STATE OF TENNESSEE

Karen Johnson Davidson County
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I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 18 day of AUGUST, 2022, in Docket Number 22P1144, IN RE: CALDWELL, WINSTON S, as same remains of record in the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 18 day of AUGUST in the year 2022 and in the 246 year of American Independence.

RICHARD R. ROOKER, Clerk,

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____

Deputy Clerk

[SEAL]

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FILED 22P1144
AUG 18 2022
RICHARD R. ROOKER, Clerk
By Cafine Deputy

LAST WILL & TESTAMENT OF WINSTON S. CALDWELL

I, Winston S. Caldwell, a resident of Nashville, Tennessee, make and declare this document as my Will, revoking all former Wills and Codicils made by me.

IDENTIFICATION OF FAMILY

I am widowed.

I am the father of three living children: Winston S. Caldwell, III, Eleanor M. Williams, and William A. Caldwell. I have two children who are deceased: Elizabeth A. Gambrell who died leaving a daughter, Alexandria Gambrell, and Mary E. Caldwell who died without issue. Any references in this document to "my Children" shall mean my living children and Elizabeth Gambrell.

ITEM I
APPOINTMENT OF EXECUTOR

I appoint the following persons to serve as the Executor of my estate in the order named:

1. Eleanor M. Williams
2. William A. Caldwell

To the extent permitted by applicable law, no Executor shall be required to furnish bond, file any inventory or file any accountings with respect to the performance of the Executor's duties. I do expect, however, that my Executor will prepare and provide an inventory of the assets of my estate to the residuary beneficiaries upon their request and will prepare and provide a reasonable report describing the disposition of the assets of my estate to such residuary beneficiaries as may be necessary in order to obtain their statements acknowledging that the estate has been properly distributed.

I intend that my Executor shall manage and administer my estate fairly, honestly, and in good faith with diligence and reasonable care. However, I relieve my Executor from any liability resulting from an honest mistake of judgment made while serving.

Any person serving as Executor hereunder will render valuable services for which payment of a reasonable fee will be deserved. Accordingly, I authorize any individual person serving as Executor to apply to the court and be paid a fee in accordance with the customary range of fees paid to laypersons for administering estates in the jurisdiction where my estate is probated.

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ITEM II
PAYMENT OF DEBTS, EXPENSES AND TAXES; TREATMENT OF LIFE INSURANCE AND REAL PROPERTY

A. Payment of Debts and Administration Expenses. My Executor in the Executor's sole discretion may pay my legal debts, including any cremation, funeral or memorial expenses, unpaid charitable pledges (whether or not they are enforceable obligations of my estate), and costs of administration of my estate, and I hereby authorize my Executor, in case of any claim made against my estate, to settle and discharge the same in the absolute discretion of my Executor. In the event that my residuary estate is insufficient to pay such debts and expenses, I direct that the amount thereof in excess of my residuary estate shall be paid from other assets in the order provided by law.

B. Payment of Taxes. I direct that my Executor pay as an expense of administration, without apportionment against the share of the beneficiary, all transfer, estate, inheritance, succession and other death taxes, together with any penalty or interest thereon, payable by reason of my death, whether in respect of property passing under this Will or otherwise.

C. Treatment of Life Insurance. Life insurance proceeds which may be or become payable to my estate may, to the extent determined to be appropriate in the sole and absolute discretion of my Executor, be used by my Executor for the payment of debts, taxes, and the administration of my estate. The balance remaining after payment of costs of administration of my estate shall become part of my residuary estate.

D. Treatment of Real Property. I direct that all real property which I may own in my sole name at the time of my death be administered as a part of my probate estate subject to the control of the Executor for purposes of administration, as authorized by Tennessee Code Annotated § 31-2-103. It is my intention that the Executor have possession and control of my real property during the period of administration, including but not limited to the power to sell, encumber, lease or otherwise convey all or portions of such real property or interests therein without the consent, signature, or joinder of any beneficiary of my estate or the approval of any court. In exercising such power the Executor shall be acting in a fiduciary, not an individual, capacity. Any commissions or other expenses arising out of the sale of any such property by my Executor shall be deemed to be a proper expense of administering my estate. Any sale of real property by my Executor shall be presumed to be reasonable.

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ITEM III
TANGIBLE PERSONAL PROPERTY AND BEQUESTS

A. Specific Bequests of Tangible Personal Property. After I sign this Will, I may leave a letter or other written document either in my own handwriting or signed by me or both addressing the distribution of certain items of my tangible personal property. If I prepare this document, I will keep it with my Will. If my Executor finds this document, it is my desire that the wishes expressed in such document be carried out. If my Executor has not found such a document within 45 days of my death, it shall be presumed that no such document exists.

All bequests under any such document described above are contingent upon my owning the item or items bequeathed at my death and upon the recipient surviving me, unless I expressly provide otherwise in the written document kept with my Will.

B. General Bequest of Other Tangible Personal Property. I devise all items of tangible personal property, personal effects, household contents, and automobiles as I own at the time of my death to my Children, equally, with the issue of any deceased Child who survive me representing their parent, per stirpes. My Executor may distribute the share of any minor beneficiary to such beneficiary, or to the person with whom such beneficiary is residing. If, in the sole and reasonable discretion of my Executor, any of such property is not suitable for delivery, the Executor may retain such property in safekeeping for future distribution, or may sell such property and add the proceeds to my Residuary Estate."

ITEM IV
RESIDUARY ESTATE

All the rest, residue and remainder of the property that I may own at the time of my death I devise and bequeath to my Children equally, with the issue of any deceased Child who survive me representing their parent, per stirpes. However, if at the time of distribution any other named or described beneficiary is a Supplemental Needs Person, then that person's share will be administered according to the provisions of Item VI, entitled Supplemental Needs Trust.

Estate Equalization Clause

In apportioning the amount that is contained in my Residuary Estate, each child shall receive a portion of the Residuary Estate such that each of my children receives an equal amount by reason of my death, taking into account all items that pass to each child under my Will or that passed to each child by operation of law, by contract, beneficiary designation or otherwise.

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ITEM V
FAILURE OF BENEFICIARIES

If all of my named or described beneficiaries should predecease me, then the property shall be distributed among those persons who would have been entitled thereto under the laws of descent and distribution of the State of Tennessee if I had died intestate.

ITEM VI
SUPPLEMENTAL NEEDS TRUST

Estate property will be administered pursuant to the terms of this Supplemental Needs Trust Article when:

(i) another Article of my Will directs that the property is to be administered as provided in this Supplemental Needs Trust Article; or

(ii) the beneficiary of the property under another Article of my Will is a Supplemental Needs Person, unless the other Article directs the beneficiary's interest to be distributed to a trust not created under this document.

"Beneficiary" under this Supplemental Needs Trust Article refers to the beneficiary of the property under the other Article. The provisions of the other Article shall continue to apply to the extent they do not conflict with the provisions of this Supplemental Needs Trust Article; specifically, the provisions of this Supplemental Needs Trust Article shall control the distributions of income and principal.

A. Distributions of Income and Principal

The Trustee shall collect income and, after deducting all charges and expenses attributed thereto, may apply for Beneficiary's benefit, in-kind, or in cash, so much of the income and principal (even to the extent of the whole) as the Trustee deems advisable in the Trustee's sole, absolute, and uncontrolled discretion, subject to the limitations set forth below. The Trustee shall add the balance of net income not paid or applied to the principal of the Supplemental Needs Trust.

(1) Maximize Benefits

Consistent with the purpose of the Supplemental Needs Trust, before expending any amounts from the net income and/or principal of this trust, the Trustee shall consider the availability of all benefits from government or private assistance programs for which Beneficiary may be eligible. The Trustee, where appropriate and to the extent possible, shall endeavor to maximize the collection and facilitate the distribution of these benefits for Beneficiary's benefit.

(2) No Reduction in Benefits

None of the income or principal of the Supplemental Needs Trust shall be applied in such a manner as to supplant, impair or diminish any governmental benefits or assistance for which Beneficiary may be eligible or which Beneficiary may be receiving, unless, in the sole, absolute,

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and uncontrolled discretion of the Trustee, such use of income and/or principal is beneficial to Beneficiary.

(3) No Assignment

Beneficiary shall not have the power to assign, encumber, direct, distribute or authorize distributions from the Supplemental Needs Trust.

(4) Discretionary Distributions

Notwithstanding the above provisions, the Trustee may make distributions to meet Beneficiary's need for food, shelter, health care, or other personal needs, even if those distributions will impair or diminish Beneficiary's receipt or eligibility for government benefits or assistance, but only if the Trustee determines that the distributions will better meet Beneficiary's needs, and it is in Beneficiary's best interests, notwithstanding the consequent effect on Beneficiary's eligibility for, or receipt of, benefits.

(5) Supplemental Needs Trust Savings Clause

In the event that the mere existence of the authority to make distributions that will impair or diminish Beneficiary's receipt or eligibility for government benefits or assistance, as specified in subsection (4), above, will result in a reduction or loss of Beneficiary's entitlement program benefits, regardless of whether the Trustee actually exercises the authority, then such authority specified in subsection (4), above, shall be null and void, and the Trustee's authority to make these distributions shall terminate. If such authority is terminated, then the Trustee's authority to make distributions shall be limited to distributions for Beneficiary's Supplemental Needs, in a manner that will not adversely affect Beneficiary's government benefits.

Notwithstanding any provision to the contrary, in the event that the Supplemental Needs Trust is challenged or faces imminent invasion by any governmental department or agency in such a way as to affect Beneficiary's eligibility for benefits available under any governmental program, the Trustee is empowered to amend the trust so as to maintain Beneficiary's eligibility for benefits under such governmental program.

B. Definition of "Supplemental Needs"

"Supplemental needs" refers to the requisites for maintaining the good health, safety, and welfare of Beneficiary when, in the sole, absolute, and uncontrolled discretion of the Trustee, such requisites are not being provided by any public agency, office, or department of any state or of the United States.

"Supplemental needs" shall also include, but not be limited to, medical and dental expenses, annual independent checkups, clothing and equipment, programs of training, education, treatment and rehabilitation, private residential care, transportation (including vehicle purchases), maintenance, insurance, and essential dietary needs. "Supplemental needs" may include spending money; additional food; clothing; electronic equipment such as radio, recording and playback, television and computer equipment; camping; vacations; athletic contests; movies; trips; and money to purchase appropriate gifts for relatives and friends. However, in deciding whether to make these distributions the Trustee must first consider the impact on certain government benefits as is directed in (1).

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The Trustee shall have no obligation to expend trust assets for such needs, but if the Trustee, in its sole, absolute, and uncontrolled discretion, decides to expend trust assets, under no circumstances should any amounts be paid to, or reimbursed to, the federal government, any state, or any governmental agency for any purpose, including for the care, support, and maintenance of Beneficiary.

C. Objective to Promote Independence of Beneficiary

While actions are in the Trustee's sole, absolute, and uncontrolled discretion, the Trustee should be mindful that it is my wish that Beneficiary live as independently, productively, and happily as possible.

D. Not Available Resource to Beneficiary

It is my intent to create a Supplemental Needs Trust that conforms to Tennessee law, in order to provide for Beneficiary's Supplemental Needs. I intend that the trust assets be used to supplement, not supplant, impair or diminish, any benefits or assistance of any Federal, state, county, city, or other governmental entity for which Beneficiary may otherwise be eligible or which Beneficiary may be receiving. Consistent with that intent, it is my desire that, before expending any amounts from net income and/or principal of the trust, the Trustee consider the availability of all benefits from government or private assistance programs for which Beneficiary may be eligible and that, where appropriate and to the extent possible, the Trustee endeavors to maximize the collection of such benefits and to facilitate the distribution of such benefits for the benefit of Beneficiary. All actions of the Trustee shall be directed toward carrying out this intent and the discretion granted the Trustee under this agreement to carry out this intent is absolute.

For purposes of determining Beneficiary's eligibility for any such benefits, no part of the principal or undistributed income of the Supplemental Needs Trust shall be considered available to Beneficiary for public benefit purposes.

The Trustee shall hold, administer, and distribute all property allocated to the Supplemental Needs Trust for the exclusive benefit of Beneficiary during his or her lifetime. All distributions from the trust are in the sole, absolute, and uncontrolled discretion of the Trustee.

In the event the Trustee is requested to release principal or income of the Supplemental Needs Trust to or on behalf of Beneficiary to pay for equipment, medication, or services that any government agency is authorized to provide, or in the event the Trustee is requested to petition a court or any other administrative agency for the release of trust principal or income for this purpose, the Trustee is authorized to deny such request and is authorized in its sole, absolute, and uncontrolled discretion to take whatever administrative or judicial steps may be necessary to continue Beneficiary's eligibility for benefits, including obtaining legal advice about Beneficiary's specific entitlement to public benefits and obtaining instructions from a court of competent jurisdiction ruling that neither the trust corpus nor the trust income is available to Beneficiary for eligibility purposes. Any expenses of the Trustee in this regard, including reasonable attorney's fees, shall be a proper charge to the Supplemental Needs Trust.

E. Distribution Guidelines

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The Trustee shall be responsible for determining what discretionary distributions shall be made from the Supplemental Needs Trust. The Trustee may distribute discretionary amounts of income and principal to or for the benefit of Beneficiary for those Supplemental Needs not otherwise provided by governmental financial assistance and benefits, or by the providers of services. Any undistributed income shall be added to principal.

In making distributions, the Trustee will:

(i) consider any other known income or resources of Beneficiary that are reasonably available;

(ii) take into consideration all entitlement benefits from any government agency, such as Social Security Disability payments (SSDI), Medicaid, Department of Human Services, Supplemental Security Income (SSI), and any other special purpose benefits for which Beneficiary is eligible;

(iii) take into consideration resource and income limitations of any such assistance program;

(iv) make expenditures so that Beneficiary's standard of living will be comfortable and enjoyable;

(v) not be obligated or compelled to make specific payments;

(vi) not pay or reimburse any amounts to any governmental agency or department, unless proper demand is made by such governmental agency and reimbursement is required by the state; and

(vii) not be liable for any loss of benefits.

F. No Seeking of Order to Distribute

For purposes of determining Beneficiary's state Medicaid program equivalent eligibility, no part of the principal or undistributed income of the Supplemental Needs Trust may be considered available to Beneficiary. The Trustee will deny any request by Beneficiary to:

(i) release principal or income of the trust to or on behalf of Beneficiary to pay for equipment, medication, or services that the state Medicaid program equivalent would provide if the trust did not exist; or

(ii) petition a court or any other administrative agency for the release of trust principal or income for this purpose.

The Trustee may, in its sole, absolute, and uncontrolled discretion, take necessary administrative or legal steps to protect Beneficiary's state Medicaid program eligibility, including obtaining a ruling from a court of competent jurisdiction that the trust principal is not available to Beneficiary for purposes of determining eligibility. Expenses for this purpose, including reasonable attorney's fees, are a proper charge to Beneficiary's Supplemental Needs Trust.

G. Indemnification of Trustee When Acting in Good Faith

The Trustee shall be indemnified from the trust property for any loss or reduction of public benefits sustained by Beneficiary as a result of the Trustee exercising, in good faith, the authority granted to the Trustee under this Article.

H. Distribution Upon the Death of Beneficiary

Upon the death of Beneficiary, the Trustee shall distribute or retain the remaining Supplemental Needs Trust property according to the other Article of my Will that directed the property to be held pursuant to this Article.

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If the other Article does not provide for distribution upon the death of Beneficiary, then the Trustee shall distribute or retain the remaining Supplemental Needs Trust property as though Beneficiary had predeceased me.

I. Prohibition against Beneficiary Serving as Trustee

Notwithstanding any other provision of my Will, under no circumstances may Beneficiary serve as Trustee of any share that is being administered for his or her benefit under the provisions of this Supplemental Needs Trust Article.

J. Limitation on Power to Remove and Replace Trustee

Notwithstanding any other provision of my Will, Beneficiary has the power to remove the Trustee of the Supplemental Needs Trust, but may not appoint the replacement Trustee.

K. Application of Article

Any decision made by the Trustee under this Article shall be final, controlling and binding upon all beneficiaries subject to the provisions of this Article.

L. Appointment of Trustee

The appointment of any Trustee of a Supplemental Needs Trust shall be made by my Executor.

ITEM VIII
DEFINITIONS AND MISCELLANEOUS PROVISIONS

A. Supplemental Needs Person

The term "Supplemental Needs Person" means a person who:

(i) is disabled; or

(ii) is receiving, or is eligible to receive, assistance or other benefits under a means-based government program (such as Medicaid or Supplemental Security Income).

As used above, the term "disabled" means disabled as defined in United States Code Title 42, Section 1382c(a)(3), or under Tennessee law related to means-based government programs.

As used above, the term "assistance" means assistance or medical assistance as defined in United States Code Title 42, Section 1396d(a), or under Tennessee law related to means-based government programs.

B. Powers of Executor. In addition to any powers and other related administrative provisions granted or contained elsewhere in this Will, if any, my Executor, in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate, may exercise any and all of the powers set forth in Tenn. Code Ann. § 35-50-110, to the extent applicable, all of which provisions are incorporated herein by reference. These powers are granted even if this statute is amended or repealed before my death and even if my estate is

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administered in a state other than Tennessee. I grant to my Executor the power and authority to appoint a resident Co-Executor to serve with my Executor if applicable law so requires.

C. Construction. Throughout this Will, references to the singular shall be deemed to include the plural, and the plural the singular as the context may require. The captions and headings of this Will are for convenience only and shall not be resorted to for interpretation of this Will. If any portion of this Will is held to be void or unenforceable, the remainder shall nevertheless be carried into effect.

D. Captions. The captions and headings of this Will are for convenience only and shall not define or limit the provisions contained herein.

IN WITNESS WHEREOF, I sign this Will in the presence of persons witnessing it, at my request, on this the 24th day of May, 2016.

Winston S. Caldwell
Winston S. Caldwell

Witness Attestation

Signed and declared by Winston S. Caldwell to be such person's Will in the presence of all of us at one and the same time, and we, at such person's request and in such person's presence and in the presence of each other, have subscribed our names as witnesses, and we do hereby attest to the sound and disposing mind of Winston S. Caldwell and to the performance of the aforesaid act of execution on the date hereinabove set out.

WITNESSES:

Bryson Eubanks
Signature

Bryson Eubanks
Print or type name

4525 Harding Pike, Suite 200, Nashville, TN 37205
Address

Miller K Hunt
Signature

Miller K Hunt
Print or type name

4525 Harding Pike, Suite 200, Nashville, TN 37205
Address

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AFFIDAVIT OF TWO WITNESSES

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. They witnessed the execution of the Will of Winston S. Caldwell dated the 24th day of May, 2016, to which this Affidavit is attached, and that this Affidavit is being made at the request of such person and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

2. Their signatures are affixed to the Will, they signed the Will at the request of such person, and in the presence of such person, and in the presence of each other witness, on the date recited in said Will.

3. Winston S. Caldwell signed said paper writing as and for his Will in their sight and presence.

4. At the time they witnessed the Will, Winston S. Caldwell was, in their opinion, of sound mind.

Witness

Witness

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 24th day of May, 2016.

Notary Public

My commission expires: 2/2/18

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CODICIL NO. 1
TO THE LAST WILL AND TESTAMENT OF
WINSTON S. CALDWELL

I, Winston S. Caldwell, of Davidson County, Tennessee, having heretofore made and published my last will and testament, which bears date of May 24, 2016 ("my Will"), do make and declare this as a codicil thereto, to wit:

FIRST: I hereby revoke Item IV.

SECOND: I hereby substitute the following Item IV:

RESIDUARY ESTATE

All the rest, residue and remainder of the property that I may own at the time of my death I devise and bequeath to my Children equally, with the issue of any deceased Child who survive me representing their parent, per stirpes. However, if at the time of distribution any other named or described beneficiary is a Supplemental Needs Person, then that person's share will be administered according to the provisions of Item VI, entitled Supplemental Needs Trust.

Estate Equalization Clause

In apportioning the amount that is contained in my Residuary Estate, each child shall receive a portion of the Residuary Estate such that each of my children receives an equal amount by reason of my death, taking into account all items that pass to each child under my Will or that passed to each child by operation of law, by contract, beneficiary designation or otherwise.

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Trust for Alexandria Gambrell

I anticipate that my granddaughter, Alexandria Gambrell, may inherit the share that would have gone to her deceased mother. In that event, I leave her share in trust under the following directions.

A. **Trustee.** The trustee of the trust will be my daughter, Eleanor M. Williams (now Zimmerle)

B. **Distributions.** The trustee may distribute at any time amounts from the trust for the education of or health care for Alexandria Gambrell. Otherwise, the trustee shall distribute one-third of the remaining assets of the trust to her when she turns 30, one-half of the remaining assets of the trust to her when she turns 35, and the remaining assets of the trust when she turns 40.

I hereby ratify, republish and reaffirm said will in all respects except as modified by this codicil thereto.

IN WITNESS WHEREOF, I have hereunto set my hand to this Codicil No. 1 to my last will and testament at Nashville, Tennessee on this the 28th of October, 2020.

Winston S. Caldwell

Witness Attestation

WITNESSES:

Signature — Megan Henley

Print or type name

Signature — Janel Heflin

Print or type name

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AFFIDAVIT OF TWO WITNESSES

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The undersigned persons, after first being duly sworn according to law, depose and say:

1. They witnessed the execution of Codicile No. 1 of the Last Will Testement of Winston S. Caldwell dated the 28th day of October, 2020. This Affidavit is attached to such Codicile No. 1 of the Last Will and Testament is being made at the request of such person and in accordance with the provisions of Tennessee Code Annotated, Section 32-2-110.

2. Their signatures are affixed to Codicile No. 1 of the Last Will and Testament of Winston S. Caldwell, they signed the Codicile No. 1 of Last Will and Testament of Winston S. Caldwell at the request of such person, and in the presence of such person, and in the presence of each other witness, on the date recited in said Codicile No. 1 of the Last Will and Testament.

3. Winston S. Caldwell signed said paper writing as and for Codicile No. 1 of his Last Will and Testament in their sight and presence.

4. At the time they witnessed Codicile No. 1 of her Last Will and Testament of Winston S. Caldwell, he was, in their opinion, of sound mind.

Witness

Witness

Sworn to and subscribed before me by the two (2) persons whose signatures are affixed hereto on this 28th day of October, 2020.

BARBARA J. MOSS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires JULY 09, 2022

Notary

My commission expires: 7/9/22

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