisfy;

(x) To take all appropriate actions to prevent, identify and, or, respond to actual or threatened violations of any environmental law or regulation thereunder; to expend funds to do the following: conduct environmental assessments, audits and site monitoring in order to determine compliance with any environmental law or regulation thereunder; take all appropriate remedial action to contain, clean up and, or, remove any environmental hazard (including a spill, release, discharge or contamination), either on the fiduciaries' own accord or in response to an actual or threatened violation of any environmental law or regulation thereunder; institute legal proceedings concerning environmental hazards and, or, contest or settle legal proceedings brought by any local, state or Federal agency that is concerned with environmental compliance or by a private litigant; comply with any local, state or Federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; and employ agents, consultants and legal counsel to assist or perform the foregoing undertakings and, or, actions; and the fiduciaries may charge the expenses which are incurred to principal or to income, in such equitable manner as the fiduciaries determine to be appropriate;

(y) To exercise all powers that are necessary, appropriate, customary, desirable or incidental to the proper administration of my estate or of any trust which is created hereunder; and

(z) To do all the foregoing without the authorization of any court.

8.2 Use Of Powers. The powers that are granted to the fiduciaries pursuant to the provisions of Paragraph 8.1 hereinabove shall not be exhausted by any use thereof; such powers are continuing in nature and exercisable by the fiduciaries until all the provisions of this my last will and testament are fully executed; and, subject to all the provisions and limitations which are expressly set forth in this my last will and testament, the fiduciaries' determination of whether or not to exercise any such power is final.

8.3 Power Under Will.

(a) My individually owned real property, and all interests therein (including undivided interests), shall be administered as part of my probate estate and be subject to the

executor's control, with this my last will and testament governing the disposition of the same.

(b) In addition to the rights and powers that are granted pursuant to the provisions of Paragraph 8.1 hereinabove, the executor is granted the power to sell any or all of my real property, including undivided interests in real property, which I own at the time of my death, without the approval of any court and without the necessity of joinder of any beneficiaries under this my last will and testament; provided, however, that under no circumstances shall this provision be interpreted, construed or administered so as to require the executor to sell any such real property during the administration of my estate.

(c) The proceeds from the sale of real property that is made by the executor, pursuant to the power under will which is granted by this Paragraph 8.3, shall be distributed pursuant to the provisions of this my last will and testament.

(d) I understand that the disposition of real property which I own jointly with my husband as a tenant by the entirety, at the time of my death, is not governed by the provisions of this my last will and testament.

8.4 No Powers Granted That Affect Eligibility To Qualify For The Marital Deduction. Notwithstanding any other provision of this my last will and testament, under no circumstances shall any provision of this Item VIII, or of this my last will and testament generally, grant any powers to the fiduciaries, or be interpreted, construed or administered so as to authorize the fiduciaries to exercise any powers, that would prevent the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of Item V hereinabove, from being eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

ITEM IX

GENERAL TRUST PROVISIONS

9.1 Spendthrift Provision. Neither the principal nor the income of any trust that is created hereunder shall be pledged, assigned, transferred, sold or in any manner whatsoever accelerated, anticipated or encumbered by any beneficiary; nor shall any principal or income of any such trust be in any manner subject to, or liable in the hands of the trustee for, the debts, contracts or engagements of any such beneficiary; including, but not limited to, claims for alimony, maintenance or support for a spouse; or be subject to any assignment or other voluntary or involuntary alienation or disposition whatsoever.

9.2 Situs. The State of Tennessee is hereby designated as the situs of each trust that is created hereunder; and all questions pertaining to the validity, construction and administration of each trust which is created hereunder shall be determined pursuant to the laws of the State of Tennessee, regardless of the jurisdiction in which any such trust may at any time be administered.

9.3 Rule Against Perpetuities. Notwithstanding any other provision of this my last will and testament to the contrary, all trusts that are created hereunder (or pursuant to a power of appointment which is granted hereunder) shall terminate one day prior to the expiration of the permissible period under the relevant application of the rule against perpetuities, if any; and, upon such termination, all assets thereof shall be distributed and paid outright, absolutely, in fee simple and free of trust, to those beneficiaries, and in the same proportions, as are then receiving, or as are then entitled to receive, the income therefrom.

9.4 Distributions During Minority Or Disability. During the minority or other disability of any beneficiary to whom principal is distributable, or to whom income is payable, from any trust that is created hereunder, the trustee shall make distributions and payments in any one or more of the following ways: to a beneficiary directly; to the legal guardian of a beneficiary's property; to a custodian under either a Uniform Gift To Minors Act or a Uniform Transfers To Minors Act (including a custodian selected by the trustee); or directly for the benefit of a beneficiary, including reimbursement for amounts which are advanced for a beneficiary's benefit; subject, however, to the provisions of Paragraphs 6.1(b)(8), 6.1(b)(9), 6.3(b) and 6.3(c) hereinabove, and Paragraph 9.5 hereinbelow.

9.5 Maintenance Of Eligibility For The Marital Deduction. Notwithstanding any other provision of this my last will and testament, under no circumstances shall any provision of this Item IX, or of this my last will and testament generally, grant any powers to the trustee, or be interpreted, construed or administered so as to authorize the trustee, to divert, accumulate, affect the frequency of payment or otherwise affect my husband's right to receive currently (in regular monthly or other convenient installments, but no less frequently than quarter-annually) the entire income that is derived from all the trusts, which are created for my husband's benefit pursuant to the provisions of Item V hereinabove, or otherwise affect my husband's rights with respect to all such trusts (including, but not limited to, the payment to my husband's estate of all the accrued and undistributed income remaining in such trusts at the time of my husband's death), so as to prevent the pecuniary marital deduction formula bequest, in trust, which is made pursuant to the provisions of Item V hereinabove, from being eligible to qualify for the Federal estate tax marital deduction under the Internal Revenue Code.

9.6 Merger Or Consolidation Of Trusts. When a trust is created pursuant to the provisions of Paragraphs 6.1 or 6.3 hereinabove, for beneficiaries other than my husband, and any other trust (whether created hereunder or created under any other instrument by me or by anyone else) have the same trustee, the same beneficiary or beneficiaries (other than my husband) and substantially identical terms as to the distribution of income and principal, then the trustee of each such trust may merge or consolidate the trusts, and administer the trusts as one, on a basis that is consistent with the generation-skipping transfer tax provisions of Paragraph 10.10 hereinbelow (if such provisions are applicable); unless, however, the merger or consolidation is contrary to law; contrary to, or inconsistent with, other provisions of this my last will and testament; or contrary to, or inconsistent with, the terms of any instrument which is supplemental hereto.

9.7 Assistance To Guardians. During the existence of any trust created hereunder that has a minor beneficiary, the trustee thereof may expend so much of the net income and, or, the principal thereof, and at such times and in such manner, as the trustee determines to be necessary or desirable to assist the guardian of the minor's person (or any other person with whom a minor is living) in providing appropriate accommodations for the minor in the household of the guardian of the minor's person (or in the other person's household); and the trustee shall reimburse the guardian of the minor's person (or the other person) for all appropriate expenses which may be incurred by the guardian of the minor's person (or by the other person); including, but not limited to, the following: hiring domestic help; taking vacation trips; building or acquiring new residences; or enlarging old residences; and even though the guardian of the minor's person (or the other person) is directly or indirectly benefitted thereby; and all as the trustee, in the trustee's sole discretion, determines such expenditures to be beneficial to the minor.

ITEM X

MISCELLANEOUS

10.1 Presumption As To Survivorship.

(a) If my husband and I die under such circumstances that there is no sufficient evidence that we died otherwise than simultaneously, then my husband shall be deemed to have predeceased me.

(b) If any person, other than my husband, who would be a beneficiary pursuant to any provision of this my last will and testament if that person survives me, or if that person survives some other beneficiary hereunder, dies under such circumstances that

there is no sufficient evidence to determine whether or not that person survived me or survived such other beneficiary, as the case may be, then I direct that for purposes of this my last will and testament that person shall be deemed to have predeceased me, or to have predeceased such other beneficiary, as the case may be; but if my husband and I die under such circumstances, then my husband shall be deemed to have predeceased me as provided in Paragraph 10.1(a) hereinabove.

10.2 No Contract To Make A Will. Although my husband and I are executing our last wills and testaments at or about the same time, I wish to make it clear that we have not entered into a contract regarding the disposition of our respective estates. We both, including the survivor of us, reserve the right to change or to revoke our respective last wills and testaments at any time without notice to the other.

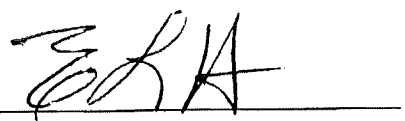
10.3 Life Insurance Proceeds.

(a) The proceeds of any life insurance that is payable to the executor or to my estate shall pass as part of my estate and be distributed pursuant to the provisions of this my last will and testament.

(b) I understand that, by reason of Tennessee Code Annotated § 56-7-201, the proceeds of any life insurance which is payable to the executor or to my estate are free from the claims of my creditors because such life insurance proceeds inure to the benefit of my husband, or my children, or both.

(c) If the executor determines that it is in the best interests of my husband, or my children, or both, then the executor may use all or any part of such life insurance proceeds for the payment of the following: my funeral expenses; the expenses of administering my estate; my lawful debts; and the Federal and state estate, inheritance, legacy and succession taxes (including penalties and interest) which are payable as a result of my death; provided, however, my creditors shall have no claim against either the executor or such life insurance proceeds, if the executor elects not to use such life insurance proceeds to pay a claim.

10.4 Casualty Insurance Proceeds. If a gift is not in existence or is damaged by virtue of a casualty insured against, then the beneficiary of the gift shall receive the insurance proceeds recovered, as a substitute for the gift, if the gift is completely destroyed; or the damaged property and the insurance proceeds recovered, if the gift is partially destroyed.



10.5 Deductibility Of Administration Expenses.

(a) I understand that provisions of the Internal Revenue Code, and other laws in force at the time of my death and applicable to my estate, may permit the executor to elect to claim certain administration and other expenses as deductions either on the Federal income tax returns, or on the Federal estate tax return, of my estate.

(b) I authorize the executor to elect to claim the expenses, which are referred to in Paragraph 10.5(a) hereinabove, as deductions on the particular tax return or returns that the executor determines to be appropriate, irrespective of whether the expenses are payable from principal or from income; provided, however, that in allocating income to the payment of estate administration expenses, the executor shall not exercise such power in a manner so as to constitute a material limitation on my husband's substantial beneficial enjoyment of the income of any assets which qualify for the Federal estate tax marital deduction.

10.6 Apportionment Of Income Taxes.

(a) Any income taxes that are imposed upon, or chargeable to, the income of my estate shall be apportioned to, and deducted from, the shares of all beneficiaries (exclusive, however, of any charitable beneficiary) having an interest in such income, in such equitable manner as the executor determines to be appropriate.

(b) Any determinations that are made by the executor with respect to the apportionment of income taxes, pursuant to the provisions of this Paragraph 10.6, shall be conclusive as to all persons who are interested in my estate.

10.7 Deferral Of Death Taxes.

(a) I authorize the executor to execute and to file an election under Internal Revenue Code § 6166, or under corresponding provisions of state estate, inheritance, legacy and succession taxes, to defer the payment of Federal estate tax and state death taxes for such period of time as the executor determines to be appropriate.

(b) If the executor makes an election to defer the payment of Federal estate tax or state death taxes, then the executor may do the following: charge interest on the deferred tax to principal or to income, in such equitable manner as the executor determines to be appropriate; elect under Internal Revenue Code § 6324A, and under corresponding provisions of state estate, inheritance, legacy and succession taxes, to create special liens to secure any deferred Federal estate tax and any deferred state death taxes (including tax that

is attributable to property not passing under this my last will and testament); and subject property belonging to my estate to any such liens.

10.8 Authority To File Joint Income Tax Returns.

(a) I authorize the executor to execute and to file a joint income tax return with my husband for the year in which my death occurs and for any years prior thereto.

(b) The executor shall incur no personal liability for any action that is taken in good faith pursuant to the foregoing authorization.

10.9 Authority To File Joint Gift Tax Returns.

(a) I authorize the executor to execute and to file joint gift tax returns with my husband, if any gift tax returns are required of either my husband or myself for the year in which my death occurs and for any years prior thereto.

(b) The executor shall incur no personal liability for any action that is taken in good faith pursuant to the foregoing authorization.

10.10 Generation-Skipping Transfer Tax Provisions.

(a) I authorize the executor to allocate any part of my generation-skipping transfer tax exemptions, under Internal Revenue Code § 2631(a) and under corresponding provisions of state generation-skipping transfer tax laws, to any property with respect to which I am the transferor, including any property that was transferred by me during my lifetime and with respect to which transferred property I did not make an allocation of my generation-skipping transfer tax exemptions prior to my death.

(b) I authorize the trustee to divide the property composing any trust that is being held hereunder which has an inclusion ratio, as defined in Internal Revenue Code § 2642(a)(1), of neither one nor zero, into two separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

(c) Notwithstanding any other provision of this my last will and testament to the contrary, if the inclusion ratio, as defined in Internal Revenue Code § 2642(a)(1), of property that is directed to be added to a trust which is created hereunder is different from the inclusion ratio of such trust, then the trustee may decline to make the addition and may, instead, administer the property as a separate trust with dispositive, administrative and other

provisions which are identical to the trust to which the addition would otherwise have been made.

(d) Neither the executor nor the trustee shall incur any personal liability for any action that is taken in good faith pursuant to the foregoing provisions of this Paragraph 10.10.

10.11 Exoneration Of Fiduciaries From Liability For Environmental Hazards. Neither the executor nor the trustee shall incur any personal liability for any loss or depreciation in value that is sustained as a result of the executor and, or, the trustee retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any Federal, state and, or, local environmental law or regulation thereunder; unless, however, the executor and, or, the trustee contributed to the loss or depreciation in value through willful default, willful misconduct or gross negligence.

IN WITNESS WHEREOF, I have hereunto set my hand to this my last will and testament, consisting of this and the preceding forty-three typewritten pages, and for the purpose of identification I have either initialed or signed each such preceding typewritten page at the bottom thereof, all in the presence of the persons witnessing this my last will and testament, at my request, on this the 20 day of December, 2000, at Nashville, Tennessee.

Elizabeth Lee Huang

Signed, sealed, published and declared by the testatrix, **Elizabeth Lee Huang,** to be the testatrix's last will and testament, in the presence of all of us, the undersigned witnesses, at one and the same time; and we, the undersigned witnesses, at the testatrix's request and in the testatrix's presence and in the presence of each other, have hereunto subscribed our names as witnesses; and we, the undersigned witnesses, do hereby attest to the sound and disposing mind of the testatrix and to the performance of the aforesaid act of execution at the place and on the date that is set forth hereinabove.

WITNESSES:

Names	**Addresses**
Patricia Dorice Butler	1124 meadow Road Cookeville, Tennessee 38501
Deborah C. McFall	102 Mason Circle, Goodlettsville, TN 37072

AFFIDAVIT

Patricia Donice Butler and **Deborah C. McFall**, after being duly sworn according to law, each depose and say the following:

1. The witnesses are adult citizens of Putnam County and Sumner County, Tennessee, respectively;

2. The witnesses have witnessed the execution of the last will and testament of **Elizabeth Lee Huang** (sometimes hereinafter referred to as "the testatrix"), dated December 20, 2000, to which this affidavit is attached;

3. This affidavit is being made at the testatrix's request and pursuant to the provisions of Tennessee Code Annotated § 32-2-110;

4. The witnesses' signatures are affixed to the testatrix's last will and testament;

5. The witnesses signed or affixed the witnesses' signatures to the testatrix's last will and testament at the testatrix's instance and request and in the testatrix's presence and sight, and in the presence and sight of each other, at the place and on the date that is recited in the testatrix's last will and testament;

6. The testatrix signed said paper writing as and for the testatrix's last will and testament in the witnesses' presence and sight;

7. At the time that the witnesses witnessed the testatrix's last will and testament, the testatrix was, in the witnesses' opinion, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a last will and testament; and

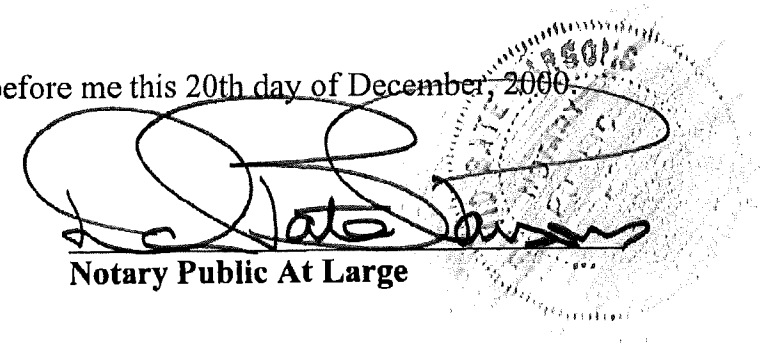
8. The annexed last will and testament of **Elizabeth Lee Huang** was examined by the undersigned witnesses at the time this affidavit was made.

Patricia Donice Butler

/ DEBORAH C. MCFALL

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Severally subscribed and sworn to before me this 20th day of December, 2000.



Notary Public At Large

My Commission Expires: July 23, 2002

CERTIFICATE OF AUTHENTICITY

I, Carla Lovell, hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on August 12, 2022.

Carla Lovell

Carla Lovell

8/12/2022

Date

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Sworn to and subscribed before me this 12th day of August, 2022.

Notary Public

My Commission Expires: 7/7/2025

